

ADHBHUT INFRASTRUCTURE LIMITED

TWENTY NINTH ANNUAL REPORT
2013 - 2014

ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503DL1985PLC020195

TWENTY NINTH ANNUAL REPORT – 2013-2014

BOARD OF DIRECTORS

Mr. Anubhav Dham	:	Whole Time Director
Mr. Sanjay Chhabra	:	Director
Mr. Saurabh Khanijo	:	Director
Mr. Amman Kumar	:	Director
Mr. Vinod Kumar Uppal	:	Director

COMPANY SECRETARY

Ms. Rashmi Sharma

AUDITORS

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

REGISTRAR & SHARE TRANSFER AGENT

Beetal Financial & Computer Services (P) Limited
"Beetal House "3rd 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
Email: adhbhut.ind@rediffmail.com
Website: www.adhbhutinfra.com

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NOTICE

Notice is hereby given that the Twenty-Ninth Annual General Meeting of the Members of **ADHBHUT INFRASTRUCTURE LIMITED** will be held on Tuesday, the 30th day of December, 2014 at the Registered Office of the Company situated at 910, Ansal Bhawan, 16, K.G. Marg, New Delhi-110001, at 10.00 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 30th June, 2014 together with Statement of Profit and Loss for the period ended on that date and the Report of Directors and the Auditors thereon.
2. **To appoint the Auditors 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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. B. Lugani & Associates, Chartered Accountants (FRN 002560N) be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Thirtieth (30th) Annual General Meeting of the Company, on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

3. **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 149, 152 and the rules made thereunder and other applicable provisions of the Companies Act, 2013 or any applicable laws Mr. Amman Kumar (DIN-03456445), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. March 29, 2014 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company whose period of office shall be liable to determination by the retirement of directors by rotation.”

4. **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 149, 152 and the rules made thereunder and other applicable provisions of the Companies Act, 2013 or any applicable laws Mr. Vinod Kumar Uppal (DIN-00897121), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. December 4, 2014 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company whose period of office shall be liable to determination by the retirement of directors by rotation.”

5. **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 149, 152 and the rules made thereunder and other applicable provisions of the Companies Act, 2013 or any applicable laws **Mr. Anubhav Dham (DIN 02656812)**, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. March 29, 2014 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company whose period of office shall be liable to determination by the retirement of directors by rotation.”

ADHBHUT INFRASTRUCTURE LIMITED

6. **To consider and, if thought fit, to pass with or without modification, 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) read with Schedule V to the Act and the Rules made thereunder, as amended from time to time, the Company hereby approve the appointment and terms of remuneration of Mr. Anubhav Dham as the Wholetime Director of the Company w.e.f. 24.04.2014.

The Terms of Appointment of Mr. Anubhav Dham are as follows:

(a) **Period**

Five Years (24-04-2014 to 23-04-2019)

(b) **Nature of Duties**

Mr. Anubhav Dham, 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 ;
- 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 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, increase the remuneration payable to him, subject to obtaining such approvals as may be required.
- (h) **Other Terms**
- He shall be entitled to reimbursement of all actual expenses incurred on entertainment and travelling 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.

RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

7. 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 sections 149, 152 and the rules made thereunder and other applicable provisions, if any of the Companies Act, 2013 or any applicable laws and Clause 49 of the Listing Agreement (including any statutory modification or re-enactment or amendments thereof for the time being in force) read with schedule IV to the Act, Mr. Saurabh Khanijo (DIN-00956046), who was appointed as an Additional (Independent) Director by the Board on 29th March, 2014 and who holds office upto the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an independent director to hold office for a period of 5 (five) years i.e. from December 30, 2014 to December 29, 2019, whose office shall not be liable to retire by rotation."

8. 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 sections 149, 152 and the rules made thereunder and other applicable provisions, if any of the Companies Act, 2013 or any applicable laws and Clause 49 of the Listing Agreement (including any statutory modification or re-enactment or amendments thereof for the time being in force) read with schedule IV to the Act, **Mr. Sanjay Chhabra (DIN 01237026)**, who was appointed as an Additional (Independent) Director by the Board on 29th March, 2014 and who holds office upto the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, proposing his candidature for the office of Director be and is hereby appointed as an independent director to hold office for a period of 5 (five) years i.e. from December 30, 2014 to December 29, 2019, whose office shall not be liable to retire by rotation."

By Order of the Board
For ADHBHUT INFRASTRUCTURE LIMITED

Place : New Delhi
Dated : 04.12.2014

Sd/-
(Rashmi Sharma)
Company Secretary
M.No. A23292

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NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item no. 3 to 8 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE 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. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 24th December, 2014 to Tuesday, 30th December, 2014 (both days inclusive) for the purpose of Annual General Meeting.
4. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 A.M. to 1.00 P.M upto the date of Annual General Meeting.
5. 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.
6. Members are requested to : -
 - (i) bring the enclosed attendance slip and deliver the same after filling in their folio number/Client ID and DP ID 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.
 - (ii) bring their copies of Annual Report to the Meeting, as the same will not be provided at the venue of Annual General Meeting.
 - (iii) quote their Folios/Client ID & DP Id Nos. in all correspondence.

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.

7. M/s Beetal Financial & Computer Services (P) Ltd., New Delhi are the Registrar and Share Transfer Agent (RTA) of the Company to handle transfers both in physical and electronic segments and other related matters. Shareholders are requested to address all their correspondence to the Registrar and Share Transfer Agent at the above address.
8. Members desirous of making a nomination in respect of their shareholding in the Company as 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 has to be lodged with the respective Depository Participants.
9. 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 their e-mail addresses.
10. Members may please note that Securities and Exchange Board of India (SEBI) has made Permanent Account Number (PAN) as the sole identification number for all persons transacting in the securities market, irrespective of the amount of such transactions. SEBI has also mandated that for securities market transaction and off/market private transaction involving transfer of shares in physical form, it shall be necessary for the transferee(s) to furnish a copy of PAN card to Company/Share Transfer Agent for registration of such transfer of shares.

11. 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 Friday, 28th November, 2014.
12. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company is pleased to offer 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 National Securities Depository Limited (NSDL) to facilitate e-voting.
13. Members have an option to vote either through e-voting or in person at Annual General Meeting. If a Member has opted for e-voting, then he/she should not cast his/her vote personally at the Annual General Meeting also and vice-a-versa. However, in case, Members have cast their vote at the Annual General Meeting and also by e-voting, then voting done at the meeting shall prevail and e-voting shall be treated as invalid.
14. The Company has appointed Ms. Iqneet Kaur, Practicing Company Secretary (Membership No. 7669) to act as a Scrutinizer for conducting the e-voting process in a fair and transparent manner.
15. The Scrutinizer will submit her report addressed to the Chairman, within a period not exceeding three working days from the date of conclusion of e-voting period. The result of the voting on the Resolution at the Meeting shall be announced by the Chairman on Tuesday, 30th December, 2014. 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 NSDL within two working days of the passing of resolutions at the Annual General Meeting of the Company and communicated to the Stock Exchange(s).

16. INSTRUCTIONS FOR E-VOTING:

Kindly note that the new users will follow all the points mentioned below from 1 to 10 and the existing users will follow from point no. 2 to 10 except point no. 5

1. Open the attached PDF file "e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on "Shareholder - Login".
4. New Users - Put User ID and password as initial password noted in step (1) above and Click Login.
Existing Users - Put your existing User ID and password and Click Login.
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
7. Select "EVEN" of Adhbhut Infrastructure Limited Members can cast their vote online from Monday, 22nd December, 2014 (10:00 a.m.) till Tuesday, 23rd December, 2014 (6:00 p.m.).
Note: e-Voting shall not be allowed beyond said time.
8. Now you are ready for "e-Voting" as "Cast Vote" page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also 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 (Scrutinizer mail ID) with a copy marked to evoting@nsdl.co.in.

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Please further note that:

- o Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- o Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- o Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-voting system of NSDL.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following Telephone No.: 022-2499 4600.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

ITEM No. 3 & 4

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Amman Kumar (DIN 03456445) and Mr. Vinod Kumar Uppal (00897121) as Additional Director of the Company w.e.f 29.03.2014 and 04.12.2014 respectively.

In terms of Section 161(1) of the Act, Mr. Amman Kumar and Mr. Vinod Kumar Uppal would hold office upto the date of the ensuing general Meeting. Keeping in view their vast expertise and knowledge, it will be in the interest of the Company that Mr. Amman Kumar and Mr. Vinod Kumar Uppal be appointed as Directors. Brief resume of Mr. Amman Kumar and Mr. Vinod Kumar Uppal is being attached with the notice forming part of this Annual Report.

