

# ADHBHUT INFRASTRUCTURE LIMITED

Registered Office:

Begampur Khatola, Khandsa, Near Krishna Maruti,  
Basai Road, Gurgaon, Arjun Nagar, Haryana, India, 122001

Email: [adhbhut.ind@rediffmail.com](mailto:adhbhut.ind@rediffmail.com) | Website: [www.adhbhutinfra.in](http://www.adhbhutinfra.in)

Tel.: +91-9711663881 | CIN: L51503HR1985PLC121303

Ref.No.: AIL/BSE/2025-26

Date: 23/08/2025

To  
The Manager  
Listing Department  
BSE Limited,  
Phiroze Jee Jee Bhoy Towers,  
Dalal Street, Mumbai - 400001

Security Code No.: 539189

Dear Sir/Madam,

**Subject: Submission of Revised Annual Report of the Company for the Financial Year 2024-25**

Dear Sir/Madam,

This is to inform you that Board of directors of the company in its meeting held on 20<sup>th</sup> August, 2025 has decided to reschedule the date of holding Annual General Meeting from **Wednesday 10th September, 2025 at 11:00 A.M. to Tuesday, 16th September, 2025 at 11:00 A.M.** at Begampur Khatola, Khandsa, Near Krishna Maruti, Basai Road, Gurgaon, Arjun Nagar, Haryana, India, 122001. The effective date of AGM will be **Tuesday, 16th September, 2025 at 11:00 A.M.**

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the revised Annual Report of the Company for the financial year ended March 31, 2025 as notice of AGM being revised is the part of the annual report.

The Annual Report for Financial Year 2024-25 shall also be made available on the Company's website [https://www.adhbhutinfra.in/ir25/Adhbhut Annual Report 2024-2025.pdf](https://www.adhbhutinfra.in/ir25/Adhbhut%20Annual%20Report%202024-2025.pdf)

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For Adhbhut Infrastructure Limited

**Shivani Dixit**  
**Company Secretary and Compliance Officer**

Encl: A/a

# **ADHBHUT INFRASTRUCTURE LIMITED**

**40TH ANNUAL REPORT  
2024 - 2025**

# ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

## 40TH ANNUAL REPORT – 2024-2025

### CORPORATE INFORMATION

#### Board of Directors

Mr. Anubhav Dham	: Chairman & Managing Director
Mr. Mahir Bhadani	: Additional Director
Mr. Sanjay Sharma	: Non-Executive - Independent Director
Mrs. Rajiv Kapur Kanika Kapur	: Non Executive - Independent Director
Mr. Sri Kant	: Non-Executive - Independent Director
Mr. Manoj Kumar	: Non-Executive - Independent Director

#### Chief Financial Officer

Mr. Subir Kumar Mishra

#### Internal Auditor

M/s Ritu Jain & Co.  
Chartered Accountants

#### Company Secretary

Ms. Shivani Dixit\*

\* (Appointed on 29th May, 2025)

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

Email : [adhbhut.ind@rediffmail.com](mailto:adhbhut.ind@rediffmail.com)

Tel.: +91-7048959386

#### Secretarial Auditors

M/s. S. Khurana & Associates

#### Statutory Auditors

M/s Chatterjee & Chatterjee,  
Chartered Accountants

#### Company's Website

[www.adhbhutinfra.in](http://www.adhbhutinfra.in)

#### 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  
E-mail: [beetalrta@gmail.com](mailto:beetalrta@gmail.com)

## Contents

Notice .....	3
Directors' Report .....	24
Corporate Governance Report .....	40
Management Discussion & Analysis Report .....	64
Independent Auditor's Report .....	76
Balance Sheet .....	85
Profit & Loss Statement .....	86
Cash Flow Statement .....	87
Notes to the Financial Statements .....	89

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

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### NOTICE

Notice is hereby given that the fortieth (40<sup>th</sup>) Annual General Meeting (AGM) of the members of **Adhbhut Infrastructure Limited** will be held on **Tuesday, 16th day of September 2025** at 11:00 A.M at the Registered Office of the Begampur Khatola, Khandsa, Near Krishna Maruti, Basai Road, Gurgaon, Arjun Nagar, Haryana, India, 122001 to transact the following businesses:

#### ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED MARCH 31, 2025, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:-**

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted.”

2. **TO APPOINT A DIRECTOR IN PLACE OF MR. ANUBHAV DHAM (DIN:02656812), WHO RETIRES BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

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 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), **Mr. Anubhav Dham (DIN: 02656812)**, who retires by rotation at this meeting and being eligible has offered himself for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

#### SPECIAL BUSINESS:

3. **TO APPOINT MR. MAHIR BHADANI (DIN: 10622919) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and 161 read with schedule IV and read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and Regulation 16, 25 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirement), 2015 (including any statutory modifications or re-enactment thereof for the time being in force), **Mr. Mahir Bhadani (DIN: 10622919)**, who was appointed as an Additional Non-Executive Independent Director by the Board of Directors, on the recommendation of Nomination and Remuneration Committee, effective from June, 17 2025 to hold office up to the date of this Annual General Meeting and in respect of whom the company has received a notice in writing under Section 160 of the Act from a member proposing his candidature, the approval of members be and is hereby given for the appointment of **Mr. Mahir Bhadani (DIN: 10622919)**, as Non-Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from June 17, 2025 to June 16, 2030 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Director, Company Secretary or Chief Financial Officer for the time being be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

4. **TO APPROVE REAPPOINTMENT OF MS. RAJIV KAPUR KANIKA KAPUR (DIN: 07154667) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

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To Consider and approve the reappointment of Independent Director of the Company and to fix their remuneration, if thought fit, to pass with or without modification, as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and 160 read with schedule IV, Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013, Regulation 16, 17, 17(1A), and 25 read with other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Ms. Rajiv Kapur Kanika Kapur (DIN: 07154667) who was appointed as an Independent Director (Non-Executive-Independent) in the board of the company is liable to be re-appointed, and who has submitted a declaration that he meets the criteria for independence as provided under the Act and the SEBI LODR be and is hereby reappointed on the recommendation of Nomination and Remuneration Committee, effective from August, 12 2025 to hold office up to the date of this Annual General Meeting as an Independent Director of the Company in the board meeting, and in respect of whom the company has received a notice in writing under Section 160 of the Act from a member proposing her candidature, the approval of members be and is hereby given for the re-appointment of Ms. Rajiv Kapur Kanika Kapur (DIN: 07154667) as Non-Executive Independent Director of the Company to hold office for another term of 5 (five) consecutive years with effect from August 12, 2025 to August 11, 2030 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** Directors of the Company be and are hereby authorised to file the necessary e-Forms with the Registrar of Companies, NCT of Delhi and other concerned authorities and to take all such steps and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient to give effect of the above resolution.”

### 5. TO CONSIDER AND APPROVE THE EXTENSION OF REDEEMABLE OF REDEMPTION PERIOD OF FULLY PAID 1% REDEEMABLE NON-CONVERTIBLE NON-CUMULATIVE PREFERENCE SHARES.

To consider and, if thought fit, to pass, with or without modification(s) the following resolution, as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provision of Section 48, 55 and other applicable provision, if any, of the Companies Act, 2013 read with rules frame thereunder (including any statutory modification(s) or reenactments thereof for the time being in force, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the shareholder of the Company be and is hereby accorded to vary the following terms & conditions of the preference share:

1. The period of redemption of 15,00,000 (Fifteen Lacs) fully paid 1% Redeemable Non-Convertible Non-Cumulative Preference Share of Rs. 10 (Rupees Ten Only) each shall be extended for a further period of 5 years.
2. All other terms & conditions associated with the aforesaid preference shares shall remain same.

