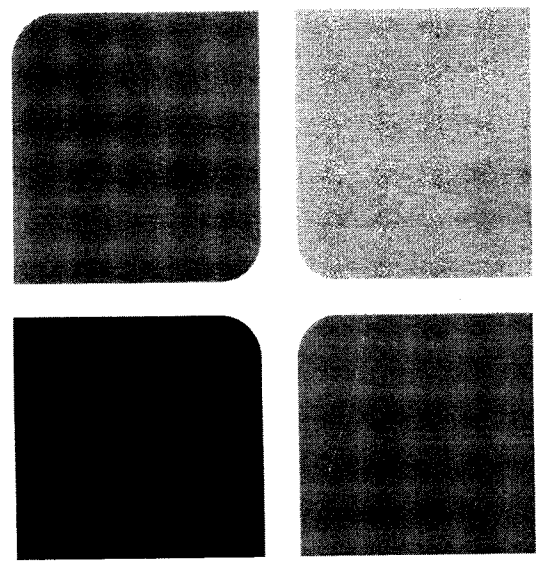


# **ADHBHUT INFRASTRUCTURE LIMITED**

**TWENTY EIGHTH ANNUAL REPORT 2012-13**



# ADHBHUT INFRASTRUCTURE LIMITED

TWENTY EIGHTH ANNUAL REPORT – 2012-2013

## BOARD OF DIRECTORS

Mr. K. T. James : Chairman  
Mr. Deshpal Singh Malik : Director  
Mr. Sanjiv Bhasin : Director

## AUDITORS

M/s B. Lugani & Associates,  
Chartered Accountants,  
New Delhi

## REGISTRAR & SHARE TRANSFER AGENT

Beetel Financial & Computer Services (P) Limited  
“Beetel House “3<sup>rd</sup> Floor, 99, Madangir,  
B/H L.S.C., New Delhi – 110062  
Tel: 011-29961281-83, Fax: 011-29961284  
Email: beetalrta@gmail.com

## REGISTERED OFFICE

910, Ansal Bhawan,  
16, K.G. Marg,  
New Delhi – 110001

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## NOTICE

Notice is hereby given that the Twenty-Eighth Annual General Meeting of the Members will be held on Monday, the 30<sup>th</sup> day of December, 2013 at the Registered Office of the Company situated at 910, Ansal Bhawan, 16, K.G. Marg, New Delhi-110001, at 10.00 A.M.

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 30<sup>th</sup> June, 2013 together with Statement Profit and Loss Account for the period ended on that date and the Report of Directors and the Auditors thereon.
2. To declare dividend @ 1% on Fully Paid-up Redeemable Non Cumulative Preference Shares.
3. To appoint a Director in the place of Mr. Deshpal Singh Malik who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors of the Company to hold office from conclusion of this Annual General Meeting and to fix their remuneration.

By Order of the Board  
For Adhbhut Infrastructure Limited

Place: New Delhi  
Dated : 05.12.2013

Sd/-  
(K. T. James)  
Director

### **NOTES:**

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 2) An instrument appointing proxy, in order to be effective, must be received at the registered office of the Company not later than 48 hours before the commencement of the Annual General Meeting.
- 3) All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working except Saturdays, between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.
- 4) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 26<sup>th</sup> December, 2013 to Monday, 30<sup>th</sup> December, 2013 (both days inclusive).

- 5) The Members/Proxies attending the General Meeting are requested to bring the enclosed attendance slip and deliver the same after filling in their folio number at the entrance of the meeting hall. Admission at the Annual General Meeting venue will be allowed only after verification of the signature in the attendance slip. Duplicate Attendance Slip will be issued at the Registered Office of the Company up to a day preceding the day of Annual General Meeting during business hours.
- 6) The Members are requested to bring their copies of Annual Report to the Meeting, as the same will not be redistributed at the venue of Annual General Meeting.
- 7) Consequent upon the introduction of Section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form No. 2B in duplicate (which will be made available on request) to the R&T Agents of the company.