The Company has received a notice in writing from members alongwith the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of Director of the Company. Mr. Amman Kumar and Mr. Vinod Kumar Uppal are 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 and Mr. Vinod Kumar Uppal are interested and concerned in the Resolution mentioned at Item No. 3 & 4 respectively of the Notice. Other than Mr. Amman Kumar and Vinod Kumar Uppal no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 3& 4 of the Notice.

Item No. 5 & 6

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Anubhav Dham (02656812) as Additional Director of the Company w.e.f 29.03.2014

In terms of Section 161(1) of the Act, Mr. Anubhav Dham would hold office upto the date of the ensuing general Meeting. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr Anubhav Dham be appointed as Director. Brief resumes of Mr. Anubhav Dham is being attached with the notice forming part of this Annual Report.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of Director of the Company. Mr. Anubhav Dham is not disqualified from being appointed as a Director in terms of Section 164 of the Act and have given his consent to act as a Director.

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The Board considers it desirable that the Company should continue to avail itself of the services of Mr. Anubhav Dham as Director and accordingly recommended the Resolution at Item No. 5 for approval by the Members.

The Board of Directors has also appointed Mr. Anubhav Dham as Wholetime Director of the Company for a period of 5 years on 24th April, 2014, subject to the approval of the shareholders.

The Nomination and Remuneration Committee as constituted by the Board and the Board of Directors have duly considered and recommended the terms and 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. Therefore, your Board recommended the Resolution as set out in Item No. 6 of the Notice for your approval.

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 resolutions set out in item nos. 5 & 6.

Item No. 7 & 8

Mr. Saurabh Khanijo (DIN 00956046) and Mr. Sanjay Chabbra (01237026), have been the Non-Executive Directors of the Company since 29th March, 2014 and are considered as an Independent Directors under Clause 49 of the Listing Agreement. As per the provisions of Section 149 of the Companies Act, 2013, which has come into force with effect from 1st April, 2014, an independent director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Saurabh Khanijo and Mr. Sanjay Chabbra, have given a declarations to the Board that they meets the criteria of independent directors as provided under Section 149(6) of the Act. Further, the Company has received notices in writing from the members alongwith the deposit of requisite amount under Section 160 of the Act proposing their candidature for the office of Directors of the Company. Mr. Saurabh Khanijo and Mr. Sanjay Chabbra are 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.

In the opinion of the Board, Mr. Saurabh Khanijo and Mr. Sanjay Chabbra, fulfil the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and they are Independent of the management. The matters regarding appointment of Mr. Saurabh Khanijo and Mr. Sanjay Chabbra as Independent Director were placed before the Nomination & Remuneration Committee, which recommends their appointment as an Independent Director from 30th December, 2014 to 29th December, 2019. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Saurabh Khanijo and Mr. Sanjay Chabbra as Independent Director is now being placed before the members in the Annual General meeting for their approval. Keeping in view their vast expertise and knowledge, it will be in the interest of the Company that Mr. Saurabh Khanijo and Mr. Sanjay Chabbra be appointed as Independent Directors. Brief resume of Mr. Saurabh Khanijo and Mr. Sanjay Chabbra are being attached with the notice forming part of this Annual Report. The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

Mr. Saurabh Khanijo and Mr. Sanjay Chabbra are interested and concerned in the Resolutions mentioned at Item No. 7 & 8 respectively of the Notice. Other than Mr. Saurabh Khanijo and Mr. Sanjay Chabbra, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No. 7 & 8 of the Notice.

By Order of the Board
For ADHBHUT INFRASTRUCTURE LIMITED

Place : New Delhi
Dated : 04.12.2014

Sd/-
(Rashmi Sharma)
Company Secretary
M.No. A23292

ADHBHUT INFRASTRUCTURE LIMITED

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:

Name of Director	Mr. Amman Kumar
Date of birth	22/06/79
Qualification	MBA
Date of appointment	29/03/2014
Expertise	More than 12 years experience in the field of Technology, Banking Consultancy and Manufacturing Sector
List of other companies in which Directorship held (excluding foreign companies, private companies and alternate directorships)	<ul style="list-style-type: none"> ● Amtek Laboratories Limited ● Newtime Infrastructure Limited ● KAC Casting Limited ● Fenace Auto Limited ● Amtek Steel Industries Limited ● Amtek Metal & Mining Limited
Shareholding in the Company	Nil

Name of Director	Mr. Anubhav Dham
Date of birth	17/10/86
Qualification	Bechalar of Engineering & MBA
Date of appointment	29/03/2014
Expertise	International and Domestic experience in Finance, Projects and Operations
List of other companies in which Directorship held (excluding foreign companies, private companies and alternate directorships)	<ul style="list-style-type: none"> ● SSAB AD MINERALS LIMITED ● JMT AUTO LIMITED ● STESALIT LIMITED
Shareholding in the Company	2349930 Equity Shares (21.36%)

Name of Director	Mr. Vinod Kumar Uppal
Date of birth	14/11/1962
Qualification	MBA
Date of appointment	04/12/2014
Expertise	Finance & Operations
List of other companies in which Directorship held (excluding foreign companies, private companies and alternate directorships)	<ul style="list-style-type: none"> ● ACIL Limited ● Rollatainers Limited ● R T Packaging Ltd. ● Oriental Iron Casting Limited ● OCL Iron and Steel Limited ● Aron Auto Limited
Shareholding in the Company	Nil

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Name of Director	Mr. Saurabh Khanijo
Date of birth	20/12/71
Qualification	Graudation
Date of appointment	29/03/2014
Expertise	More than 10 years Experience in Restaurant, F & B Sector
List of other companies in which Directorship held (excluding foreign companies, private companies and alternate directorships)	Nil
Shareholding in the Company	Nil

Name of Director	Mr. Sanjay Chhabra
Date of birth	18/07/60
Qualification	B.Tech (Mechanical) and MBA (Marketing).
Date of appointment	29/03/2014
Expertise	More than two decades experience in Technical, Marketing and Project implementation.
List of other companies in which Directorship held (excluding foreign companies, private companies and alternate directorships)	<ul style="list-style-type: none"> ● Amtek India Limited ● JMT Auto Limited ● Amtek Auto Limited
Shareholding in the Company	Nil

ADHBHUT INFRASTRUCTURE LIMITED

DIRECTORS' REPORT

TO

THE MEMBERS,

ADHBHUT INFRASTRUCTURE LIMITED

Your Directors take pleasure in presenting the Twenty Ninth Annual Report and the Audited Annual Accounts of the Company for the financial year ended 30th June, 2014.

FINANCIAL RESULTS

(Amount in Rs.)

PARTICULARS	Year ended 30 th June, 2014	Year ended 30 th June, 2013
Income from Operation	1,02,75,495	1,45,03,279
Expenses	62,77,903	77,47,651
Profit before Taxation	39,97,592	67,55,628
Provision for Taxation	12,40,254	14,77,137
Profit after Tax	27,57,339	52,78,491
Add: Profit / (Loss) brought forward	2,48,42,902	2,22,39,904
Balance Available for appropriation	2,76,00,241	2,75,18,395
APPROPRIATIONS		
Proposed 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	2,51,00,241	2,48,42,902

PPERFORMANCE

During the period under review, the Company has generated an income of Rs. 1,02,75,495/- as against Rs. 1,45,03,279/- in the previous year ended 30th June, 2013 and profit after tax is Rs. 27,57,339/- in current Year as against Rs. 52,78,491/- in the previous year.

DIVIDEND

During the year under review, the Board of Directors have not recommended any dividend on its shares.

CHANGES IN CAPITAL STRUCTURE

During the year under review, there is no change in the Capital Structure of The Company.

CASH FLOW STATEMENT

As required by Clause-32 of the Listing Agreement a Cash Flow Statement is annexed and forms part of this Annual Report.

PUBLIC DEPOSITS

Since, the Company has not accepted any public deposit. Hence, No information is required to be furnished in this regard.

AUDITORS

M/s B. Lugani & Associates, Chartered Accountants, , Statutory Auditors of the Company, retires at the ensuing Annual General Meeting of the Company and have expressed their willingness for appointment as Statutory Auditors in accordance with the Companies Act, 2013 and confirmed that their appointment, if made, will be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and they are not disqualified for appointment within the meaning of Section 141 of the said Act.

AUDITOR'S REPORT

The Auditor's Report is attached hereto and is self-explanatory requiring no elucidation.

CHANGES IN MANAGEMENT

During the year under review, Mr. Arvind Dham, Mr. Anubhav Dham and Ms. Anita Dham acquired 58.51% shares from the outgoing promoter of the Company and further acquired 16.31% shares from the general public through open offer pursuant to SEBI (SAST) Regulations, 2011 which resulted in acquisition of 74.82% Equity Stake in the Company.