**RESOLVED FURTHER THAT** any director(s) or the Company Secretary of the Company be and is hereby authorized, severally or jointly, to take all actions as may be necessary, proper, expedient and to do all such acts, deeds, matters and other things in connections therewith and incidental thereto.”

### 6. TO APPOINT M/S AASK & ASSOCIATES LLP, FIRM OF COMPANY SECRETARIES IN PRACTICE IN PRACTICE AS SECRETARIAL AUDITORS FOR A TERM UPTO 5 (FIVE) CONSECUTIVE YEARS.

To consider and approve the appointment and to fix their remuneration, 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 204 and other applicable provisions of the Companies Act, 2013, if any and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to receipt of such other approvals, consents and permissions as may be required, **M/s. AASK & ASSOCIATES LLP**, Firm of Company Secretaries in Practice (Firm Registration Number L2015DE001700) be and are hereby appointed as Secretarial Auditors of

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the Company for a term of upto 5(Five) consecutive years, to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 45th (Forty Fifth) AGM of the Company to be held in the Year 2030, at a remuneration to be fixed by the Board of Directors of the Company or any Committee of the Board of Directors ('the Board').

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

### 7. POWER TO GIVE LOANS OR INVEST FUNDS OF THE COMPANY IN EXCESS OF THE LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass, with or without modification(s), the following resolution(s) as a **Special Resolution**:

**"RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard if any, and pursuant to the provisions of the Section 186 read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board' which term shall deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate, upto a maximum aggregate amount of Rs.10,00,00,000 crores (Rupees Ten Crore Only), outstanding at any point of time, over and above the permissible limits under Section 186(2) of the Companies Act, 2013 (presently being 60 percent of the Company's paid up capital, free reserves and securities premium account or one hundred percent of the Company's free reserves and securities premium account, whichever is more).

**RESOLVED FURTHER THAT** this resolution shall remain in full force and effect until amended or rescinded by the Board and a new resolution is passed by the members in this connection, considering the financial performance of the Company, growth in the Indian infrastructure sector and the Indian economic conditions;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution."

### 8. MEMBERS APPROVAL FOR RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF COMPANIES ACT, 2013

To consider and if thought fit, to pass, with or without modification(s), the following resolution(s) as a **Special Resolution**:

**"RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard if any, and pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Company's policy on Related Party Transactions, approval of the Members be and is hereby accorded to the Board of Directors of the Company ('Board') to enter into contract(s)/ arrangement(s)/ transaction(s) with a related party(s) within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, for leasing of property of any kind or selling or otherwise disposing of, or buying, property of any kind, as the Board may deem fit, up to a maximum aggregate value of Rs. 50 crore (Rupees Fifty Crore Only) at arm's length basis and in the ordinary course of business, for the Financial Year 2025-26.

**RESOLVED FURTHER THAT** documents, file applications and make representations in respect thereof the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, schemes, agreements and such other and seek

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approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or to any other Officer(s)/ Authorized Representative(s) of the Company to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution are hereby approved ratified and confirmed in all respects.”

### 9. **MEMBERS APPROVAL FOR GIVING LOAN AND GUARANTEES OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY SPECIFIED PERSON UNDER SECTION 185 OF THE COMPANIES ACT, 2013.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution(s) as a **Special Resolution**:

“**RESOLVED THAT** in supersession of the earlier resolution passed by the members in any General Meeting and pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any duly constituted Committee thereof) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members of the Company be and is hereby accorded to the Board for advancing loan(s) in one or more tranches including loan represented by way of book debt to, and/or giving guarantee(s), and/or providing security(ies) in connection with any loan taken/to be taken by any company(ies) which are group companies, associate companies, joint venture companies or subsidiary companies of the Company or any other person in which any of the Directors of the Company is interested as specified in the explanation to section 185(2) of the Act, of an aggregate amount not exceeding Rs. 5 crores (Rupees Five Crores only) during a financial year, in its absolute discretion deem beneficial and in the best interest of the Company;

**RESOLVED FURTHER THAT** this resolution shall remain in full force and effect until amended or rescinded by the Board and a new resolution is passed by the members in this connection, considering the then financial performance of the Company, growth in the Indian hospitality sector and the Indian economic conditions;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

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

**Sd/-  
Shivani Dixit  
(Company Secretary & Compliance Office)**

**Date : 20.08.2025  
Place: Gurugram**

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### Notes:

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Ordinary and /or Special Business at the meeting (if any), is annexed hereto and forms part of this notice.
2. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meeting (SS2) of ICSI in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the Notice of the AGM. The details of the Directors seeking re-appointment at the Annual General Meeting are provided as **Annexure-I** of this Notice. The Company has received the necessary consents/ declarations for the Appointment/re-appointment under the Companies Act, 2013 and the rules thereunder
3. In compliance with the aforesaid MCA Circulars, Notice of the 40<sup>th</sup> AGM of the Company is being sent only through electronic mode to those Members whose email addresses are registered with the RTA or CDSL/ NSDL ("Depositories"). Members should note that they can download Annual Report for 2024-25 available on the Company's website at [www.adhbhutinfra.in](http://www.adhbhutinfra.in) through link provided in the Notice. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website at [www.adhbhutinfra.in](http://www.adhbhutinfra.in) and on websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com)
4. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself, and that a proxy need not be a member of the company. A proxy can vote on behalf of the member only on a poll but shall not have the right to speak at the meeting (Section 105 of Companies Act, 2013) and the proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT-11 annexed herewith.**
5. **In Compliance of Section 47(2) of the Companies Act, 2013, due to non-payment of dividend to the preference share holder from the last 2 years or more, Preference Shareholder of the Company holding 15,00,000 1% Redeemable Non-Convertible Non-Cumulative Redeemable Preference Share of 10/- each have also right to vote on all matters placed in this notice in equivalent to the right available to the equity share holder.**
6. The instrument appointing the proxy, in order to be effective, must be deposited, duly completed and signed, at the registered office of the company not less than (48) Forty-Eight Hours before the commencement of the AGM. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
7. The Section 105 (8) of the Companies Act, 2013 states that during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days' notice in writing is given to the Company.
8. Pursuant to Section 113 of the Act, Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the board resolution/power of attorney authorizing their representative(s). Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization, etc., authorizing its representative to attend the AGM and vote on their behalf at the meeting.
9. In order to enable us to register your attendance at the venue of the Annual General Meeting, we hereby request members/ proxies/ authorized representative that they should bring the duly filled attendance slip enclosed herewith, to attend the meeting and to quote their Folios/Client ID & DP Nos. in all correspondence.



## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

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10. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. Admission to the Annual General Meeting venue will be allowed only after verification of the signature in the Attendance Slip. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
11. In case of joint holders attending the meeting, only such joint holder who is higher in the order of their names as mentioned in the register of members will be entitled to vote.
12. The revised SS-1 and SS-2 shall be applicable to all the companies (except the exempted class of companies) w.e.f. 1st October, 2017 and accordingly all Board Meetings (including meetings of committees of Board) and General Meetings in respect of which Notices are issued on or after 1st October, 2017 need to comply with the revised SS-1 and SS-2.
13. The Notice of the Annual General Meeting is also uploaded on the website of the Company [www.adhbhutinfra.in](http://www.adhbhutinfra.in) The Annual General Meeting Notice is being sent to all the members; whose names appear in the Register of Members as on **15th August 2025**.
14. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.
15. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name and e-mail address, etc., to their Depository Participant only and not to the Company's Registrars and Transfer Agents, M/s. Beetal Financial & Computer Services Private Limited. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and M/s. Beetal Financial & Computer Services Private Limited.
16. In case you are holding Company's Shares in physical form, please inform Company's RTA viz, M/s. Beetal Financial & Computer Services Private Limited at Beetal House, 3rd Floor, 99, Madangir, Behind, LSC, New Delhi-110062 by enclosing-a photocopy of blank cancelled cheque of your bank account.
17. Pursuant to Section 72 of Companies Act, 2013, facility for making nominations is available to the members holding shares in physical form in respect of the shares held by them. Nomination forms in the prescribed Form SH-13 can be obtained from the Company's Registrars and Transfer Agents by Members. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
18. In accordance with the Companies Act, 2013 read with the Rules and in support of the 'Green Initiative in Corporate Governance' the Annual Reports are sent by electronic mode to those members whose shareholding are in dematerialised format and whose email id's are registered with the Depository for communication purposes. The members holding shares in physical form and who have not registered their email ID are requested to register their email ID addresses with the Company's Registrars and Share Transfer Agents (RTA) i.e., M/s Beetal Financial & Computer Services Private Limited.
19. **SEBI VIDE ITS CIRCULAR, WITH A VIEW TO PROTECT THE INTEREST OF THE SHAREHOLDERS, HAS MANDATED TO ALL THE MEMBERS WHO HOLD SECURITIES OF THE COMPANY IN PHYSICAL FORM, TO FURNISH TO THE COMPANY / ITS REGISTRAR AND TRANSFER AGENT, THE DETAILS OF THEIR VALID PERMANENT ACCOUNT NUMBER (PAN) AND BANK ACCOUNT. TO SUPPORT THE SEBI'S INITIATIVE, THE MEMBERS ARE REQUESTED TO FURNISH THE DETAILS OF PAN AND BANK ACCOUNT TO THE COMPANY OR RTA. MEMBERS ARE REQUESTED TO SEND COPY OF PAN CARD OF ALL THE HOLDERS; AND ORIGINAL CANCELLED CHEQUE LEAF WITH NAMES OF SHAREHOLDERS OR BANK**

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

### PASSBOOK SHOWING NAMES OF MEMBERS, DULY ATTESTED BY AN AUTHORISED BANK OFFICIAL.

20. TO BE NOTIFIED BY SEBI, SECURITIES OF LISTED COMPANIES WOULD BE TRANSFERRED IN DEMATERIALIZED FORM ONLY, FROM A CUT-OFF DATE. IN VIEW OF THE SAME MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO CONSIDER CONVERTING THEIR HOLDINGS TO DEMATERIALIZED FORM TO ELIMINATE ALL RISKS ASSOCIATED WITH PHYSICAL SHARES AND FOR EASE OF PORTFOLIO MANAGEMENT. MEMBERS CAN CONTACT THE COMPANY'S RTA FOR ASSISTANCE IN THIS REGARD.
21. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be open for inspection at the Registered Office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting.
22. The Company has appointed **M/s AASK & ASSOCIATES LLP**, having **LLPIN AAD - 2934** to act as the Scrutinizer for conducting the e-voting process/ballot process in a fair and transparent manner.
23. The Route Map to the AGM Venue is annexed as a part of this Notice.
24. The Scrutinizer, after scrutinizing the votes cast at the meeting through remote e-voting and during AGM will, with two (2) working days from the conclusion of the Meeting, make a scrutinizer's report and submit the same to the Chairman. The results declared along with the scrutinizer's report shall be placed on the website of the Company [www.adhbhutinfra.in](http://www.adhbhutinfra.in) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.
25. The voting result will be announced by the Chairman or any other person authorized by him within two working days of the AGM.
26. In case of any queries, members may write to [adhbhut.ind@rediffmail.com](mailto:adhbhut.ind@rediffmail.com) to receive an email response.
27. Members are eligible to cast vote electronically only if they are holding shares as on **9th September, 2025** being the cut-off date.
28. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, **the e-voting period commences on Saturday, 13th September, 2025 (9:00 a.m. IST) and ends on Monday, 15th September, 2025 (5:00 p.m. IST)**. During this period, members holding shares either in physical or dematerialized form, as on the cut-off date, i.e. 9th September, 2025 may cast their vote electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution for which the vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. 9th September, 2025.
- E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.
29. **Voting through electronic means (e-voting):** Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their right to vote electronically through electronic voting (e-voting) service facility provided/made available by the Central Depository Services (India) Limited (CDSL).

The facility for voting through ballot paper will also be made available at the venue of the Annual General Meeting (AGM) and the members who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the said AGM. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be allowed to vote again. The instructions for e-voting are annexed to the Notice. In case of joint holders attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote. Since the resolutions set out in this Notice are being conducted through

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

e-voting, the said resolutions will not be decided on show of hands at the AGM in terms of Section 107 of the Companies Act, 2013.

### THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode**

- (i) The voting period begins on **Saturday, 13th September, 2025 (9:00 a.m. IST) and ends on Monday, 15th September, 2025 (5:00 p.m. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Tuesday, 9th September 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>CDSL Depository</b>	<ul style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are requested to visit cdsi website visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links</li></ul>

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

	<p>provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <b>www.cdslindia.com</b> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. <b>Click on company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 18002109911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022-48867000 and 022-24997000

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **“Adhbhut Infrastructure Limited”** on which you choose to vote.
- (x) On the voting page, you will see **“RESOLUTION DESCRIPTION”** and against the same the option **“YES/NO”** for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on **“SUBMIT”**. A confirmation box will be displayed. If you wish to confirm your vote, click on **“OK”**, else to change your vote, click on **“CANCEL”** and accordingly modify your vote.
- (xiii) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on **“Click here to print”** option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on **Forgot Password &** enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [adhbhut.ind@rediffmail.com](mailto:adhbhut.ind@rediffmail.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP)

## **ADHBHUT INFRASTRUCTURE LIMITED**

**CIN: L51503HR1985PLC121303**

Registered address: Begampur Khatola, Khandasa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

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3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911.

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

### EXPLANATORY STATEMENT

*(Pursuant to Section 102(1) of the Companies Act 2013 and SEBI (LODR), 2015)*

**EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.**

#### ITEM NO. 03

##### **TO APPOINT MR. MAHIR BHADANI (DIN: 10622919) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

Mr. Mahir Bhadani was appointed as Additional Director in the category of Independent Director by the Board on 17<sup>th</sup> June, 2025 based on the recommendation of Nomination and Remuneration Committee. The appointment was made for a period of 5 years, subject to approval of the shareholders at the Annual General Meeting.

Pursuant to the provisions of Section 161 of the Act, Mr. Mahir Bhadani will hold office upto the date of this Annual General Meeting. The Company has received a declaration from Mr. Mahir Bhadani confirming that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). In the opinion of the Board and based on the declaration of independence submitted by him, Mr. Mahir Bhadani fulfills the conditions specified in the Act, the Rules made thereunder and the Listing Regulations for his appointment as an Independent Director and that he is independent of the management. The Company has received a declaration in prescribed Form DIR-8 stating that he is eligible for appointment as a director of the Company and has not been disqualified pursuant to the provision of Section 164(2) of the Companies Act, 2013.

The Company has received consent from Mr. Mahir Bhadani to act as Director of the Company in Form DIR-2, pursuant to Section 152(2) and Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and obtained a declaration confirming independence under Section 143(6) of the Companies Act, 2013.

Keeping in view the above and in terms of Listing Regulations, consent of the Members for appointment of Mr. Mahir Bhadani as an Independent Director, not liable to retire by rotation, is sought by way of special resolution, as set out in the resolution in Item No. 3 of the accompanying Notice.