**INFORMATION REQUIRED TO BE FURNISHED UNDER CLAUSE 49 OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS BEING APPOINTED/RE-APPOINTED AT THE FORTHCOMING ANNUAL GENERAL MEETING:**

<b>Name of Director</b>	<b>Mr. Deshpal Singh Malik</b>
<b>Date of birth</b>	28/05/1950
<b>Qualification</b>	B.E. (Mechanical)
<b>Date of appointment</b>	30.09.2011
<b>Expertise</b>	Specialisation in Project Engg., Industrial Engg., Process Engg. And Material Management
<b>List of other companies in which Directorship held (excluding foreign companies, private companies and alternate directorships)</b>	<ul style="list-style-type: none"> <li>• M/s WHF Precision Forgings Limited</li> <li>• M/s Amtek Auto Limited</li> <li>• M/s Amtek India Limited</li> <li>• M/s Ahmednagar Forgings Limited</li> <li>• M/s Amtek Railcar Limited</li> </ul>
<b>Shareholding in the Company</b>	Nil

## DIRECTORS' REPORT

TO  
THE MEMBERS,

### ADHBHUT INFRASTRUCTURE LIMITED

Your Directors take pleasure in presenting the Twenty Eighth Annual Report and the Audited Annual Accounts of the Company for the financial year ended 30<sup>th</sup> June, 2013.

### FINANCIAL RESULTS

(Amount in Rs.)

PARTICULARS	Year ended 30 <sup>th</sup> June, 2013	Period ended 30 <sup>th</sup> June, 2012 (15 months)
Income from Operation	1,45,03,279	2,34,73,988
Expenses	77,47,651	99,51,445
Profit before Taxation	67,55,628	1,35,22,543
Provision for Taxation	14,77,137	49,94,512
Profit after Tax	52,78,491	85,28,031
Add: Profit / (Loss) brought forward	2,22,39,904	1,62,11,873
Balance Available for appropriation	2,75,18,395	2,47,39,904
<b>APPROPRIATIONS</b>		
Dividend on Preference Shares	1,50,000	-
Tax on Dividend of Preference Shares	25,493	-
Transferred to General Reserve	25,00,000	25,00,000
Surplus carried to Balance Sheet	7,40,42,902	16,89,39,904

### PERFORMANCE

During the period under review, the Company has generated an income of Rs. 1,45,03,279/- as against Rs. 2,34,73,988/- in the previous period along with profit after tax of Rs. 52,78,491/- as against Rs. 85,28,031/- in the previous period.

### DIVIDEND

During the period under review, the Board of Directors recommends dividend @ 1% on Fully Paid-up Redeemable Non Cumulative Preference Shares. However, in view of the ongoing expansion projects of the Company, no dividend is recommended on Equity Shares of the Company. The total outgo on account of dividend on Preference Shares will be Rs. 1,75,493/- (including dividend tax of Rs. 25,493/-).

### DIRECTORS

During the period under review, Mr. Deshpal Singh Malik retires at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

## **AUDITORS**

M/s B. Lugani & Associates, Chartered Accountants, vacate their office at the conclusion of ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept their appointment as Statutory Auditors of the Company, if appointed.

## **AUDITOR'S REPORT**

The Auditor's Report attached hereto is self explanatory and therefore, does not call for any further comments.

## **DEPOSITS**

During the period under review, the Company has not accepted any deposits under Section 58A and 58AA of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975. Therefore, no information is required to be furnished in this respect.

## **LISTING AT STOCK EXCHANGE**

The Shares of Company are listed on Delhi Stock Exchange Limited. The Company has paid the annual listing fee to the Stock exchange for the year 2013-2014.

## **STATUTORY INFORMATION**

- Particulars of Employees under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 are Nil.
- Statutory details of Energy Conservation and Technology Absorption, R & D activities and Foreign Exchange Earnings and Outgo, as required under Section 217(1)(e) of the Companies Act, 1956 and rules prescribed thereunder i.e. the Companies (Disclosure of Particulars in Report of Board of Directors) Rules, 1988 are Nil.

## **CORPORATE GOVERNANCE**

A separate section on Corporate Governance forms part of Directors' Report and the certificate from the Director and Auditors confirming compliance of Corporate Governance norms as stipulated in Clause 49 of the Listing Agreement with the Stock Exchange is included in this Annual Report.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

Management Discussion and Analysis Report, as required under Clause 49 of the Listing Agreement with Stock Exchange is presented in a separate section and forms part of this Annual Report.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, as amended by the Companies (Amendment) Act, 2000 with respect to Directors' Responsibility Statement, it is hereby confirmed :-

- that in the preparation of the annual accounts, the applicable accounting standards had been followed;
- that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the period under review;
- that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- that the Directors had prepared the annual accounts on a going concern basis.