Consequent to the above acquisition, Mr. Arvind Dham, Mr. Anubhav Dham and Ms. Anita Dham became the new promoters of the Company. Subsequently, the management of the company was also changed. Mr. K.T. James, Mr. Deshpal Singh Malik and Mr. Sanjiv Bhasin ceased to be Directors of the Company and Mr. Anubhav Dham, Mr. Sanjay Chhabra, Mr. Saurabh Khanijo and Mr. Amman Kumar were appointed as Directors of the Company.

CHANGE IN DIRECTORS

Pursuant to the provisions of section 260 of the Companies Act, 1956 and Section 161(1) of the Companies Act, 2013, Mr. Anubhav Dham, Mr. Sanjay Chhabra, Mr. Saurabh Khanijo, Mr. Amman Kumar and Mr. Vinod Kumar Uppal, Additional Directors shall hold office up to the date of the ensuing Annual General Meeting of the Company. Notices signifying the intention to appoint them as directors have been received from members of the Company and accordingly respective resolutions to that effect have been provided.

Further Pursuant to the Companies Act, 2013 Mr. Saurabh Khanijo and Mr. Sanjay Chhabra are proposed to be appointed as independent directors of the Company. The Company has received declarations from all the Independent directors confirming that they meet with the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the stock Exchange.

During the year under review, Ms. Bindiya Jassal resigned from the post of Company Secretary and in her place Ms. Rashmi Sharma was designated as Company Secretary & Compliance Officer of the Company w.e.f. 29th March, 2014

Further the approval of shareholders pursuant to Section 203 of the Companies Act, 2013 read with Schedule V thereof, is sought for the re-appointment of Mr. Anubhav Dham (02656812) as Wholetime Director of the Company on remuneration for a period of 5 years w.e.f. 24.04.2014

Brief resume of the Directors proposed to be appointed as stipulated under Clause 49 of the Listing Agreement is provided in the notice forming part of the Annual Report. Further, the companies in which they hold memberships/ chairmanships of Board Committees, is provided in the Corporate Governance Section of this Annual Report.

DEMATERIALISATION OF SHARES

As on 30th June, 2014, 96,48,100 Equity Shares representing 87.71% of your Company's Equity Share Capital are in dematerialized form.

LISTING AT STOCK EXCHANGE

The Shares of Company are listed on Delhi Stock Exchange Association Limited. The Company has paid the annual listing fee to the Stock exchange for the year 2014-2015. During the Year under review, the company has applied for direct listing of its equity shares at Bombay Stock Exchange Limited, which is still in process.

RECONCILIATION OF SHARE CAPITAL AUDIT

As per the directive of the Securities & Exchange Board of India ("SEBI"), M/s Iqneet Kaur & Company, Company Secretaries, New Delhi, undertakes the Share Capital Audit on a quarterly basis. The purpose of the audit is to reconcile the total number of shares held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form with the admitted, issued and paid up capital of the Company.

The Share Capital Audit Reports as submitted by M/s Iqneet Kaur & Company, Company Secretaries, New Delhi, on quarterly basis were forwarded to the Delhi Stock Exchange Limited Limited where the Equity Shares of the Company are listed

ADHBHUT INFRASTRUCTURE LIMITED

STATUTORY INFORMATION

- Particulars of Employees under Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975- **NIL**
- R & D activities and Foreign Exchange Earning and Outgo, as required under Section 134(3)(m) of the Companies Act, 2013 (corresponding Section 217(1)(e) of the Companies Act, 1956) - **NIL**
- Statutory details of Energy Conservation as required under Section 134(3)(m) of the Companies Act, 2013 (corresponding Section 217(1)(e) of the Companies Act, 1956) and rules prescribed thereunder are not applicable to the Company.

CORPORATE GOVERNANCE

A separate Section on Corporate Governance, Management Discussion and Analysis and the certificate from the CEO, CFO and Company's Statutory Auditors as required under Clause 49 of the Listing Agreement with stock exchange, is forming part of the Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions contained in Section 217(2AA) of the Companies Act, 1956, it is hereby confirmed:

- (i) that in the preparation of the annual accounts for the year ended 30th June, 2014, the applicable Accounting Standards have been followed;
- (ii) that the Directors have selected such accounting policies and applied them consistently and made judgements 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 that period;
- (iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities; and
- (iv) that the Directors have prepared the Annual Accounts on Going Concern Basis.

INDUSTRIAL RELATIONS

During the year under review, the relations between the Management and the workmen were highly cordial.

HRD INITIATIVE

In the field of Human Resource Development, your Company stresses on the need to continuously upgrade the competencies of its employees. The participation of the employees and their constructive suggestions are encouraged in all major activities pertaining to the overall improvement in the functioning of the Company.

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 Stakeholder Relationship Committee of the Board meets periodically and reviews the status of the redressal of investors' grievances.

ACKNOWLEDGEMENT

The Directors place on record their appreciation for the continued co-operation extended by all stakeholders including various departments of the Central and State Government, Shareholders, Investors, Bankers, Financial Institutions, Customers, Dealers and Suppliers. The Board also place on record its gratitude and appreciation for the committed services of the executives and employees of the Company.

By Order of the Board
For Adhbhut Infrastructure Limited

Place : New Delhi
Date : 04.12.2014

Sd/-
(Amman Kumar)
Chairman

CORPORATE GOVERNANCE REPORT

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company is committed to conduct its business in an efficient, fair, honest and ethical manner. Good corporate governance goes beyond compliances and requires Companywide commitment. It starts with the Board of Directors and percolates down the order throughout the Organization, and seeks to raise the standards of Corporate Management, strengthens the Board systems, significantly increase its effectiveness and ultimately serve the objective of maximizing the shareholders' value. The philosophy of the Company is in consonance with the accepted principles of good governance.

II. BOARD OF DIRECTORS

The Business of the Company is managed by the Board of Directors. The Board provides leadership and strategic guidance, objective judgment and exercises control over the Company, while remaining at all times accountable to the stakeholders. The functions of the Board include formulation of strategic business plans, budgets, setting up goals and evaluation of performance, approving corporate philosophy and mission, monitoring corporate performance against strategic business plans, overseeing operations, recruitment of senior management personnel, review of material investment and fixed assets transactions, ensuring compliance with laws and regulations, keeping shareholders informed regarding plans, strategies and performance of the Company and other important matters.

A. Composition of Board of Directors

Your Company's Board has an optimum combination of Executive and Non-Executive Directors having rich knowledge and experience in the industry and related sectors for providing strategic guidance and direction to the Company. As on 30th June, 2014, The Chairman of the Board is a Non-Executive Director. The details of the Directors with regard to their outside directorships, Committee positions as well as attendance at last Annual General Meeting and Board Meetings during the year are as follows:

S. No.	Name of Director/ DIN	Designation	Category	No. of Board Meetings attended	Attendance at the last AGM held on 30.12.13	No. of other Directorship*	No. of Committees positions held in other Public Companies**	
							Member ship**	Chairman ship
BOARD COMPOSITION UPTO 28.03.2014								
1.	Mr. K.T. James*** DIN : 00143394	Chairman	Non Executive & Non Independent	6	P	8	2	1
2.	Mr. Deshpal Singh Malik*** DIN : 0052362	Director	Non Executive & Independent	6	P	5	2	Nil
3.	Mr. Sanjiv Bhasin*** DIN : 01119788	Director	Non Executive & Independent	6	P	4	Nil	Nil
BOARD COMPOSITION w.e.f. 29.03.2014								
4.	Mr. Amman Kumar# (DIN: 03456445)	Chairman	Non-executive	6	NP	6	Nil	Nil
5.	Mr.Saurabh Khanijo# (DIN: 00956046)	Director	Non-executive and Independent	4	NP	Nil	Nil	Nil
6.	Mr. Sanjay Chhabra# (DIN: 01237026)	Director	Non-executive and Independent	6	NP	3	2	Nil
7.	Mr. Anubhav Dham# (DIN: 02656812)	Whole – time Director	Executive	4	NP	3	Nil	1
8.	Mr. Vinod Kumar Uppal## (DIN: 00897121)	Director	Non Executive and Non-Independent	–	–	–	–	–

ADHBHUT INFRASTRUCTURE LIMITED

Notes:

- a) Twelve Board meetings were held during the Financial Year 2013-14 on 29.08.2013, 27.09.2013, 14.11.2013, 05.12.2013, 06.01.2014, 08.02.2014, 29.03.2014, 24.04.2014, 02.05.2014, 14.05.2014, 21.05.2014 and 30.05.2014.
- b) The Non – Executive Chairman has not desired an office at the Company's expense.
- c) *Excludes foreign companies, private companies & Alternate directorship and Companies registered under Section 25 of the Companies Act, 1956.
- d) **Includes only membership in Audit Committee and Stakeholders' Relationship Committee.
- e) *** Ceased to be directors of the Company w.e.f 29th March, 2014.
- f) # Appointed to act as Director w.e.f. 29th March, 2014.
- g) ## appointed to act as Director w.e.f. 4th December, 2014

B) Board Procedure

The Board meets at regular intervals at least four times a year. During the year, twelve meetings of the Board of Directors were held with maximum time gap of less than four months between any two meetings. All the members of the Board were provided requisite information as required as per Listing Agreement well before the Board Meeting.