Pursuant to the provisions of the Act read with Regulation 36(3) of the Listing Regulations, the relevant details pertaining to Mr. Mahir Bhadani are furnished hereunder:

Mr. Mahir Bhadani is a commerce graduate with a strong academic foundation and over three years of corporate experience specializing in finance and general management. Throughout his career, he has demonstrated a keen understanding of financial operations, strategic planning, and organizational management. His professional journey has equipped him with hands-on expertise in financial reporting, budgeting, cost control, and process optimization, contributing to overall business efficiency and performance. In addition to his technical competencies, Mr. Bhadani has shown a consistent ability to work collaboratively across departments, manage teams, and support leadership in achieving business goals.

Mr. Mahir Bhadani is deemed to be interested in the proposed resolution mentioned at Item No. 3 of the accompanying Notice.

None of the Directors, Key Managerial Personnel (KMP) or relatives of Directors and KMPs other than Mr Mahir Bhadani, are in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the accompanying Notice.

Therefore, your board recommends the resolution proposed at the Item No. 03 for approval of members as a special resolution.

#### ITEM NO. 04

##### **TO APPROVE REAPPOINTMENT OF MS. RAJIV KAPUR KANIKA KAPUR (DIN: 07154667) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

Ms. Rajiv Kapur Kanika Kapur (DIN: 07154667) is currently working as an Independent Director of the Company. Ms Rajiv Kapur Kanika Kapur was appointed as an Independent Director of the Company w.e.f 9<sup>th</sup> January 2020 by the Board at their meeting held 9<sup>th</sup> January 2020 and approved by the Members at the 35<sup>th</sup> Annual General



## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

Meeting of the Company held on 25<sup>th</sup> October 2021 for a period of 5 (five) consecutive years and is eligible for re-appointment for a second term on the Board of the Company. Based on the recommendation of the Nomination & Remuneration Committee the Resolution passed on 12th August, 2025, proposed the re-appointment of Ms. Rajiv Kapur Kanika Kapur an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 12th August, 2025 up to 11th August, 2030 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

The Company received a notice from a Member under Section 160 of the Companies Act, 2013, signifying her intention to propose the candidature of Ms. Rajiv Kapur Kanika Kapur (DIN: 07154667) for the office of Independent Director of the Company.

The other details of Ms. Rajiv Kapur Kanika Kapur in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standards is annexed to this Notice. She is not related to any Director of the Company.

In terms of proviso to Section 152, the Board of Directors is of the opinion that Ms. Rajiv Kapur Kanika Kapur fulfils the conditions specified in the Act for her appointment as an Independent Director. After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Ms. Rajiv Kapur Kanika Kapur's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No. 04 of this Notice relating to the appointment of Ms. Rajiv Kapur Kanika Kapur as an "Independent Director", not liable to retire by rotation for a period of five consecutive years w.e.f. 12th August, 2025 up to 11th August, 2030 for your approval.

Ms. Rajiv Kapur Kanika Kapur has given a declaration to the Board that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. The Company has also received:-

- i. the consent in writing to act as Director and
- ii. Intimation that she is not disqualified under section 164(2) of the Companies Act, 2013.
- iii. A declaration that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except, Ms. Rajiv Kapur Kanika Kapur, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the Resolution at Item No. 04 of the Notice.

### ITEM NO. 05

#### **TO CONSIDER AND APPROVE THE EXTENSION OF REDEEMABLE OF REDEMPTION PERIOD OF FULLY PAID 1% REDEEMABLE NON-CONVERTIBLE NON-CUMULATIVE PREFERENCE SHARES.**

The Company in its Extraordinary General Meeting held on 26.05.2012 has issued 15,00,000 (Fifteen Lakhs) fully paid 1% Redeemable Non-Convertible Non-Cumulative Preference Share of face value of Rs. 10/- each at the premium of Rs. 90/- per share with the redemption period not later than 15 (Fifteen) Years.

In spite of the best efforts of the Company and in view of the carried over losses, the Company has not paid any dividend on the said preference share except in the financial year 2013-14, has invariably led the Board of Directors to approach the Preference Shareholders for extension of the period of redemption of said Preference Shares.

The Board believes that there is no alternative to the above proposal except to extend the redemption period of said preference share and it would serve the long terms interest of the Company and Shareholder of the Company. In pursuance of the description furnished above, subject to the consent of shareholder Board of Directors in the Board Meeting hold on 12.08.2025 was approved such alteration. Further, on the agreed terms the term of the Preference Shares further extended for a term of 5 years ending on 26.05.2030 of total term does not exceed 18 (Eighteen) years.

It is to be taken into consideration that the provision of Section 48 of the Companies Act, 2013 provide that the rights attached to the shares of any class may be varied with the consent in writing of the holders of not less than three-fourth (3/4th) of the issued share of that class or by means of a Special Resolution passed at a separated meeting of the holders of the issued shares of that class and if such variation by one class of shareholders shall also be obtained.

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

Therefore, the proposed variations in the terms and conditions associates with the preference share set out in the resolution is subject to the approval of the equity shareholders of the Company.

Therefore, the Board of Directors of your Company recommended the passing of Special Resolution as set out in this notice. None of the Director or Key Managerial Personnel of the Company or their relative is/are, in any way concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their respective shareholding in the Company, if any.

### ITEM NO. 06

#### **TO APPOINT M/S AASK & ASSOCIATES LLP, FIRM OF COMPANY SECRETARIES IN PRACTICE IN PRACTICE AS SECRETARIAL AUDITORS FOR A TERM UPTO 5 (FIVE) CONSECUTIVE YEARS.**

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors at their respective meetings held on May 28, 2025 have approved and recommended the appointment of M/s AASK & Associates LLP, Peer Reviewed Firm of Company Secretaries in Practice (LLPIN: AAD-2934) as Secretarial Auditors of the Company for a term of upto 5(Five) consecutive years to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 45th (Forty Fifth) AGM of the Company to be held in the Year 2030 on following terms and conditions:

- i. **Term of appointment:** Upto 5(Five) consecutive years from the conclusion of this AGM till the conclusion of 45th AGM.
- ii. **Basis of recommendations:** The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI LODR Regulations with regard to the full time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.
- iii. **Credentials:** M/s AASK & Associates LLP (LLPIN: AAD-2934) ('Secretarial Audit Firm'), established in the year 2001, is a reputed firm of Company Secretaries in Practice specialized in Secretarial Audit and other corporate law matters. The firm is registered with the Institute of Company Secretaries of India and has an experience of more than 24 years in providing various corporate law services. The Firm also holds a valid Peer Review Certificate.
- iv. M/s AASK & Associates LLP have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI LODR Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI LODR Regulations.
- v. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 6 for approval of the Members as an Ordinary Resolution.

### ITEM NO. 07

#### **POWER TO GIVE LOANS OR INVEST FUNDS OF THE COMPANY IN EXCESS OF THE LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: - (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

Pursuant to the provisions of Section 186 (3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186 (2) of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary. In terms of Rule No.11 (1) of the Companies (Meeting of Board and its Powers) Rules ('Rules'), where a loan or guarantee is given or security has been provided by a company to its wholly-owned subsidiary or a joint venture, or acquisition is made by a holding company, by way of subscription of securities of its wholly-owned subsidiary, the requirement of Section 186 (3) of the 'Act' shall not apply, however it will be included for the purpose of overall limit. In line with the long term objectives of the Company and for expanding its business further, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186 (2) of the 'Act'.

And accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to provide loans, guarantees and make investments up to a sum of Rs. 10 crore (Rupees Ten Crore) over and above the limits specified in Section 186 (2) of the 'Act' at any point of time.

The resolution is accordingly recommended for approval of the Members by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice, except to the extent of their shareholding, if any.

### ITEM NO. 8

#### **MEMBERS APPROVAL FOR RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF COMPANIES ACT, 2013**

To ensure continuous business operation without any interruption, approval of the shareholders is being sought, to enter into related party transaction(s) with related party(s) as defined under within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, to purchase and sale of goods and material for an amount of Rs. 50 crore during Financial Year 2025-26.