## **INVESTOR RELATIONS**

Your Company always endeavors to promptly address all the issues raised by the shareholders and provide them a satisfactory reply at the earliest possible time. The Shareholders'/Investors' Grievance Committee of the Board meets periodically and reviews the status of the redressal of investors' grievances.

## **EMPLOYEE WELFARE**

Your Company continued to implement several welfare measures for the employees and their families. Employee welfare programmes and schemes were implemented with utmost zeal and they were constantly reviewed and improvements were made wherever necessary.

## **ACKNOWLEDGEMENT**

Your Directors wish to place on record their sincere thanks to the shareholders, banks and other Government Agencies. Your Directors also wish to acknowledge the contribution made by the employees at all levels.

By Order of the Board  
For Adhbhut Infrastructure Limited

Place: New Delhi  
Dated : 05.12.2013

Sd/-  
(K. T. James)  
Chairman

## CORPORATE GOVERNANCE REPORT

### I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Company's philosophy on Corporate Governance is aimed at safeguarding and adding value to the interest of various stakeholders of the Company including shareholders, lenders, employees and public at large. The Company took initiative in practicing good Corporate Governance procedures, even before they were mandated.

The Company envisages pursuing the highest standards of accountability, transparency and endeavors to maximize the earnings of the shareholders.

### II. BOARD OF DIRECTORS

The Company's Board has an optimum combination with all the directors being Non Executive. The Chairman of the company is a Non -Executive and Non-Independent Director.

#### A. Composition of Directorships

The constitution of the Board as on 30<sup>th</sup> June, 2013 is as follows-

Name of the Director	Status	No. of Board Meetings attended	Attendance at the last AGM held on 31.12. 2012	No. of Directorships* As on 30.06.2013	No. of Committees Positions held in other Public Companies as on 30.06.2013 **	
					Membership	Chairmanship
Mr. K.T. James	(Chairman) Non Executive & Non Independent	8	P	8	1	1
Mr. Deshpal Singh Malik	(Member) Non Executive & Independent	8	NP	5	1	Nil
Mr. Sanjiv Bhasin	(Member) Non Executive & Independent	8	P	2	Nil	1

#### Notes:

\* Excludes Private Companies, Foreign Companies, Alternate Directorships held and Companies formed under Section 25 of the Companies Act, 1956.

\*\* The Committee of Directors includes Audit Committee, Shareholders/Investors Grievance Committee of Indian Public Limited Companies.

#### B. Inter-se and Pecuniary Relationship

The Directors of the Company are not related inter-se and there is no pecuniary relationship or transaction of the non-executive Directors vis-à-vis the Company.



### C. Attendance Record of Board Meetings

During the period under review, Eight Meetings of the Board of Directors were held on 12.07.2012, 11.08.2012, 26.09.2012, 08.11.2012, 03.12.2012, 07.01.2013, 11.02.2013 and 13.05.2013. The Board members are given appropriate documents and information in advance of each Board meeting.

### III. BOARD PROCEDURES

The members of the Board were provided all the requisite information as required under the Listing Agreement well before the Board Meeting and the same was dealt with appropriately.

All the Directors who are in various committees are within the permissible limit of the listing agreement and none of the Directors is disqualified for appointment as director under any of the provisions of the Companies Act, 1956.

### IV. AUDIT COMMITTEE

The terms of reference of the Audit Committee include those specified under Clause 49 of the Listing Agreement as well as under Section 292A of the Companies Act, 1956 such as:

- to oversee the Company's financial reporting process and disclosure of its financial information,
- to recommend appointment of Statutory Auditors and fixation of audit fee,
- to review quarterly and annual financial statements before submission to the Board and to advice and make recommendations to the Board on matters related to financial management of the Company, including Audit Reports,
- to review and discuss with Auditors about internal control system, major accounting policies & practices, reviewing Companies financial and Risk management policies in compliance with the listing agreement and legal requirements concerning financial statements and
- to carry out any other functions as mentioned in terms of reference to the Audit Committee.