The Board of Directors of your Company plays a pivotal role in ensuring good governance and functioning of the Company. The Board's role, functions, responsibility, and accountability are clearly defined. All relevant information (as mandated by the regulations) is placed before the Board. The Board reviews compliance reports of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances.

C) Inter - se relationship

The Directors of the Company are not related inter- se.

III. 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 177 of the Companies Act, 2013 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 duly constituted an Audit Committee, comprising three directors. As at 30th June, 2014, the Audit Committee comprises two independent non-executive and one non-independent non-executive directors. The constitution of the Audit Committee meets the requirement of Section 292A of the Companies Act, 1956 and guidelines set out in the listing agreement. All the members of the Committee were provided requisite information as required in the Listing Agreement.

ADHBHUT INFRASTRUCTURE LIMITED

Due to change in the Management of the Company, the Audit Committee has been re-constituted with effect from 29th March, 2014. The committee met 4 times and the attendance of members at the meetings was as follows:

Name of Member(s)	Status	No. of Committee Meetings attended
Mr. Amman Kumar*	Chairman	2
Mr. Sanjay Chhabra*	Member	2
Mr. Saurabh Khanijo*	Member	2
Mr. Sanjiv Bhasin**	Chairman	2
Mr. Deshpal Singh Malik**	Member	2
Mr. K.T. James**	Member	2

* appointed on board w.e.f 29.03.2014

** Ceased to be director w.e.f. 29.03.2014

The Company Secretary of the Company acts as the Secretary of the Audit Committee.

IV. NOMINATION AND REMUNERATION COMMITTEE

During the year, the Board has re-constituted a Nomination and Remuneration Committee which comprises one non-independent non-executive and two independent non-executive directors viz. Mr. Sanjay Chhabra (Chairman), Saurabh Khanijo and Mr. Amman Kumar. Earlier, The Remuneration Committee comprised of three Non-Executive Directors viz. Mr. Sanjiv Bhasin, Mr. K.T. James and Mr. D.S. Malik.

Pursuant to the provisions of the Companies Act, 2013, the Committee was re-named as the Nomination and Remuneration Committee and the broad terms of reference of the Nomination and Remuneration Committee are as under:-

- a. To approve the remuneration payable to the Whole Time Director/ Executive Director(s);
- b. Such other matters as the Board may from time to time request the Nomination and Remuneration Committee to examine and recommend/approve.

The remuneration policy is directed towards rewarding performance, based on review of achievements on a periodical basis. The remuneration policy is in consonance with the existing industry practice.

During the financial year, one Committee meeting was held.

The Company Secretary acts as Secretary of the Nomination and Remuneration Committee.

REMUNERATION OF DIRECTORS

During the year, the Company did not pay any remuneration (including sitting fees) to its Directors.

V. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Share Transfer and Investors' Grievance Committee comprising two directors namely, Mr. D.S. Malik (Chairman) and Mr. K.T. James (Member) was constituted to specifically look into the redressal of shareholder and investor complaints such as transfer of shares, non-receipt of balance sheet, transfer/transmission and de-materialization related matters etc.

During the Year, due to change in management, the committee was re-constituted with Mr. Amman Kumar (Chairman) and Mr. Sanjay Chhabra as members.

Pursuant to the provisions of the Companies Act, 2013, the Committee was re-named as the 'Stakeholders' Relationship Committee' to, *inter alia*, consider and resolve grievances/complaints of security holders of the Company.

ADHBHUT INFRASTRUCTURE LIMITED

During the year, the committee met four (4) times. All the members were present in all the committee meetings. During the year, no complaint was received from the shareholders of the Company.

VII. COMPLIANCE OFFICER

The Board has designated Ms. Rashmi Sharma 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	Whether special Resolution(s) were passed
2012-2013	910, Ansal Bhawan, 16, K.G. Marg, New Delhi – 110001	30.12.2013 At 10.00 A.M	No special resolution was passed
2011-2012	910, Ansal Bhawan, 16, K.G. Marg, New Delhi – 110001	31.12.2012 At 10.30 A.M	No special resolution was passed
2010-2011	910, Ansal Bhawan, 16, K.G. Marg, New Delhi – 110001	30.09.2011 At 10.30 A.M	No special resolution was passed

The Last Annual General Meeting of the Company was held on 30th December, 2013 at 10.00 a.m. at the registered office of the Company situated at 910, Ansal Bhawan, 16, K.G. Marg, New Delhi – 110001. The meeting was chaired by Mr. K.T. James Director of the Company.

During the year, no resolution was passed through Postal Ballot.

IX. DISCLOSURES

(A) Basis of related Party Transactions

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

Whistle Blower Policy

The Company encourages an open door policy where its 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 exchanges 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 Clause 49 of the Listing agreement. Further, the Company has also complied with the non-mandatory requirement relating to establishing the Whistle Blower Policy.

(B) Code of Business Conduct and Ethics for Directors and Management Personnel

The Board has prescribed a Code of Conduct ("Code") for all Board members and senior management of the Company. The Code has been posted on the website of the Company (www.adhbhutinfra.com). All Board members and senior management personnel have confirmed compliance with the Code for the

financial year 2013-14. A declaration to this effect signed by the Managing Director of the Company forms part of this Annual Report.

(C) Disclosure of Accounting Treatment

In the preparation of financial statements for the year ended 30th June, 2014; there was no treatment different from that prescribed in Accounting Standards that had been followed.

(D) Board Disclosures – Risk Management

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 properly defined framework.

(E) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.

During the year under review, there were no proceeds from Public issues, Rights issues or Preferential issues etc.

X. MEANS OF COMMUNICATION

During the year under review, Results for quarter ended 30th September, 2013, 31st December, 2013, 31st March, 2014 and for the quarter and year ended 30th June, 2014 have been published in English (Millennium Post / Statesman) and also in a vernacular language newspaper (Millennium Darpan /Hari Bhoomi).

In addition, the Company uploads its Financial Results, Shareholding Pattern and other information on its website i.e. www.adhbhutinfra.com.

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

XI. GENERAL SHAREHOLDER’S INFORMATION

A. GENERAL INFORMATION

Registered Office	910, Ansal Bhawan, 16, K.G. Marg, New Delhi – 110001
AGM Day, Date, Time and Venue	Tuesday, 30 th December 2014, 10.00 A.M., at 910, Ansal Bhawan, 16, K.G. Marg, New Delhi–110001
Financial Year	1 st July to 30 th June
Date of book Closure	24 th December, 2014 to 30 th December, 2014 (both days inclusive)
Equity Dividend Payment	NA
Listing on Stock Exchange	Delhi Stock Exchange Association Limited, The Company has paid its annual listing fees to the stock exchange for the financial year 2014-2015
Stock Code	File No. – 4863
ISIN	INE578L01014
Registrar and Share Transfer Agents	Beetel Financial & Computer Services (P) Limited”Beetel House” 3 rd Floor, 99, Madangir, B/H L.S.C., New Delhi–110062
Outstanding GDRs/ADRs/ Warrants or convertible instruments, conversion date and likely impact on equity	NA

During the year under review, the Company has not passed any resolution through Postal Ballot.

ADHBHUT INFRASTRUCTURE LIMITED

B. FINANCIAL CALENDER (Tentative & Subject to change)

Financial year : 2014-2015	1 st July, 2014 to 30 th June, 2015
First Quarter Results	Second Week of November, 2014
Second Quarter Results	Second Week of February, 2015
Third Quarter Results	Second Week of May, 2015
Fourth Quarter and the year ended Results	Upto end of August, 2015

The Company's quarterly Un-audited Financial Results are subject to Limited Review by Statutory Auditors and Annual results are subject to Audit by the Statutory Auditors. Quarterly Un-audited and Annual Audited Financial Results are published in the requisite newspapers and also forwarded to the Stock Exchanges.

C) DEMATERIALISATION OF SHARES AND LIQUIDITY

As on 30th June, 2014, 9648100 Equity Shares representing 87.71% of the Company's Equity Share Capital are in dematerialized form.