#### **Background and Details of the Transaction:**

The ability to lease, acquire, sell, or otherwise dispose of property in a cost-effective and reliable manner is a critical requirement for the Company. In order to maintain consistent control over supply sources and ensure uninterrupted operations, the Company proposes to lease property from related parties. This arrangement will not only facilitate the efficient leasing of business premises but also support a stable and reliable flow of goods, meeting the required standards of quality and quantity for smooth operational continuity.

Approval being sought for Financial Year 2025-26 as per the requirements of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), all material related party transactions shall require the approval of Members through a Resolution. Further, the explanation to Regulation 23(1) of the SEBI Listing Regulations states that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. The estimated value of transaction with related party(s) for Financial Year 2025-26 will be Rs. 50 crore, which would breach the materiality threshold of 10% of the annual turnover of the Company as per last audited financial statements of FY 2024-25. Hence, to ensure uninterrupted operations of the Company, it is proposed to secure shareholders' approval for the related party contracts/ arrangements to be entered into with related party(s) during Financial Year 2025-26, as mentioned in item no. 8 of the Notice. For necessary information as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, members are requested to please refer AOC-2 and Note No. 38 of Audited Annual Accounts of the Company for the financial year ended March 31, 2025.

#### **Detail(s) about Arm's Length Pricing/ Ordinary Course of Business**

The related party contract/transaction mentioned in this proposal meets the arm's length testing criteria and also qualifies as contract under ordinary course of business.

The said transactions have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members. None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are in anyway, except as mentioned above, is concerned or interested

## **ADHBHUT INFRASTRUCTURE LIMITED**

**CIN: L51503HR1985PLC121303**

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

either directly or indirectly, in the Resolution mentioned at Item No. 8 of the Notice. The Board recommends the Special Resolution set forth at Item No. 8 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice, except to the extent of their shareholding, if any.

### **ITEM NO. 9**

#### **MEMBERS APPROVAL FOR GIVING LOAN AND GUARANTEES OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY SPECIFIED PERSON UNDER SECTION 185 OF THE COMPANIES ACT, 2013**

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, business advance, advance for securing supplies of services/goods on a future date to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person.

However, in order to promote ease of doing business, the entire Section 185 of the Companies Act, 2013 has been substituted vide Companies (Amendment) Act, 2017 and the same was notified by the Ministry of Corporate Affairs on 7th May, 2018. In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement.

The management is of the view that the Company may be required to invest funds in joint ventures, strategic alliance and other entities in the normal course of its business, make business advances or otherwise, give guarantee or provide any security in connection with any loans/debentures/bonds etc. raised by its associate or wholly owned subsidiary or to any other body corporate(s) in which the Directors of the Company may be interested, as and when required.

Hence, as an abundant caution, the Board decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act to advance any loan, including any loan represented by book debt, to its subsidiary company(ies) (Indian or overseas) or other body corporate(s) in whom any of the Directors of the Company is interested or to give guarantee or provide any security in connection with any loans/debentures/bonds etc. raised by its subsidiary company(ies) (Indian or overseas) or other body corporate(s) in whom any of the Directors of the Company is interested to provide an aggregate amount not exceeding Rs. 5 crores (Rupees Five Crores only) during a financial year as approved by the shareholder of the Company under Section 185 of the Company Act, 2013 over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more.

The Board of Directors recommends resolution for approval of the members of the Company by way of passing a Special Resolution. None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice, except to the extent of their shareholding, if any.

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

**Sd/-  
Shivani Dixit  
(Company Secretary & Compliance Office)**

**Date : 20.08.2025  
Place: Gurugram**

**ADHBHUT INFRASTRUCTURE LIMITED****CIN: L51503HR1985PLC121303**

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

**DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT**

**Brief Profile of Directors pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meetings (SS-2) are as mentioned below:**

<b>Name of the Directors</b>	Mr. Mahir Bhadani	Mr. Rajiv Kapur Kanika Kapur
<b>Date of Birth/Age</b>	18-09-1999 / 26 years	16-10-1983/ 41 years
<b>DIN</b>	10622919	07154667
<b>Nationality</b>	Indian	Indian
<b>Date of the first appointment on the Board</b>	17.06.2025	09.01.2020
<b>Terms and Conditions of Appointment</b>	Appointment as Non-Executive Independent Director of the company	Appointment as Non-Executive Independent Director of the company
<b>Remuneration last draw (including sitting fees, if any) /Remuneration proposed to be paid</b>	As decided by the Board of Directors.	As decided by the Board of Directors.
<b>Relationship with other Directors, Manager and Key Managerial Personnel of the Company</b>	No Relation	No Relation
<b>Qualification(s)</b>	Mr. Mahir Bhadani is a commerce graduate	Ms. Kanika Kapoor is MBA graduate from Pondicherry
<b>Nature of Expertise</b>	He has over three years of corporate experience specializing in finance and general management	She has over ten years of corporate experience specializing in finance and accounts.
<b>Directorship of other Boards as on 31st July, 2024</b>	Three	Six
<b>Membership / Chairmanship of Committees of the other Boards (Includes only Audit &amp; Stakeholders Relationship Committee) as on July 31, 2024</b>	NIL	Eight
<b>Membership / Chairmanship of Committees of the other Boards (Includes only Audit &amp; Stakeholders Relationship Committee) as on July 31, 2024</b>	NIL	Eight
<b>Shareholding in Adhbhut Infrastructure Limited (Including Beneficial Ownership)</b>	NIL	NIL

## ADHBHUT INFRASTRUCTURE LIMITED

**CIN: L51503HR1985PLC121303**

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<b>Listed entities from which the Director has resigned in the past three years</b>	NIL	NIL
<b>Number of meetings of the Board attended during the</b>	NIL	NIL

## **ADHBHUT INFRASTRUCTURE LIMITED**

**CIN: L51503HR1985PLC121303**

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### **FOR THE ATTENTION OF MEMBERS**

1. Members are requested to intimate and/or update changes, if any, pertaining to their name and KYC details such as postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, bank details such as, name of the bank, branch details, bank account number, MICR code, IFSC code, etc.
  - i. For shares held in electronic form: to their Depository Participants (DPs).
  - ii. For shares held in physical form: to the Company's Registrar & Share Transfer Agent (RTA), in prescribed Form ISR-1 and other forms pursuant to the SEBI Circular No. SEBI/HO/MIRSD/MIRSDPoD- 1/P/CIR/2023/ 37 dated 16 March 2023. The Company has already sent letters to all the shareholders for furnishing the required details to RTA. Members may access the said Letter and relevant Forms available on the website of the Company at [www.adhbhutinfra.in](http://www.adhbhutinfra.in).

Members may note that effective from 1<sup>st</sup> October 2023, any service request or complaint received from the Member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. The Folios wherein any of the above cited documents/ details are not available on or after 1 October 2023, shall be frozen by RTA. Frozen Folios shall be converted to normal status upon receipt of the above documents/ details or dematerialization of Shares.

2. Members may note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2023/8 dated 25 January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests i.e.-Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR — 4, the format of which is available on the website of the Company. It may be noted that after 1 October, 2023 any service request can be processed only after the Folio is KYC Compliant.
3. SEBI vide its notification dated 24 January 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company's RTA for assistance in this regard.
4. Members are requested to quote their Folio No. / DP ID- Client ID and details of shares held in physical/ dematerialised forms, e-mail IDs and Telephone / Fax Nos. for prompt reply to their communications.
5. SEBI vide its Circular dated 30 May 2022, has prescribed Standard Operating Procedures for dispute resolution under the Stock Exchange arbitration mechanism for a dispute between a Listed Company and/ or RTA and its Shareholders.