The Board of the Company has constituted an Audit Committee, comprising three directors. All the members of the Committee viz. Mr. Sanjiv Bhasin (Chairman), Mr. Deshpal Singh Malik and Mr. K.T. James are independent and non-executive. The constitution of the Audit Committee meets the requirement of Section 292A of the Companies Act, 1956. The power and role of the Audit Committee is as per the guidelines set out in the Listing Agreement and as prescribed under Section 292A of the Companies Act, 1956.

During the period, the committee met 5 times and the attendance of members at the meetings was as follows:

Name of Member(s)	Status	No. of Committee Meetings attended
Mr. Sanjiv Bhasin	Chairman	5
Mr. Deshpal Singh Malik	Member	5
Mr. K.T. James	Member	5

## V. REMUNERATION COMMITTEE

The Board has constituted a Remuneration Committee to review and approve the annual salaries, commission, service agreement and other employment conditions for the executive directors. The Committee comprises three non executive directors viz. Mr. Sanjiv Bhasin, Mr. K.T. James and Mr. D. S. Malik.

During the period under review, no committee meeting was held.

## VI. SHARE TRANSFER AND SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE

The Board has constituted a Shareholders'/Investors' Grievance Committee to specifically look into redressal of shareholders' and investors' grievances such as transfer/transmission, dividend, dematerialization and related matters. The Committee comprises two non executive directors viz. Mr. Deshpal Singh Malik (Chairman) and Mr. K.T. James (Member).

During the period, the committee met four times. All the members were present in all the meetings held during the period.

During the period under review, no investor grievance was received by the company.

## VII. COMPLIANCE OFFICER

The Board has designated Ms. Bindiya Jassal as Compliance Officer of the Company.

## VIII. GENERAL BODY MEETINGS

I. The last three Annual General Meetings were held as under:-

Year	Location	Date	Time
2011-2012	910, Ansal Bhawan, 16, K.G. Marg, New Delhi – 110001	31.12.2012	10.30 A.M.
2010-2011	910, Ansal Bhawan, 16, K.G. Marg, New Delhi – 110001	30.09.2011	10.30 A.M.
2009-2010	910, Ansal Bhawan, 16, K.G. Marg, New Delhi – 110001	29.09.2010	11.00 A.M.

During the period under review, no resolution was put through postal ballot.

II. During the period, an Extra- Ordinary General Meeting was held on 6<sup>th</sup> August, 2012 at 11.00 A.M at the registered office of the company to issue Bonus shares in the ratio of 10:1 to the existing shareholders of the Company. Further, Clause V to the Memorandum of Association of the Company has altered to increase in the Authorised Share capital of the Company pursuant to issue of Bonus shares.

## **IX. DISCLOSURES**

### **A. Related Party Transactions**

The details of all materially significant transactions with related parties are periodically placed before the audit committee. Related party transactions are set out in the Notes to Accounts.

### **B. Whistle Blower Policy**

The Company encourages an open door policy where employees have access to the Head of the business/function. In terms of Company's Code of Conduct, any instance of non adherence to the code/any other observed unethical behavior are to be brought to the attention of the immediate reporting authority, who is required to report the same to the Head of Corporate Human Resources.

We hereby affirm that no personnel have been denied access to the audit committee.

Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years -- Nil

The Company has complied with all mandatory requirements of the revised Clause 49 of the Listing agreement, which came into effect from 1<sup>st</sup> January 2006. Further, the Company has also complied with the non-mandatory requirement relating to constitution of Remuneration Committee, Shareholder Rights and establishing the Whistleblower Policy.

In the preparation of financial statements for the period ended on June 2012; there was no treatment different from that prescribed in an accounting standard that had been followed.

The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk through means of property defined framework.

## **X. MEANS OF COMMUNICATION**

Results for quarter ended 30<sup>th</sup> September, 2012, 31<sup>st</sup> December, 2012, 31<sup>st</sup> March, 2013 and 30<sup>th</sup> June, 2013 have been published in English and Hindi newspapers (viz. Millenium Post and Hari Bhoomi).

A Management Discussion and Analysis report which forms part of the Annual Report is given by means of a separate annexure.