D) SHARE TRANSFER SYSTEM

Pursuant to directions of SEBI, the facility to hold the Company's shares in electronic form is available to the shareholders as the Company is registered with both Depositories namely NSDL & CDSL. Share Transfer documents for physical transfer and requests for dematerialisation of shares are to be sent to Company's Registrar Share Transfer Agents.

E) REGISTRAR & SHARE TRANSFER AGENT

M/s. Beetal Financial & Computer Services (P) Ltd.
Behind L.S.C., Near Dada Harsukh Das Mandir,
New Delhi-110062
Phone No. 011-29961281-83
Fax No. 011-29961284

D. DISTRIBUTION OF SHAREHOLDING AS ON 30TH JUNE, 2014

Range of Shares	No. of Shareholders	% of Total	Total No. of Shares	% of Total Shareholding
Up to 5000	376	73.73	800	0.00
5001 10000	-	-	-	-
10001 20000	49	9.61	53900	0.49
20001 30000	12	2.35	26,400	0.24
30001 40000	07	1.37	23100	0.21
40001 50000	07	1.37	30,800	0.28
50001 100000	09	1.76	58,300	0.53
100001 Above	50	9.81	1,08,06,700	98.25
TOTAL	510	100.00	1,10,00,000	100.00

ADHBHUT INFRASTRUCTURE LIMITED

E. PATTERN OF SHAREHOLDERS AS ON 30TH JUNE, 2014

CATEGORY	NUMBER OF SHARES HELD	% AGE OF SHAREHOLDING
Promoters	8230530	74.82
Bodies Corporate	1416774	12.88
Resident Individuals	1352658	12.30
HUF	36	0.00
Clearing Members	2	0.00
TOTAL	11000000	100

F. INVESTORS' CORRESPONDENCE MAY BE ADDRESSED TO:-

Rashmi Sharma
Company Secretary
Adhbhut Infrastructure Limited,
910, Ansal Bhawan, 16, K.G. Marg,
New Delhi – 110001
Ph.: 011 – 23752586-90

By Order of the Board
For Adhbhut Infrastructure Limited

Place : New Delhi
Dated : 04.12.2014

Sd/-
(Amman Kumar)
Director
DIN 03456445

**AUDITORS' REPORT ON COMPLIANCE OF CONDITIONS
OF CORPORATE GOVERNANCE**

To
The Members
Adhbhut Infrastructure Limited

We have examined the compliance of conditions of Corporate Governance by **Adhbhut Infrastructure Limited** for the year ended on **30th June 2014** as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we state that the Stakeholder Relationship Committee has maintained records to show the Investors Grievance and certify that as at 30.06.2014, there were no investors grievance remaining unattended/pending for more than 30 days.

We further state that such compliances are neither an assurance as to the future viability of the Company nor to the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For B. Lugani & Associates
Chartered Accountants
FRN. 002560N

Place : New Delhi
Date : 04.12.2014

Sd/-
(B. Lugani)
Partner
Membership No. - 081454

DECLARATION BY WTD UNDER CLAUSE 49 OF THE LISTING AGREEMENT

As required under Clause 49 of the Listing Agreement with Stock Exchange, it is hereby confirmed that for the period ended on 30th June, 2014, the Directors of the Company have affirmed compliance with the Code of Conduct for Board Members as applicable to them and members of the senior management have affirmed compliance with Code of Conduct, as applicable to them.

Place : New Delhi
Date : 04.12.2014

Sd/-
(Anubhav Dham)
Wholetime Director
DIN: 02656812

CEO AND CFO CERTIFICATION

I, **Anubhav Dham**, WTD and Mr. Amarjeet Singh Rawat (CFO) responsible for the finance functions certify that:

- a) We have reviewed the financial statements and cash flow statement for the year ended 30th June, 2014 and to the best of our knowledge and belief:-
 - i. these statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
 - ii. these statements together, present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 30th June, 2014 are fraudulent, illegal or violative of the Company's code of conduct
- c) We accept responsibility for establishing and maintaining internal control for financial reporting and I have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which We are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d) I) There has not been any significant change in internal control over financial reporting during the year under reference;
II) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
III) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

By Order of the Board
For **Adhbhut Infrastructure Limited**

Place : New Delhi
Date : 04.12.2014

Sd/-
(Amarjeet Singh Rawat)
CFO

Sd/-
(Anubhav Dham)
Whole-time Director
DIN: 02656812

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Developments

India's infrastructure sector continues to be a key driver of the nation's economic progress. Despite battering through an ever growing gauntlet of challenges like rising interest rates, inflation, sluggish order inflows and squeezed profitability, the infrastructure sector continues to perform convincingly better. Infrastructure business foreseeing immense growth in the infrastructure sector, diversified into real estate development and operations spanning all key segments of the Indian real estate industry, namely the residential, commercial, and retail sectors. The Company's operations encompass various aspects of real estate and Infrastructure development and all types of erection, commissioning projects on turnkey basis.

Infrastructure is the main priority of Indian Government currently. The development of infrastructure today is the main tool to achieving GDP growth targets. The sector needs huge finances and massive funding. Nearly all of the infrastructure sectors present excellent opportunities for construction, with roads and highways, ports and airports, railways and power standing out as bright spots, with huge sums of investment planned.

India's economy is big and getting bigger. Liberal and supportive Government policies coupled with deliberate strategies to promote infrastructure spells great opportunities for engineering and construction (E&C) companies in India. Along with construction, allied industries like cement, steel etc are also likely to notice a rise in demand.

OUTLOOK

Your Company is continuously doing efforts for seeking to concentrate on certain key geographic markets, and to achieve a suitable product and price combination in these markets. Your Company is also investing in the development of supporting urban infrastructure in certain select, strategic locations to ensure the high quality of development. As your Company continues to build on its core business of real estate development, your Company believes that it is well placed to achieve its target of executing its real estate development and taking advantage of a potential revival in economic growth and its resultant positive effects on the real estate sector. Foreign institutional Investors have also shown confidence in the country's construction and are showing up investments in India. This is a positive sign and will open new areas of growth and development.

OPPORTUNITIES

Better Business Opportunities means better growth. In today's era, lots of Growth opportunities are available to infrastructure industry and the only need is to grab and act on them with perfect vision and mission. After analysis, broadly speaking, the following opportunities are available to the Company to achieve the desired position and goal:

- FDI upto 100 percent allowed with the Government permission for development of township and settlements will provide opportunities in the sector.
- Redevelopment will be the keyword in the coming years as the supply of vacant land is getting exhausted, particularly in metro cities. Integrated townships and urban infrastructure have emerged as new focus areas in the realty space.
- Growing requirements of space from sectors such as education, healthcare and tourism provide opportunities in the real estate sector with IT parks, retail, hospitality, SEZ, financial services, telecom and other new age sectors taking centre stage will continue providing tremendous room for growth in commercial office space.
- Urban population has been increasing. Urbanization and growing household income are some of the major factors that influence demand for residential real estate and growth in the retail sector.

THREATS/RISKS

Risks, when indeterminate, are worse than assessed risks. The obvious outcome of the situation is that the Banks and Financial Institutions hesitate in lending to the operators of Construction Industry or alternatively lend in absence of authentic and reliable inputs. Either of the situations is detrimental to the overall growth of the industry and thus, the economy. It is therefore of paramount importance that the present operating systems be substantially strengthened to provide comfort to the financial systems Mitigation of risks is the all-encompassing requirement. Broadly speaking, Construction Projects face the following type of risks:

- Depressed demand, together with increased construction costs - both material and labour which has been putting pressure on the cost of projects and profit margins.

- Any adverse move by the banking sector towards the lending policy on the real estate loans may increase the cost of borrowing.
- The delay in approvals of project and amendments in the various Rules and Regulations would impact new launches and increase in the cost of the projects.

SEGMENT WISE PERFORMANCE

The Company deals in only one segment i.e. Real Estate. Therefore, it is not required to give segment wise performance.

DISCUSSION ON FINANCIAL PERFORMANCE - STANDALONE

Turnover : The turnover of the company for 2013-14 is Rs. 102.75 Lacs as compared to Rs. 145.03 Lacs in 2012-13.

Profit Before Tax : Your Company has earned a profit before Tax for 2013-14 of Rs. 39.97 Lacs as compared to Rs. 67.55 Lacs in 2012-13.

Profits after Tax : The Profit After Tax for 2013-14 is Rs.27.57 Lacs as compared to Rs. 52.78 Lacs in previous financial year.

Earnings Per Share : During the year, the EPS for 2013-14 reduced to Rs. 0.25 from Rs. 0.48 in Previous Year.