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

### ROUTE MAP

**ROUTE MAP OF THE VENUE OF FORTIETH (40TH) ANNUAL GENERAL MEETING (AGM) TO BE HELD ON TUESDAY, 16TH DAY OF SEPTEMBER 2025 AT 11:00 A.M AT THE REGISTERED OFFICE OF THE BEGAMPUR KHATOLA, KHANDSA, NEAR KRISHNA MARUTI, BASAI ROAD, GURGAON, ARJUN NAGAR, HARYANA, INDIA, 122001**



[https://www.google.com/maps/search/Begampur+Khatola,+Khandsa,+Near+Krishna+Maruti,+Gurgaon+Basai+Road,+Haryana-122001./@28.4104774,76.9824413,14z?entry=ttu&g\\_ep=EgoyMDI1MDcyMS4wIjKXMDSoASAFQAw%3D%3D](https://www.google.com/maps/search/Begampur+Khatola,+Khandsa,+Near+Krishna+Maruti,+Gurgaon+Basai+Road,+Haryana-122001./@28.4104774,76.9824413,14z?entry=ttu&g_ep=EgoyMDI1MDcyMS4wIjKXMDSoASAFQAw%3D%3D)



## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

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### BOARD'S REPORT

To,  
The Members of  
**Adhbhut Infrastructure Limited**

Your Directors are pleased to present the fortieth (40<sup>th</sup>) Annual Report of the Company's business and operations, together with the audited financial statements and Independent Auditors Report thereon for the financial year ended March 31, 2025.

#### 1. FINANCIAL PERFORMANCE

The financial statements for the financial year ended March 31, 2025, forming part of this Annual Report, have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs.

Key highlights of financial performance of your Company for the financial year 2024-25 are provided below:

(Amount in Lacs)

Particulars	31.03.2025 (Audited)	31.03.2024 (Audited)
Revenue from Operations	82.62	255.75
Other Income	0.85	24.15
<b>Total Income</b>	<b>83.47</b>	<b>279.90</b>
Employee Benefit Expense	10.12	11.80
Finance Cost	27.08	24.75
Depreciation and Amortization Expenses	105.24	104.74
Other Expenses	36.19	31.40
<b>Total Expenses</b>	<b>178.63</b>	<b>172.69</b>
<b>Profit / (Loss) before Tax &amp; Exceptional Items</b>	<b>(95.17)</b>	<b>107.21</b>
Exceptional items	-	-
<b>Profit before tax</b>	<b>(95.17)</b>	<b>107.21</b>
<b>Tax Expense</b>	<b>(30.86)</b>	<b>19.94</b>
<b>Profit before Comprehensive income</b>	<b>(64.31)</b>	<b>87.27</b>
Other Comprehensive Income	-	-
<b>Profit/(Loss) for the Year</b>	<b>(64.31)</b>	<b>87.27</b>
<b>EPS</b>	<b>(0.58)</b>	<b>0.79</b>

#### 2. TRANSFER TO RESERVES

During the year under review, The Company has not transfer any amount under the head Reserve in the Financial Statements for the Financial Year ended March 31, 2025.

#### 3. CHANGE IN THE NATURE OF BUSINESS

There was no change in the nature of business of the Company during the financial year ended on March 31, 2025.

#### 4. DIVIDEND

In view of losses incurred during the period under review, the Board of Directors has not recommended any dividend for Financial Year 2024-25.

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

### 5. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

As per Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, all the shares in respect to which dividend has remained unclaimed/unpaid for a period of seven consecutive year or more are required to transfer in the name of IEPF, but the company is not required to be transferred any amount to the IEPF established by the Central Government as the company has not declared any dividend for any financial year.

### 6. REVIEW OF OPERATIONS:

During the year under review, the Company's Revenue from Operations is Rs. 82.62 Lacs as compared with Rs. 255.75/- Lacs- in the previous financial year. The Company has incurred loss during the year (i.e. 2024-2025) of Rs. 64.31 Lacs as compared to profit of Rs. 87.27/- Lacs in the Previous Year (i.e. 2023-2024).

The Company continued to operate in the business of Real Estate on several financial and corporate issues and there was no change in business activities. There are no material changes or commitments affecting the financial position of the company which have occurred between the end of the financial year and the date of this Report.

### 7. CAPITAL STRUCTURE OF THE COMPANY

During Financial Year 2024-25, there was no change in the authorised share capital and Paid share Capital of the Company.

The Share Capital Structure of the Company is categorized into two classes:-

S. No	Particulars	Equity Shares	1% Non Convertible Non-Cumulative Redeemable Preference Shares
1.	Authorised Share Capital	1,10,00,000	15,00,000
2.	Paid Up Share Capital	1,10,00,000	15,00,000
3.	Value per Share	10	10

During the period under review, your company has not raised any funds through public issue, rights issue, bonus issue or preferential issue etc. and has neither issued any shares with differential voting rights nor issued any sweat equity shares.

### 8. DEMATERIALISATION AND LISTING

The equity shares of the Company are admitted to the depository system of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on 31st March, 2025, 1,00,12,214 Equity Shares representing 91.020 % of the Equity Share Capital of the Company are in dematerialized form. The Equity Shares of the Company are compulsorily traded in dematerialized form as mandated by the Securities and Exchange Board of India (SEBI). The International Securities Identification Number (ISIN) allotted to the Company with respect to its Equity Shares is INE578L01014.

The Equity shares of the Company are listed on BSE Limited.

### 9. RECONCILIATION OF SHARE CAPITAL AUDIT

As per the directive of the Securities & Exchange Board of India, the Reconciliation of Share Capital Audit was carried out on quarterly basis for the quarter ended June 30th, 2024, September 30th, 2024, December 31st, 2024 and March 31st, 2025 by a Company Secretary in Practice. The purpose of the audit was 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 respect to admitted, issued and paid up capital of the Company.

The aforesaid Reports of Reconciliation of Share Capital were submitted to the BSE Limited, where the equity shares of the Company are listed.

### 10. FINANCIAL STATEMENTS OF THE COMPANY

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

The Financial Statement of the Company for the FY 2024-2025 are prepared in compliance with the applicable provisions of the Act, Accounting Standards and other applicable provisions of the companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the SEBI (Listing Regulation)).

The Audited Financial Statement along with Auditor Report for the FY 2024-2025 into consideration have been annexed to the Annual Report and also made available on the website of the Company which can be accessed at <https://adhbhutinfra.in/>.

### 11. PUBLIC DEPOSITS:

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

### 12. CHANGE IN REGISTERED OFFICE

During the previous year, the company shifted its registered office from the State of Delhi to the State of Haryana. This change was noted by the Board of Directors at their meeting held on 4th April 2024.

### 13. MEETING OF BOARD OF DIRECTOR

The Board met six (6) times during the FY 2024-25. The details of composition of Board of Directors and its Committees, meetings held during the year and other relevant information are included in the Corporate Governance Report, which forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 & SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with relevant relaxations granted by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI).

### 14. MEETING OF COMMITTEES

The Audit committee met Four (4) times during the FY 2024-25, Nomination and Remuneration Committee met Two (2) times during FY 2024-25 and Stakeholder Relationship Committee met once during the FY 2024-25. The details of composition of Committees, meetings held during the year and other relevant information are included in the Corporate Governance Report, which forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 & SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with relevant relaxations granted by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI).

### 15. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

All arrangements/ transactions entered into by the Company with its related parties during the year were in the ordinary course of business and on an arm's length basis. During the year, the Company has not entered into any arrangement/transaction with related parties which could be considered material in accordance with the Company's Policy on Related Party Transactions, read with the Listing Regulations and the disclosure of related party transactions In accordance with Section 134(3) (h) of the Companies Act, 2013 read with Rule 8(2) of Companies (Accounts) Rules, 2014, the particulars of contracts or arrangements with related parties, referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2 is attached as **Annexure I** to this Report.

