

# ADHBHUT INFRASTRUCTURE LIMITED

Registered Office: 910, Ansal Bhawan, 16, K.G. Marg, New Delhi - 110001  
Phone: +91 -11-23752586-90, Fax: +91 -11-23752645, E-Mail: info@adhbhutinfra.com,  
Web. : www.adhbhutinfra.com  
CIN: L51503DL1985PLC020195

## POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

**NOTICE** is hereby given pursuant to the Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, to the Members of the Company to seek their approval by way of Postal Ballot for the following resolutions as Special Resolutions as set out below. The Explanatory Statement under Section 102 of the Companies Act, 2013, for the Postal Ballot Resolutions, is also appended herewith for your consideration.

### **ITEM NO. 1**

To consider and, if thought fit, to give assent/dissent to the following resolution:

**“RESOLVED THAT** subject to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any committee thereof) for the borrowing by the Board from time to time, subject to any restriction imposed by the terms of the agreements as may have been entered into or may be entered into from time to time for grant of any assistance to the Company, of all money deemed by them to be requisite or proper for the purpose of carrying on business of the Company, however, the total amount of such borrowing shall not exceed Rs. 1,000 Crore (Rupees One Thousand Crore only) notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans, if any, obtained from the Company’s bankers in the ordinary course of business) will exceed the aggregate of the paid up capital and free reserves of the Company or its free reserves, that is to say, reserves not set apart for any specific purpose.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary or desirable or to settle any question or difficulty that may arise, in such manner as it may deem fit.”

### **ITEM NO. 2**

To consider and, if thought fit, to give assent/dissent to the following resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and such other approvals as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called “The Board” and which term shall be deemed to include any Committee, which the Board may have constituted and hereinafter constitute to exercise its powers including powers conferred by these Resolutions and with the power to delegate such authority to any person or persons) to mortgage or lease and/or create charge in addition to charge created/ to be created by the Company, on all or any of the moveable and/or immoveable, tangible and/or intangible properties of the Company, wherever situate, both present and future, with such ranking as the Board may in its absolute discretion decide, on such terms and conditions and at such time or times or in such form and manner as it may deem fit, in favour of various financial institutions/ Banks / Trustees for the Bond and/or Debenture holders etc. (hereinafter referred as “the lenders”) to secure any Term Loans / Cash Credit Facilities / Debenture / Bonds or the like, obtained/ to be obtained from any of the aforesaid lenders not exceeding Rs. 1,000 Crore ( Rupees One Thousand Crore Only) together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, premia on prepayment or on redemption, costs, charges, expenses and other moneys payable by the Company to the aforesaid lenders in term of loan agreement(s) and/or any other document(s) entered into/ to be entered into between the Company and the lender(s)/agent(s)/ trustee (s) in respect of the aforesaid financial facilities including bank guarantee facility.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to negotiate and finalize with the lenders, terms and conditions, including the nature and ranking of charge and/or mortgage, documents for creation of mortgage and/or charge and to do all such acts, deeds, matters and things incidental thereto and to execute all such documents or writings as may be considered necessary for giving effect to this Resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby further authorized to settle any issue relating to security/documentation etc., with the concerned lenders as may be considered appropriate by it.

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

**Place : New Delhi  
Date : 07.10.2014**

**Sd/-  
(Rashmi Sharma)  
Company Secretary  
Membership No.: A23292**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed herewith.
2. This Notice is being sent to all the members through e-mail whose e-mail ids are registered with the Depository/Registrar and Transfer Agent and the physical copy through prescribed mode to all other members whose names appear in the Register of Member/Record of Depositories as on Tuesday, 30<sup>th</sup> September, 2014
3. The Company has appointed Ms. Iqneet Kaur, Practicing Company Secretary (Membership No. F7669) to act as a Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
4. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot Form/e-voting will be final.
5. The result of the voting on the Resolutions at the Meeting shall be announced by the Chairman on Monday, 17<sup>th</sup> November, 2014. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's Website i.e. [www.adhbhutinfra.com](http://www.adhbhutinfra.com) and on the website of CDSL within two working days of the passing of resolutions through Postal Ballot and communicated to the Stock Exchange(s).
6. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company is offering E-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. Please note that e-voting is optional.
7. Members have an option to vote either through e-voting or casting a vote through Postal Ballot Form. If a Member has opted for e-voting, then he/she should not cast his/her vote through Postal Ballot Form also and vice-a-versa. However, in case, Members have cast their vote through Postal Ballot Form and also by e-voting, then voting done through Postal Ballot Form shall prevail and voting done by e-voting shall be treated as invalid.

**8. INSTRUCTIONS FOR VOTING**

**A. Voting through physical Postal Ballot Form**

A Member desiring to exercise his/her vote by physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the duly completed Form in the attached self-addressed prepaid postage envelope, so as to reach the Scrutinizer not later than the close of working hours on Friday, 14<sup>th</sup> November, 2014. Postage will be borne and paid by the company. However, envelopes containing Postal Ballots, if sent by courier at the expense of the member will also be accepted.

