

ADHBHUT INFRASTRUCTURE LIMITED

Registered Office:

Begampur Khatola, Khandsa, Near Krishna Maruti,

Basai Road, Gurgaon, Arjun Nagar, Haryana, India, 122001

Email: adhbhut.ind@rediffmail.com | Website: www.adhbhutinfra.in

Tel.: +91-9711663881 | CIN: L51503HR1985PLC121303

31st May, 2025

To,

**The Manager,
Listing Department,
BSE Limited,
20th Floor, P.J.Towers,
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001**

BSE Scrip Code: 539189

Subject: Annual Secretarial Compliance Report for the financial year ended 31st March, 2025.

Dear Sir,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Circular no. CIR/CFD/CMD1/27/2019 dated 8th February 2019, please find enclosed herewith the Annual Secretarial Compliance Report issued by Mr. Sachin Khurana, Proprietor of M/s S. Khurana & Associates, Practicing Company Secretaries, for the financial year ended March 31, 2025.

We request you to kindly take the same on record.

For Adhbhut Infrastructure Limited

Anubha
v Dham

Digitally signed
by Anubhav
Dham
Date: 2025.05.31
17:29:37 +05'30'

**Anubhav Dham
(Managing Director)
DIN: 02656812**

Enclosed as above

S. Khurana & Associates

Company Secretaries

SECRETARIAL COMPLIANCE REPORT **FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2025**

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, 2025**, 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, 2025** ("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



207, Suchet Chambers, 1224/5, Bank Street, Karol Bagh, New Delhi - 110005

Tel: 011-45042500, 011-45042501, 011-45042502, 011-45042503, 011-45042504, 011-45042505, 011-45042506, 011-45042507, 011-45042508, 011-45042509, 011-45042510, 011-45042511, 011-45042512, 011-45042513, 011-45042514, 011-45042515, 011-45042516, 011-45042517, 011-45042518, 011-45042519, 011-45042520, 011-45042521, 011-45042522, 011-45042523, 011-45042524, 011-45042525, 011-45042526, 011-45042527, 011-45042528, 011-45042529, 011-45042530, 011-45042531, 011-45042532, 011-45042533, 011-45042534, 011-45042535, 011-45042536, 011-45042537, 011-45042538, 011-45042539, 011-45042540, 011-45042541, 011-45042542, 011-45042543, 011-45042544, 011-45042545, 011-45042546, 011-45042547, 011-45042548, 011-45042549, 011-45042550, 011-45042551, 011-45042552, 011-45042553, 011-45042554, 011-45042555, 011-45042556, 011-45042557, 011-45042558, 011-45042559, 011-45042560, 011-45042561, 011-45042562, 011-45042563, 011-45042564, 011-45042565, 011-45042566, 011-45042567, 011-45042568, 011-45042569, 011-45042570, 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011-45043139, 011-45043140, 011-45043141, 011-45043142, 011-45043143, 011-45043144, 011-45043145, 011-45043146, 011-45043147, 011-45043148, 011-45043149, 011-45043150, 011-45043151, 011-45043152, 011-45043153, 011-45043154, 011-45043155, 011-45043156, 011-45043157, 011-45043158, 011-45043159, 011-45043160, 011-45043161, 011-45043162, 011-45043163, 011-45043164, 011-45043165, 011-45043166, 011-45043167, 011-45043168, 011-45043169, 011-45043170, 011-45043171, 011-45043172, 011-45043173, 011-45043174, 011-45043175, 011-45043176, 011-45043177, 011-45043178, 011-45043179, 011-45043180, 011-45043181, 011-45043182, 011-45043183, 011-45043184, 011-45043185, 011-45043186, 011-45043187, 011-45043188, 011-45043189, 011-45043190, 011-45043191, 011-45043192, 011-45043193, 011-45043194, 011-45043195, 011-45043196, 011-45043197, 011-45043198, 011-45043199, 011-45043200, 011-45043201, 011-45043202, 011-45043203, 011-45043204, 011-45043205, 011-45043206, 011-45043207, 011-45043208, 011-45043209, 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011-45043281, 011-45043282, 011-45043283, 011-45043284, 011-45043285, 011-45043286, 011-45043287, 011-45043288, 011-45043289, 011-45043290, 011-45043291, 011-45043292, 011-45043293, 011-45043294, 011-45043295, 011-45043296, 011-45043297, 011-45043298, 011-45043299, 011-45043300, 011-45043301, 011-45043302, 011-45043303, 011-45043304, 011-

- 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 Byc-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:

Compliance Requirement (Regulations/ Circulars/ guideline including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of Action (Advisory /Clarification/ Fine /Show Cause Notice/Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Voting Results of AGM	Regulation 44(3) of SEBI (LODR), 2015	Delayed Disclosure	No action taken	No Action Taken	Delayed Disclosure	NA	Voting Results for the AGM were disclosed to the stock exchange with delay	There was some technical error on the portal while intimating the same.	No action has been initiated by Stock Exchange
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 92 days	108560/-	Default was for Quarter ended December 31, 2024 and notice was issued by BSE on February 20, 2025	The Board had been searching for a competent candidate for this position, and the vacancy was successfully filled on 29th May 2025.	Company has paid the fine amount



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

Sr. No.	Observations / Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2024	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NIL						



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

[illegible]

	website		
4.	<u>Disqualification of Director(s):</u> 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.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA NA	- -
6.	<u>Preservation of Documents:</u> 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.	<u>Performance Evaluation:</u> 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.	<u>Related Party Transactions:</u> (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	Yes NA	- Company has obtained prior approval; hence this point is not applicable.



	approval has been obtained.		
9.	<u>Disclosure of events or information:</u> 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.	Yes	-
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	The listed entity has implemented software-based tracking w.e.f 02th November, 2022.
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> 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.	Yes	No action has been taken by the SEBI or Stock Exchange except as provided in table (a) above.
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u> 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	NA	The listed entity does not have any material subsidiary and no resignation of statutory auditors took place during the period under review.



13.	<u>Additional non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	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. 804/2020



Sachin Khurana
Proprietor

M. No.: F10098; CP No.:13212
UDIN - F010098G000520685

Date: May 31, 2025 | Place: New Delhi