INTERNAL CONTROL SYSTEMS

The company has proper and adequate system of internal controls commensurate with its size and nature of operations to provide assurance that all assets are safeguarded, transactions are authorized, recorded and reported properly; applicable status, the code of conduct and corporate policies are duly complied with.

The Company has an internal audit department which conducts audit in various functional areas as per audit programme approved by the Audit Committee of Directors. The internal audit department reports its findings and observations to the audit committee, which meets at regular intervals to review the audit issues and to follow up implementation of corrective actions.

The committee also seeks the views of statutory auditors on the adequacy of the internal control system in the company. The audit committee has majority of independent directors to maintain the objectivity.

HUMAN RESOURCES DEVELOPMENT:

Employees are the key to achieve the Company's objectives and strategies. The Company provides to the employees a fair equitable work environment and support from their peers with a view to develop their capabilities leaving them with the freedom to act and to take responsibilities for the tasks assigned. The Company strongly believes that its team of capable and committed manpower, which is its core strength, is the key factor behind its achievements, success and future growth.

We are continuously working to create and nurture an organization that is highly motivated, result oriented and adaptable to the changing business environment.

The industrial relations remained cordial during the year.

FORWARD LOOKING STATEMENTS

This communication contains statements that constitute 'forward looking statements' including, without limitation, statements relating to the implementation of strategic initiatives and other statements relating to our future business developments and economic performance. While these forward looking statements represent the management's judgements and future expectations concerning the development of our business a number of risks, uncertainties and other important factors could cause actual developments and results to differ materially from our expectations.

These factors includes, but not limited to general Market, Macro Economic, Governmental, regulatory trends, movement in currency exchange, interest rate, competitive pressures, technological developments, changes in Financial Conditions of third party dealing with us, legislative developments and other key factors that could adversely affect our business and Financial Performance.

Adhbhut Infrastructure undertakes no obligation to publicly revise any forward looking statements to reflect forward looking statements to reflect future events or circumstances.

INDEPENDENT AUDITOR'S REPORT ON FINANCIAL STATEMENTS

To
The Member, of Adhbhut Infrastructure Limited

Report on the Financial statements

We have audited the accompanying financial statements of Adhbhut Infrastructure Limited (the Company) which comprise the Balance Sheet as at 30th June 2014, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ('the Act'), read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013, This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of experiencing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i. In case of the Balance Sheet, of the state of affairs of the Company as at 30 June 2014;
- ii. In case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- iii. In case of the Cash Flow Statement, cash flow for the year ended on that date.

Report on other Legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ('the Order') issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matter specified in paragraphs 4 and 5 of the said Order.
2. As required by Section 227 (3) of the Act, we report that:
 - a. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;

- b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of these books;
- c. The Balance Sheet & Statement of Profit and Loss dealt with by this report are in agreement with the books of account.
- d. In our opinion, the Balance Sheet and the Statement of Profit and Loss comply with the Accounting Standards notified under the Companies Act, 1956 ('the Act') read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013;
- e. On the basis of written representations received from the directors of the Company, as on 30th June 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 30th June, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act.

For B. Lugani & Associates
Chartered Accountants
FRN.: -002560N

Place : New Delhi
Date : 28.08.2014

Sd/-
(B. Lugani)
Partner
M.No. 081454

ANNEXURE TO AUDITOR'S REPORT

Referred to in Paragraph 3 of our Report of even date:

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and the situation of its fixed assets.
(b) The fixed assets have been physically verified by the management during the year. In our opinion, the frequency of verification of the fixed assets by the management is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
(c) None of the assets sold/disposed off during the year and therefore the going concern assumption is not affected.
2. As the Company has not purchased/sold goods during the year nor is there any opening stocks, requirements of reporting on physical verification of stocks or maintenance of inventory records, in our opinion, does not arise;
3. (a) During the year, the Company has not granted any loans, secured or unsecured to Companies, firm or other parties listed in the registers maintained under Section 301 of the Companies Act, 1956;
(b) During the year, the Company has not taken any loans secured or unsecured from parties & companies listed in the registers maintained under Section 301 of the Companies Act, 1956;
4. In our opinion, and according to the information and explanations provided to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business. During the course of our audit, no major weakness has been noticed in the internal control;
5. Based on the audit procedures applied by us and the information and explanations provided by the management, we are of the opinion that there were no transactions during the year that need to be entered in the register maintained under section 301 of the Companies Act, 1956.
6. The Company has not accepted any deposits from the public;

ADHBHUT INFRASTRUCTURE LIMITED

7. The Company has a system of internal audit which, in our opinion, is commensurate with its size and nature of its business;
8. We have been informed by the management that maintenance of cost records under Section 209(1) (d) of the companies Act, 1956 is not applicable to the Company;
9.
 - (a) According to the records, information and explanations provided to us, the law relating to the Provident Fund and Employees State Insurance does not apply to the Company;
 - (b) There are no disputed/undisputed amounts payable in respect of statutory dues as at 30th June, 2014, which were outstanding for a period of more than six months from the date they became payable;
10. The Company neither has accumulated losses at the end of the financial year nor has incurred cash losses during the current financial year and in the immediately preceding Financial year;
11. According to records of the Company, the Company has not borrowed from financial institutions or banks or issued debentures till 30th June 2014. Hence, In our opinion, the question of reporting on defaults in repayment of dues to financial institutions or banks or debenture holders does not arise;
12. According to the records of the Company and the information & explanation provided by the management, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities;
13. In our opinion, and to the best of our information and according to the explanations provided by the management, we are of the opinion that the Company is neither a chit Fund nor a nidhi/mutual benefit fund/society. Hence, in our opinion, the requirements of Clause 4(xiii) of the Order do not apply to the Company;
14. According to information & explanation given to us the Company does not trade in shares, securities or debentures. However proper records have been maintained of the transaction and contracts in respect of investments made by the company. The investments are held by the company in its own name;
15. According to the records of the Company and the information and explanations provided by the management, the company has not given any guarantee for loans taken by others from bank or financial institutions;
16. The Company has not taken any term/secured loans from bank or financial institutions. Hence Clause 16 of the Order is not applicable;
17. On the basis of our examination of the books of accounts and the information and explanation given to us, during the year the Company has not raised any fund on short-term basis;
18. During the year, the Company has not made preferential allotment of shares to Company covered in the register maintained under Section 301 of the Act;
19. According to the records of the Company, Company has not issued any debentures during the year;
20. The Company has not raised any money by public issues during the year covered by our audit report;
21. Based on the audit procedures performed and information and explanations given to us by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For B. Lugani & Associates
Chartered Accountants
FRN.: -002560N

Place : New Delhi
Date : 28.08.2014

Sd/-
(B. Lugani)
Partner
M.No. 081454

ADHBHUT INFRASTRUCTURE LIMITED

BALANCE SHEET AS AT 30TH, JUNE 2014

(Amount in Rs.)

PARTICULARS	NOTES	As At 30th June, 2014	As At 30th June, 2013
I EQUITY AND LIABILITIES			
1 Shareholder's Funds:			
a) Share Capital	2	12,50,00,000	12,50,00,000
b) Reserve and surplus	3	7,68,00,241	7,40,42,902
		20,18,00,241	19,90,42,902
2 Non Current Liabilities			
a) Other Long Term Liabilities	4	1,97,04,579	1,97,04,579
3 Current Liabilities			
a) Other current liabilities	5	38,94,25,522	1,15,41,76,357
b) Short-Term Provision	6	45,897	9,26,114
		38,94,71,419	1,15,51,02,471
TOTAL		61,09,76,239	1,37,38,49,952
II. ASSETS			
1 Non-Current Assets			
a) Fixed Assets			
i) Tangible Assets	7	46,187	60,851
b) Non Current Investments	8	52,28,72,856	41,33,21,622
		52,29,19,043	41,33,82,473
2 Current Assets			
a) Cash and Cash Equivalent	9	22,88,652	1,72,82,844
b) Short-Term Loans & Advances	10	8,57,68,544	94,31,84,635
		8,80,57,196	96,04,67,479
TOTAL		61,09,76,239	1,37,38,49,952

Summary of significant accounting policies 1

The accompanying notes are an integral part of the financial statements

For and on behalf of the Board

As per our report of even date annexed

For B. Lugani & Associates

Chartered Accountants

FRN.:- 002560N

Sd/-

(B. Lugani)

Partner

M.No.:- 081454

Sd/-

Amarjeet Singh Rawat

(CFO)

Sd/-

Rashmi Sharma

Company Secretary

Sd/-

Amman Kumar

Director

DIN: 03456445

Sd/-

Sanjay Chhabra

Director

DIN: 01237026

Place : New Delhi

Date : 28.08.2014

ADHBHUT INFRASTRUCTURE LIMITED

STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 30TH JUNE, 2014

(Amount in Rs.)