**B. E-Voting:**

The voting through electronic means will commence on Thursday, 16<sup>th</sup> October, 2014 at 10.00 a.m. and will end on Friday, 14<sup>th</sup> November, 2014 at 6.00 p.m. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on date i.e. Tuesday, 30<sup>th</sup> September, 2014 may cast their vote electronically. The E-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

**The procedure and instructions for the voting through electronic means is as follows:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on “Shareholders” tab to cast your votes.
- (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](http://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:

| <b>For Members holding shares in Demat Form and Physical Form</b> |   |
|---|---|
| PAN   | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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. For example, If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul> |
| DOB   | <p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>  |
| Dividend Bank   | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>   |

- (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 also to be 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 for **ADHBHUT INFRASTRUCTURE LIMITED** 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the 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 & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates and Custodians respectively.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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.
  - 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 1 & 2**

In view of the future growth plans of the Company, it may need to borrow funds which may exceed at any time, the aggregate of paid up capital and free reserves but not exceeding Rs. 1,000 Crore (Rupees One Thousand Crore only). Further the borrowing of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/or immovable assets of the Company in such manner as may be determined by the Board of Directors of the Company in consultation with the Lender(s).

Under Section 180 of the Companies Act, 2013 the above powers of the Board are required to be exercised only with the consent of the company by a Special Resolution.

The Directors recommend the Resolutions at Item Nos. 1 and 2 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolutions at Item Nos. 1 and 2.

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

**Place : New Delhi  
Date : 07.10.2014**

**Sd/-  
(Rashmi Sharma)  
Company Secretary  
Membership No.: A23292**

# ADHBHUT INFRASTRUCTURE LIMITED

Registered Office: 910, Ansal Bhawan, 16, K.G. Marg, New Delhi - 110001

CIN: L51503DL1985PLC020195

## **POSTAL BALLOT FORM**

### POSTAL BALLOT NO.

1. Name(s) of Member(s)  
(Including Joint holders, if any) \_\_\_\_\_
2. Registered address of the Sole /  
first named Member \_\_\_\_\_  
\_\_\_\_\_
3. Registered Folio No./DPID No.\*/Client ID No.\*  
(\*applicable to investors holding  
Shares in dematerialized form) \_\_\_\_\_
4. No. of Shares held \_\_\_\_\_
5. I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in Notice of the Company by sending my/our assent or dissent to the said Resolutions by placing the tick(✓) mark in the appropriate box below :

| Item No. | Brief Particulars of the Items  | No. of Shares held | I/We assent to the Resolution | I/We dissent to the Resolution |
|----------|---|--------------------|-------------------------------|--------------------------------|
| 1.       | Special Resolution u/s 180(1)(c) of the Companies Act, 2013 for borrowing by the Company upto Rs. 1,000 Crore (Rupees One Thousand Crore Only).                                 |                    |                               |                                |
| 2.       | Special Resolution u/s 180(1)(a) of the Companies Act, 2013 for Charging/Mortgaging the assets/Properties of the Company upto Rs. 1,000 Crore (Rupees One Thousand Crore Only). |                    |                               |                                |

Place :

Date :

(Signature of Member)

**Note: Please read carefully the instructions printed below before exercising your vote.**

### INSTRUCTIONS:

1. A Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope (bearing the address of the Scrutinizer appointed by the Board of Directors of the company). Postage will be borne and paid by the company. However, envelopes containing Postal Ballots, if sent by courier or registered post at the expense of the member will also be accepted.
2. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company or furnished by National Securities Depository Limited /Central Depository Services (India) Ltd. to the Company, in respect of shares held in the physical form or dematerialized form respectively) by the first named Member and in his/her absence, by the next named Member.
3. In case of shares held by companies, trusts, societies etc. duly completed Postal Ballot form should be accompanied by a certified copy of the Board Resolution/Authorisation giving requisite authority to the person voting on the postal ballot form. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the postal ballot form.
4. There will be only one Postal Ballot form for every folio irrespective of the number of Joint Members.
5. The right of voting by postal ballot shall not be exercised by a proxy.
6. Unsigned or incorrect postal ballot form shall be rejected.
7. Duly completed Postal Ballot form should reach the scrutinizer not later than the close of working hours on Friday, 14<sup>th</sup> November, 2014. Postal Ballot Form received after this date will be treated as if the reply from the Member (s) has not been received.
8. A member may request for the duplicate postal ballot form if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item No. 7 above.
9. The voting right shall be reckoned on the paid up value of Shares registered in the name of the Member (s) on the date of completion of dispatch of the Notice.
10. Member(s) are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
12. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's Website i.e. www.adhbhutinfra.com and on the website of CDSL within two days of the passing of resolutions through Postal Ballot and communicated to the Stock Exchange(s).
13. The Postal Ballot Form is being sent by post to all the members, whose names appear in the Register of Members/Record of Depositories as on Tuesday, 30<sup>th</sup> September, 2014.