

# S. Khurana & Associates

Company Secretaries

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**SECRETARIAL COMPLIANCE REPORT**  
**FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2026**

To,  
**The Board of Directors**  
**Adhbhut Infrastructure Limited**  
**CIN: L51503HR1985PLC121303**  
**Begampur Khatola, Khandsa,**  
**Near Krishna Maruti, Basai Road,**  
**Gurgaon, Arjun Nagar, Haryana - 122001**

I, **Sachin Khurana**, Practicing Company Secretaries, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Adhbhut Infrastructure Limited**, (hereinafter referred as '**the listed entity**'), having its Registered Office situated at Begampur Khatola, Khandsa, Near Krishna Maruti, Basai Road, Gurgaon, Arjun Nagar, Haryana -122001. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on **March 31, 2026**, generally complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter.

I, **Sachin Khurana**, Practicing Companies Secretaries, have examined:

- a) all the documents and records made available to us and explanation provided by the listed entity,
- b) the filings/submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended **March 31, 2026** ("Review Period") in respect of compliance with the provisions of:

- a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

- b) The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations, 2015”);
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **[Not applicable as the listed entity has not issued any further share capital during the review period]**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 **[Not applicable as the listed entity has not bought back/propose to buy-back any of its securities during the Review Period];**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **[Not applicable as the Company has not offered any shares or granted any options pursuant to any employee benefit scheme during the Review Period];**
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **[Not applicable as the listed entity has not issued any Non-Convertible Securities during the Review Period];**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- h) Regulations and Bye-laws framed under the Depositories Act, 1996 to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/guidelines issued thereunder.

and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

<b>Sr. No.</b>	<b>Compliance Requirement (Regulations/ Circulars/ guideline including specific clause)</b>	<b>Regulation/ Circular No.</b>	<b>Deviations</b>	<b>Action taken by</b>	<b>Type of Action (Advisory /Clarification/ Fine/Show Cause Notice/Warning, etc.)</b>	<b>Details of Violation</b>	<b>Fine Amount</b>	<b>Observations/ Remarks of the Practicing Company Secretary</b>	<b>Management Response</b>	<b>Remarks</b>
1	Financial Results	Regulation 33 of SEBI LODR, 2015	Delayed Disclosure	SBE	Fine was imposed	Delay disclosure by 26 days	1,53,400	Delayed disclosure for financial year ended March 31, 2025.	The delay in submission of financial results occurred due to inadvertent omission/delay in inclusion of the Auditor's Report while reporting the financial statements. The delay was unintentional, and there was no intention to withhold any material information from the Stock Exchange or stakeholders.	-

2.	Appointment of Company Secretary	Regulation 6(1) of SEBI (LODR), 2015	Delayed appointment	BSE	Penal action for non-compliance	Company has defaulted in appointment of whole-time Company Secretary for a period of 90 days	1,06,200	Default was for Quarter ended March 31, 2025	The Company appointed Company secretary on May 29, 2025.	-
3.	Appointment of Company Secretary	Regulation 6(1) of SEBI (LODR), 2015	Delayed appointment	BSE	Penal action for non-compliance	Company has defaulted in appointment of whole-time Company Secretary for a period of 58 days	68,440	Default was for Quarter ended June 30, 2025	The Company appointed Company secretary on May 29, 2025.	-
4	Disclosure of Related Party transactions	Regulation 23(9) of SEBI (LODR), 2015	Delayed disclosure	BSE	Fine was imposed	Rs. 5000/- day till date of compliance	1,71,100	For half year ended March 31, 2025	The non-submission of Related Party Transactions in integrated financials was due to a technical glitch in the XBRL filing system and was unintentional. The same was subsequently rectified and duly filed on 26th June, 2025, with no intention to withhold any information from the Stock Exchange or stakeholders.	BSE waived the fine amount vide email dated July 7, 2025

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

<b>Sr. No.</b>	<b>Observations / Remarks of the Practicing Company Secretary in the previous reports</b>	<b>Observations made in the secretarial compliance report for the year ended March 31, 2024</b>	<b>Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)</b>	<b>Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity</b>	<b>Remedial actions, if any, taken by the listed entity</b>	<b>Comments of the PCS on the actions taken by the listed entity</b>
1.	Delayed disclosure of voting results	Voting Results for the AGM were disclosed to stock exchange with delay	Regulation 44(3) of SEBI (LODR), 2015	No action was taken by regulator	NA	NA
2.	Delayed appointment of Company Secretary	Company defaulted in appointment of whole-time Company Secretary for a period of 92 days	Regulation 6(1) of SEBI (LODR), 2015	Penal action for non-compliance and fine of Rs. 108560/- was imposed	Company has paid the fine amount	Default was for Quarter ended December 31, 2024 and notice was issued by BSE on February 20, 2025

(c) I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Compliance Status (Yes/No/NA)</b>	<b>Observations/Remarks by PCS</b>
1.	<p><b><u>Secretarial Standards:</u></b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	However, the Company is advised to follow Secretarial Standards in stricter manner.
2.	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities.</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes  Yes	-  -
3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>• The listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	Yes  Yes  Yes	The listed entity is maintaining a functional website and as confirmed by the management, information under separate section was disseminated within time.

4.	<b><u>Disqualification of Director(s):</u></b> None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5.	<b><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA NA	- -
6.	<b><u>Preservation of Documents:</u></b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	<b><u>Performance Evaluation:</u></b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI LODR Regulations 2015.	Yes	-
8.	<b><u>Related Party Transactions:</u></b> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	Yes NA	- Company has obtained prior approval; hence this point is not applicable.

9.	<p><b><u>Disclosure of events or information:</u></b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	-
10.	<p><b><u>Prohibition of Insider Trading:</u></b> The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	The listed entity has implemented software-based tracking w.e.f 02th November, 2022.
11.	<p><b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and Circulars/Guidelines issued thereunder.</p>	Yes	No action has been taken by the SEBI or Stock Exchange except as provided in table (a) above.
12.	<p><b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u></b> The listed entity has complied with paragraph 6.1 and 6.2 of Section V-D of chapter V of “Master Circular on compliance with the provisions of SEBI LODR Regulations, 2015 by listed entities” and that they have incorporated all the terms and conditions in the engagement letter issued to the auditors of the Company.</p>	NA	The listed entity does not have any material subsidiary and no resignation of statutory auditors took place during the period under review.

13.	<p><b><u>Additional non-compliances, if any:</u></b></p> <p>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	No	-
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We further confirm that the disclosure of Employee Benefit Scheme Documents, as provided in terms of Regulation 46(2)(za) of the SEBI LODR Regulations, 2015 read with Para 11 of the SEBI Circular No. SEBI/HO/CFD/CFD-PoD2/CIR/P/2024/185 dated December 31, 2024, is not applicable on the listed entity during the Review Period.

**Assumptions & Limitation of scope and Review:**

1. This Report is being reissued on the request of the management of the Company for modification in the management response column of table (a) above.
2. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
3. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
4. We have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the listed entity.
5. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For S. Khurana & Associates**  
**Company Secretaries**  
**FRN: I2014DE1158200**  
**Peer Review No. 6952/2025**

**Sachin Khurana**  
**Proprietor**  
**M. No.: F10098; CP No.:13212**  
**UDIN - F010098H000519211**  
**Date: May 28, 2026 | Place: New Delhi**