PARTICULARS	NOTES	For The Year Ended 30th June, 2014	For The Year Ended 30th June, 2013
I INCOME			
Income from Operation	11	1,02,75,495	1,45,03,279
Total Income		1,02,75,495	1,45,03,279
II Expenses			
Employee Benefit Expenses	12	25,59,674	32,37,800
Other expenses	13	37,03,565	44,97,289
Depreciation	7	14,664	12,562
Total expenses		62,77,903	77,47,651
Profit before tax		39,97,592	67,55,628
Tax expenses			
Current tax		12,40,254	14,77,137
Profit after tax		27,57,339	52,78,491
Earning per equity share equity share of par value Rs. 10/ each		0.25	0.48
Summary of significant accounting policies	1		
The accompanying notes are an integral part of the financial statements			

For and on behalf of the Board

As per our report of even date annexed

For B. Lugani & Associates

Chartered Accountants

FRN.:- 002560N

Sd/-
(B. Lugani)

Partner
M.No.:- 081454

Sd/-
Amarjeet Singh Rawat
(CFO)

Sd/-
Rashmi Sharma
Company Secretary

Sd/-
Amman Kumar
Director
DIN: 03456445

Sd/-
Sanjay Chhabra
Director
DIN: 01237026

Place : New Delhi
Date : 28.08.2014

ADHBHUT INFRASTRUCTURE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 30TH JUNE, 2014

PURSUANT TO CLAUSE 32 OF LISTING AGREEMENT WITH STOCK EXCHANGES

(Amount in Rs.)

PARTICULARS	For the Year Ended 30th June 2014	For the Year Ended 30th June 2013
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit after tax & extraordinary items	2,757,339	5,278,491
Receipts from Media Business		
Adjustments to reconcile profit before tax & extraordinary items to cash provided by operations:		
Add: Depreciation	14,664	12,562
Loss/(Gain) on sale of fixed assets, net	-	-
Profit on sale of Investments, net	-	-
Dividend Income	-	-
Interest Received & Other Income	-	-
Deferred & Preliminary exps written off	-	-
	2,772,003	5,291,053
Decrease in current assets, loans & advances:		
(Increase)/Decrease Inventories	-	-
(Increase)/Decrease Sundry Debtors		
(Increase)/Decrease Loans & Advances	857,416,091	(859,634,487)
Increase/(Decrease) in Current Liabilities	(765,631,052)	864,418,099
Income Taxes paid during the year	-	-
Cash generation by operations	94,557,042	10,074,665
Interest Received & Other Income	-	-
Dividend Received	-	-
Net Cash from operating activities	94,557,042	10,074,665
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Investments	(109,551,234)	(5,500,000)
Purchase of Fixed Assets	-	(33,500)
Net Cash from Investing activities	(109,551,234)	(5,533,500)
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of share capital	-	-
Proceeds from new borrowings	-	-
Repayment of borrowings	-	-
Exchange difference	-	-
Dividend	-	(150,000)
Income Tax on Dividend	-	(25,493)
Net Cash from financing activities	-	(175,493)
Net Cash flow during the year (A+B+C)	(14,994,193)	4,365,672
Cash & cash equivalents (opening balance)	17,282,844	12,917,172
Cash & cash equivalents (closing balance)	2,288,652	17,282,844

Notes to Cash Flow Statement

Figures in brackets indicate cash outflow and without brackets indicate cash inflow.

For and on behalf of the Board

Sd/-
Amarjeet Singh Rawat
(CFO)

Sd/-
Rashmi Sharma
Company Secretary

Sd/-
Amman Kumar
Director
DIN: 03456445

Sd/-
Sanjay Chhabra
Director
DIN: 01237026

We have examined the above Cash Flow Statement of Adhbhut Infrastructure Limited for the year ended 30th June 2014, and verify that it has been derived from the audited accounts (and underlying records) of the Company reported on by us as per our report.

For B. Lugani & Associates

Chartered Accountants
FRN.: 002560N

Sd/-
(B. Lugani)
Partner
M.No. 081454

Place : New Delhi
Date : 28.08.2014

ADHBHUT INFRASTRUCTURE LIMITED

NOTE - 1 NOTES TO ACCOUNTS

1. SIGNIFICANT ACCOUNTING POLICIES

i) Basis of Preparation of Financial Statements:

The Financial Statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956.

ii) Fixed Assets:

Fixed Assets are accounted for at cost, inclusive of expenses relating to acquisition thereof.

iii) Depreciation:

Depreciation on fixed assets has been provided on straight line method at the rates and in the manner prescribed in Schedule XIV to the Companies Act 1956.

iv) Provision for current tax:

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

v) Investment

(a) The cost of an investment includes incidental expenses like brokerage, fees and duties incurred prior to acquisition.

(b) Long term investments are shown at cost. Provision for diminution is made only if; in the opinion of the management such a decline is other than temporary.

2. Contingent Liabilities: NIL

3. Auditors remuneration:-
(inclusive of Service tax)

	<u>Year Ended 30.06.14</u>	<u>Period Ended 30.06.13</u>
Audit Fee	Rs. 61,798.00	Rs. 61,798.00 (Rs. in '000)

4. Earnings Per Share (EPS)

	<u>As at 30th June, 2014</u>	<u>As at 30th June, 2013</u>
a) Net Profit available to equity shareholders	2757	5278
b) Weighted average number of equity shares	1,10,00,000	1,10,00,000
c) Basic and diluted earning per of Rs. 10/- each. (Rs.)	0.25	0.48

5. In accordance with the requirements of Accounting Standard (AS-18), the names of the Related Party parties where control exists and/or with whom transactions have taken place during the year and description of relationships as identified and certified by the management are as hereunder:

I. Subsidiaries Companies

Nil

II. Key Management Personnel

a) Mr. Anubhav Dham

6. There is no information which are required to disclose pursuant to the provisions of paragraph 3, 4 and 4D of part II of schedule VI of the Companies Act, 1956.

ADHBHUT INFRASTRUCTURE LIMITED

7. Previous year figures have been regrouped / rearranged wherever considered necessary.
8. NOTES 1 to 13 forms an integral part of the Balance Sheet and Statement of Profit & Loss.

Sd/-
Amarjeet Singh Rawat
(CFO)

Sd/-
Rashmi Sharma
Company Secretary

Sd/-
Amman Kumar
Director
DIN: 03456445

Sd/-
Sanjay Chhabra
Director
DIN: 01237026

In terms of our report of even date annexed

For B. Lugani & Associates

Chartered Accountants

FRN.: 002560N

Sd/-

(B. Lugani)

Partner

M.No.:- 081454

Place : New Delhi

Date : 28.08.2014

ADHBHUT INFRASTRUCTURE LIMITED

NOTES FORMING PART OF THE BALANCE SHEET AS AT 30th JUNE, 2014

NOTE 2 SHARE CAPITAL

(Amount in Rs.)

PARTICULARS	As at 30th June, 2014	As at 30th June, 2013
AUTHORISED CAPITAL		
1,10,00,000 Equity Share of ₹ 10/- each (Previous year 1,10,00,000 Equity Share of ₹ 10/- each)	11,00,00,000	11,00,00,000
15,00,000 (15,00,000) 1% Non-Convertible Non-Cumulative Redeemable Preference Shares of ₹ 10/- each	1,50,00,000	1,50,00,000
ISSUED, SUBSCRIBED AND PAID UP.		
1,10,00,000 Equity Share of ₹ 10/- each fully paid up (Previous year 1,10,00,000 Equity Share of ₹ 10/- each)	11,00,00,000	11,00,00,000
15,00,000 (15,00,000) 1% Non-Convertible Non-Cumulative Redeemable Preference Shares of ₹ 10/- each	1,50,00,000	1,50,00,000
TOTAL	12,50,00,000	12,50,00,000

NOTE 2.1. Reconciliation of Equity Shares outstanding at the beginning and at the end of the year

PARTICULARS	As at 30th June, 2014		As at 30th June, 2013	
	No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.
Shares outstanding at the beginning of the Year	110,00,000	11,00,00,000	10,00,000	1,00,00,000
Add: Bonus Shares Issued during the Year	–	–	1,00,00,000	10,00,00,000
Shares outstanding at the end of the Year	1,10,00,000	11,00,00,000	110,00,000	11,00,00,000

Note 2.2. Reconciliation of 1% Non Convertible Non Cumulative Redeemable Preference Shares outstanding at the beginning and at end of the year

PARTICULARS	As at 30th June, 2014		As at 30th June, 2013	
	No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.
Shares outstanding at the beginning of the Period	15,00,000	1,50,00,000	15,00,000	1,50,00,000
Add: Shares Issued during the Year	–	–	–	–
Shares outstanding at the end of the Year	15,00,000	1,50,00,000	15,00,000	1,50,00,000

Details of Persons Holding More than 5% of the Share Capital

PARTICULARS	As at 30th June, 2014	
	No. of Shares	% of Holding
Equity Shares		
Mr. Arvind Dham	3530670	32.10
Ms. Anita Dham	2349930	21.36
Mr. Anubhav Dham	2349930	21.36
Preference Shares		
M/s Bawa Pharmaceuticals Pvt. Ltd.	1500000	100.00

ADHBHUT INFRASTRUCTURE LIMITED

NOTE 3 RESERVE & SURPLUS

(Amount in Rs.)