Details of the Related Party Transactions, as required under Listing Regulations and the relevant Accounting Standards are given in Note No. 27 to the Financial Statements.

The Related Party Transaction Policy is available on the Company's website under the web link [www.adhbhutinfra.in](http://www.adhbhutinfra.in).

### 16. AUDITORS AND THEIR REPORT

#### A. STATUTORY AUDITORS

M/s Chatterjee & Chatterjee, (Firm Registration No. 001109C), Chartered Accountants, were appointed as Statutory Auditors of the Company for a period of five years by the members of the Company and they will continue to hold office till the conclusion of the 42<sup>nd</sup> AGM to be held in the year 2027.

The Statutory Auditors' Report on the Standalone Financial Statements of the Company for the financial year ended March 31, 2025 forms part of this Annual report and the observations of the Statutory Auditors, when read together with the relevant notes to accounts and accounting policies are self-explanatory and therefore do not call for any

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

further comments. The Audit report for the FY 2024-25 does not contain any qualification or adverse remarks.

During the year, the Statutory Auditors had not reported any matter under Section 143(12) of the Companies Act, 2013. Therefore, no detail is required to be disclosed under Section 134(3) (ca) of the Companies Act, 2013.

### B. SECRETARIAL AUDITORS AND THEIR REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s S Khurana and Associates, Practicing Company Secretaries (CP No. 13212) to undertake the Secretarial Audit of the Company for the Financial Year ended on March 31, 2025. The Secretarial Audit Report in Form MR-3 is annexed herewith as **Annexure II**, which forms an integral part of this report.

During the year, the Secretarial Auditors had not reported any matter under Section 143(12) of the Companies Act, 2013. Therefore, no detail is required to be disclosed under Section 134(3) (ca) of the Companies Act, 2013.

The said report contain following observations on which management comments are as under:

The composition of Board of Directors and committees thereof of the Company was generally constituted. There are adequate systems and processes found in the Company commensurate with the size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. However, there is business revenue in the Company, total income comprises of income from real estate activities.

As per the records, the Company has generally filed all the forms, returns, documents and resolutions as were required to be filed with the Registrar of Companies and other authorities and all the formalities relating to the same is in compliance with the Act, subject to the observation(s) in this report.

### MANAGEMENT COMMENTS:-

We at Adhbhut have done the compliances as per all the applicable laws and will continue to do the same.

### Secretarial Compliance Report

Pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s S Khurana and Associates, Company Secretaries in practice has given the Secretarial Compliance Report of the Company for the financial year 2024-25.

### C. COST AUDITOR

During the period under review, provision regarding the appointment of Cost Auditor & maintaining the Cost Records pursuant to the provision of Section 148 of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014, is not applicable on the company

### D. INTERNAL AUDITOR

Pursuant to the provisions of Section 138 of the Companies Act, 2013, read with the rules made there under, the Board of Directors had appointed M/s Ritu Jain & Co., Practicing Chartered Accountants (FRN: 013529N) to undertake the Internal Audit of the Company for the Financial Year ended on March 31, 2025.

### 17. SUBSIDIARY, JOINT VENTURE & ASSOCIATE COMPANIES

During the year under review as on March 31, 2025, the company does not have any subsidiary, Joint Venture and associates company.

### 18. CORPORATE GOVERNANCE REPORT

The Directors adhere to the requirements set out by the Securities and Exchange Board of India's Corporate Governance practices and have implemented all the stipulations prescribed. Secretarial compliances, reporting, intimations etc. under the Companies Act, 2013, SEBI Regulations and other applicable laws, rules and regulations are noted in the Board/Committee Meetings from time to time. The Company has implemented several best corporate governance practices.

The Corporate Governance Report as stipulated under Regulation 34(3) and other applicable Regulations read with Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Report.

**ADHBHUT INFRASTRUCTURE LIMITED****CIN: L51503HR1985PLC121303**

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

**19. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

As on 31.03.2025, Composition of Board and KMPs were as under:

NAME	DESIGNATION
Mr. Mr. Anubhav Dham	Managing Director
Mr. Manoj Kumar	Non-Executive & Independent Director
Ms. Rajiv Kapur Kanika Kapur	Independent Director
Mr. Srikant	Non-Executive & Independent Director
Mr. Sanjay Sharma	Non-Executive & Independent Director
Mr. Amman Kumar	Non-Executive & Non-Independent Director
Mr. Subir Kumar Mishra	Chief Financial Officer

**Appointments & Cessations during the Financial Year 2024-25:**

SR. NO.	NAME	DESIGNATION	CHANGE
1.	Mr. Vipul Gupta	Independent Director	Resigned from the Position of Non-Executive- Independent Director on June 25, 2025 due to personal

Mr. Vipul Gupta has resigned from the Position of Independent director of the Company as on June 25, 2024 due to personal reasons and Board places on record its appreciation for their continuous support, guidance and contribution during their tenure as an Independent Directors on the Board of the Company.

There was no material reason regarding the resignation of the Independent Directors and the confirmation regarding the same as received from the Independent Director was already submitted at [www.bseindia.com](http://www.bseindia.com).

**Appointments & Cessations after the end of Financial Year i.e., March 31, 2025 till the date of this Report:**

SR. NO.	NAME	DESIGNATION	CHANGE
1	Ms. Shivani Dixit	Company Secretary & Compliance Officer	Appointed as Company Secretary & Compliance Officer w.e.f. May 29, 2025.
2.	Mr. Amman Kumar	Additional Director (Non-Executive - Non Independent Director)	Resigned from the Position of Non-Executive- Non Independent Director on June 5, 2025 due to personal reasons
3.	Mr. Mahir Bhadani	Non- Executive - Independent Director	Appointed as Non-Executive & Independent Director on the Board of the Company with effect from June 17, 2025

Mr. Amman Kumar has resigned from the Position of Non-Executive director of the Company as on June 5, 2025 due to personal reasons and Board places on record its appreciation for their continuous support, guidance and contribution during their tenure as Non-Executive Directors on the Board of the Company.

There was no material reason regarding the resignation of the Non-Executive Directors and the confirmation regarding the same as received from the Non-Executive Director was already submitted at [www.bseindia.com](http://www.bseindia.com).

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

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### 20. INDEPENDENT DIRECTORS AND THEIR MEETING

The Company has received disclosures from all the Independent Directors that they fulfill conditions specified under Section 149(6) of Companies Act, 2013 and Regulation 16(1) (b) of SEBI (LODR) Regulations, 2015 and are Independent of the Management. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)

(b) of the SEBI (LODR) Regulations, 2015 and possess high integrity expertise and experience including the proficiency required to discharge the duties and responsibilities as Directors of the Company.

All the Independent Directors of the Company as on 31.03.2025 have registered themselves in the data bank of Independent Directors pursuant to the provisions of the Companies (Appointment & Qualifications of Directors) Rules, 2014. The details of Independent Director's meeting have been included in the Corporate Governance Report forming part of Annual Report.

Independent Directors meet at least once in a financial year without the presence of Executive Directors or Management Personnel. Such meetings are conducted to enable the Independent Directors to discuss matters pertaining to the Company's Affairs and put forth their views. During the year under review, one meeting of the Independent Directors was held on 13<sup>th</sup> February, 2025 where all the independent directors were present.

### 21. RETIREMENT BY ROTATION

In accordance with the provisions of Section 152 of the Act, Mr. Anubhav Dham (DIN: 02656812), Non-Executive, Non Independent Director of the Company is retiring by rotation from the position of Director, at the ensuing Annual General Meeting and is eligible for reappointment.