PARTICULARS	As at 30th June, 2014	As at 30th June, 2013
a) Share Premium	3,50,00,000	3,50,00,000
b) General Reserves		
Balance as per Last Financial Year	1,42,00,000	1,17,00,000
Add: Amount Transferred from Profit/ (Loss) Account	25,00,000	25,00,000
Closing Balance	<u>1,67,00,000</u>	<u>1,42,00,000</u>
c) Surplus from the Statement of Profit/ (Loss)		
Balance as per Last Financial Year	2,48,42,902	2,22,39,904
Add: Profit / (Loss) during the Financial Year	27,57,339	52,78,491
Less: Appropriations		
General Reserve	25,00,000	25,00,000
Proposed Dividend	–	1,50,000
Income Tax on Proposed Dividend	–	25,493
Closing Balance	<u>2,51,00,241</u>	<u>2,48,42,902</u>
TOTAL	<u>7,68,00,241</u>	<u>7,40,42,902</u>

NOTE 4 OTHER LONG TERM LIABILITIES

(Amount in Rs.)

PARTICULARS	As at 30th June, 2014	As at 30th June, 2013
Security Received	1,97,04,579	1,97,04,579
TOTAL	<u>1,97,04,579</u>	<u>1,97,04,579</u>

NOTE 5 OTHER CURRENT LIABILITIES

(Amount in Rs.)

PARTICULARS	As at 30th June, 2014	As at 30th June, 2013
Other Liability	38,41,81,328	1,15,39,15,817
Expenses Payable	52,44,194	2,60,540
Total (a)	<u>38,94,25,522</u>	<u>1,15,41,76,357</u>

NOTE 6 SHORT TERM PROVISION

(Amount in Rs.)

PARTICULARS	As at 30th June, 2014	As at 30th June, 2013
Provision for Tax	45,897	7,50,621
Proposed Dividend Payable	–	1,50,000
Income tax on Proposed Dividend Payable	–	25,493
Total (b)	<u>45,897</u>	<u>9,26,114</u>

NOTE 7 : TANGIBLE ASSETS

(Amount in Rs.)

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As on 1.07.13	Additions during the Period	Total as on 30.06.14	Upto 1.07.13	For the Year	Upto 30.06.14	As on 30.06.14	As on 30.06.13
Computer System	3,80,113	–	3,80,113	3,49,942	5,431	3,55,373	24,740	30,171
Furniture & Fixture	1,45,463	-	1,45,863	1,15,183	9,233	1,24,416	21,447	30,680
Total	5,25,976	–	5,25,976	4,65,125	14,664	4,79,789	46,187	60,851
Previous Year	4,92,476	33,500	5,25,976	4,52,563	12,562	4,65,125	60,851	–

ADHBHUT INFRASTRUCTURE LIMITED

NOTE 8 NON CURRENT INVESTMENTS

(Amount in Rs.)

PARTICULARS	As at 30th June, 2014	As at 30th June, 2013
Investment in Real Estates	43,06,26,380	40,78,21,622
Unquoted Investments in fully paidup shares	9,22,46,476	55,00,000
TOTAL	52,28,72,856	41,33,21,622

NOTE 9 CASH & CASH EQUIVALENTS

(Amount in Rs.)

PARTICULARS	As at 30th June, 2014	As at 30th June, 2013
Cash and Bank Balances:		
Cash & Bank Balances	22,88,652	1,72,82,844
Total (a)	22,88,652	1,72,82,844
Note 9.1		
a) Cash in hand	21,989	22,059
b) Bank balances with scheduled bank	22,66,663	172,60,785

NOTE 10 SHORT TERM LOANS & ADVANCES

(Amount in Rs.)

PARTICULARS	As at 30th June, 2014	As at 30th June, 2013
Loans & Advances (Recoverable in cash or in kind for Value to be received)	8,57,68,544	94,31,84,635
Total (B)	8,57,68,544	94,31,84,635

NOTE 11 INCOME FROM OPERATIONS

(Amount in Rs.)

PARTICULARS	For the Year Ended 30th June, 2014	For the Year Ended 30th June, 2013
Rental Income	1,02,75,495	1,45,03,279
TOTAL	1,02,75,495	1,45,03,279

ADHBHUT INFRASTRUCTURE LIMITED

NOTE 12 EMPLOYEE BENEFIT EXPENSES

(Amount in Rs.)

PARTICULARS	For the Year Ended 30th June, 2014	For the Year Ended 30th June, 2013
Personnel Expenses	23,52,126	29,59,620
Staff Welfare Expenses	2,07,548	2,78,180
TOTAL	25,59,674	32,37,800

NOTE 13 ADMINISTRATION & OTHER EXPENDITURE

(Amount in Rs.)

PARTICULARS	For the Year Ended 30th June, 2014	For the Year Ended 30th June, 2013
Advertisement Expenses	67,102	64,232
Auditors Remuneration	61,798	61,798
Bank Charges	3,667	467
Legal & Professional Expenses	6,79,178	3,61,221
Misc. & Other Expenses	25,070	2,93,377
Office Repair & Maintenance	24,61,417	21,62,363
Printing & Stationery	52,068	3,36,782
Rate, Fee & Taxes	1,70,807	8,60,009
Travelling & Conveyance Expenses	1,82,458	3,57,040
TOTAL	37,03,565	44,97,289

Adhbhut Infrastructure Limited

Registered Office: 910, Ansal Bhawan, 16, K.G. Marg, New Delhi-110001
Tel. : +91-11-23752586-90 E-mail: adhbhut.ind@rediffmail.com
Web : www.adhbhutinfra.com CIN No. : L51503DL1985PLC020195

ATTENDANCE SLIP

Name of the Shareholder/Proxy* DP ID** Folio No.
Client ID** No. of Shares held

I/We hereby record my/our presence at the Twenty Ninth Annual General Meeting of the Company held at ,910, Ansal Bhawan, 16, K.G. Marg, New Delhi-110001 on Tuesday, the 30th day of December, 2014 at 10.00 a.m.

SIGNATURE OF THE SHAREHOLDER/PROXY*

* Strike out whichever is not applicable.

**Applicable for investors holding shares in electronic form.

Note: Please handover the slip at the entrance of the Meeting venue.

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PROXY FORM-MGT-11

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

Name of the member(s):

Registered address:

E-mail Id:

Folio No/Client Id:

DP ID:

Registered address: _____

I/We, being the member(s) of Shares of the above named Company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:, or failing him

3. Name:

Address:

E-mail Id:

Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Ninth Annual General Meeting of the Company, to be held on, 30th day of December, 2014 at 10.00 a.m. at the Registered Office of the Company and at any adjournment thereof, in respect of such resolution set out in the Notice convening the meeting, as are indicated below:

Resolution No. 1: Adoption of Annual Audited Financial Statement, Report of Auditor's and Directors' for the financial year ended 30th June, 2014

Resolution No. 2: Re-appointment of M/s B.Lugani & Associates as Statutory Auditors of the Company and to fix their remuneration

Resolution No. 3: To Appoint Mr. Amman Kumar, As Director

Resolution No. 4: To Appoint Mr. Vinod Kumar Uppal, As Director

Resolution No. 5: To Appoint Mr. Anubhav Dham, As Director

Resolution No. 6: To recommend the Appointment of Mr. Anubhav Dham, As Wholetime Director for a period of Five Years

Resolution No. 7: To Appoint Mr. Saurabh Khanijo as Independent Director with effect from 30th December, 2014 upto 29th December, 2019

Resolution No. 8: To Appoint Mr. Sanjay Chabbra as Independent Director with effect from from 30th December, 2014 upto 29th December, 2019

Affix Revenue Stamp

Signed thisday of, 2014

Signature of Shareholder

Signature of Proxy Holder (s)

Note: 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.

BOOK-POST

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If undelivered please return to :

ADHBHUT INFRASTRUCTURE LIMITED

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