### 22. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 ('IBC')

During the financial year under review, neither any application is made by the Company, nor is any proceeding pending against the Company under Insolvency and Bankruptcy Code, 2016.

### 23. COMPLIANCE OF THE SECRETARIAL STANDARDS

The Board confirms that, during the period under review, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) as amended from time to time.

### 24. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The Directors have prepared the annual accounts on a going concern basis; and
- The Directors, have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively;
- The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### 25. FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS

As per requirement under the provisions of Section 178 of the Companies Act, 2013 read with Companies (Meeting of the Board and its powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements)

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

Regulations 2015. Your Company has adopted a familiarization programme for Independent Directors to familiarise them with the Company, their role, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model, management structure, industry overview, internal control system and processes, risk management framework, functioning of various divisions and HR Management etc.

Your company aims to provide the insight into the Company to its Independent Directors enabling them to contribute effectively. The Company arranges site visit for the Directors, giving them insight of various projects and Directors are also informed of various developments relating to the industry on regular basis and are provided with specific regulatory updates from time to time.

Details of the familiarization programme of the Independent Directors are available on the website of the Company [www.adhbhutinfra.in](http://www.adhbhutinfra.in).

### 26. BOARD EVALUATION

The Company has devised a policy for performance evaluation of Independent Directors, Chairman, Board, Board Committees and other Individual Directors, which include the criteria for performance evaluation of the Non-Executive Directors and Executive Directors.

Based on the policy for performance evaluation of Independent Directors, the Board, Board Committees and other individual Directors, a process of evaluation was followed by the Board for its own performance and that of its Committees and individual Directors.

The statement indicating the manner, in which, formal annual evaluation of the Directors, the Board and Board level Committees was carried out, are given in detail in the report on Corporate Governance, which forms part of this Annual Report. The Nomination & Remuneration policy may be accessed on the Company's website at [www.adhbhutinfra.in](http://www.adhbhutinfra.in).

### 27. POLICY ON APPOINTMENT AND REMUNERATION

Pursuant to Section 178(3) of the Companies Act 2013, the Nomination and Remuneration Committee of the Board has framed a policy for selection and appointment of Directors and senior management personnel, which inter alia includes the criteria for determining qualifications, positive attributes and independence of a Director(s)/ Key Managerial Personnel and their remuneration. The nomination and remuneration policy is available on the website of the Company ([www.adhbhutinfra.in](http://www.adhbhutinfra.in)).

### 28. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place adequate financial control system and framework in place to ensure: -

1. The orderly and efficient conduct of its business;
2. Safeguarding of its assets;
3. The prevention and detection of frauds and errors;
4. The accuracy and completeness of the accounting records; and
5. The timely preparation of reliable financial information.

The same is subject to review periodically by the internal auditor for its effectiveness. The management has established internal control systems commensurate with the size and complexities of the business.

The internal auditors of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company. The Board regularly reviews the effectiveness of controls and takes necessary corrective actions where weaknesses are identified as a result of such reviews. This review covers entity level controls, process level controls, fraud risk controls.

The internal control manual provides a structured approach to identify, rectify, monitor and report gaps in the internal control systems and processes. To maintain its objectivity and independence, the internal audit function reports to the chairman of the Audit Committee and all significant audit observations and corrective actions are presented to the Committee. Accordingly, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2024-25.

## **ADHBHUT INFRASTRUCTURE LIMITED**

**CIN: L51503HR1985PLC121303**

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### **29. EXTRACT OF ANNUAL RETURN**

Pursuant to Section 92(3) read with Rule 12 of the Companies (Management and Administration) Rules, 2014 and Section 134(3)(a) of the Companies Act, 2013, the copy of Annual Report in form MGT-7 is available at the official website of the Company i.e. [www.adhbhutinfra.in](http://www.adhbhutinfra.in).

### **30. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

As the Company is not having net worth of rupees five hundred Crores or more, or turnover of rupees one thousand crores or more or a net profit of rupees five crores or more during any financial year, the Company is not required to comply with the provisions of Section 135 of the Companies Act, 2013 with the regard to the formation of the CSR Committee and undertaking of Social Expenditure as required under the said Section.

### **31. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT**

Your Company is engaged in the business of providing infrastructure facilities i.e. housing, real estate development etc. The provisions of Section 186 of the Companies Act, 2013 are not applicable on the Company except sub section (1). The Company is in compliance of the provisions of sub section (1) of Section 186 of the Companies Act, 2013.

### **32. MANAGEMENT DISCUSSION AND ANALYSIS**

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A separate section on Management Discussion and Analysis for the year ended March 31, 2025 forms an integral part of this Annual Report.

### **33. PARTICULARS OF EMPLOYEES**

Pursuant to the provisions of Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, details of the Employees are set out in **Annexure III**.

### **34. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING / OUTGO:**

Provisions of Section 134(3) (m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 pertaining to Conservation of Energy, Research & Development, Technology Absorption are not applicable to the Company.

During the period under review, the Company has neither earned or expense any foreign currency.

### **35. CERTIFICATE ON CORPORATE GOVERNANCE**

The requisite Certificate received from the Secretarial Auditors of the Company, M/s S. Khurana & Associates, in respect of compliance with the conditions of Corporate Governance as stipulated under Regulation 34(3) read with Clause E of Schedule V of the SEBI (LODR) Regulations, 2015, is attached and forms part of the Annual Report.

### **36. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

During the period under review, the Directorate of Enforcement, Gurugram, under Section 5 of Prevention of Money Laundering Act, 2002 has passed an order to attach the Shares or any other Securities held directly or indirectly by Promoter/Promoter Group of the Company on Provisional Basis.

The said Order does not have any impact on the Operations or financial position of the Company.

### **37. PREVENTION OF INSIDER TRADING**

In view of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, your Company has adopted the code of conduct to regulate, monitor & report insider-trading activities. The said code is available on website of the Company i.e. [www.adhbhutinfra.in](http://www.adhbhutinfra.in). All Board of Directors and the designated person have confirmed compliance with the code.



## **ADHBHUT INFRASTRUCTURE LIMITED**

**CIN: L51503HR1985PLC121303**

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### **38. WHISTLE BLOWER POLICY/VIGIL MECHANISM**

The Company has formed a Whistle Blower Policy for establishing a Vigil Mechanism for Directors and Employees in Compliance with Section 177(9) of the Act and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements).

Regulations, 2015 to report genuine concerns regarding unethical behavior and mismanagement, if any. It aims at providing avenues for employees to raise complaints and to receive feedback on any action taken and seeks to reassure the employees that they will be protected against victimization and for any whistle blowing conducted by them in good faith. The policy is intended to encourage and enable the employees of the Company to raises serious concerns within the organization rather than overlooking a problem or handling it externally.

The Company is committed to the highest possible standard of openness, probity and accountability. It contains safe guards to protect any person who uses the Vigil Mechanism by raising any concern in good faith. The Company protects the identity of the whistle blower, if the whistle blower so desires, however the whistle blower needs to attend any disciplinary hearing or proceedings as may be required for investigation of the complaint. The mechanism provides for a detailed complaint and investigation process.

If circumstances so require, the employee can make a complaint directly to the Chairman of the Audit Committee. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice. The said Whistle Blower Policy has been disseminated on the Company's website at [www.adhbhutinfra.in](http://www.adhbhutinfra.in).

### **39. POLICY ON SEXUAL HARASSMENT**

During the period under review, The Company has placed an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All women employees (permanent, contractual, temporary, trainees) are covered under this policy. During the period 2024-25, no complaints was received by the committee.

### **40. RISK MANAGEMENT**

The Company has developed and implemented a Risk Management framework. The details of elements of risk are provided in the Management Discussion and Analysis Report attached as annexure to this Annual Report.

### **41. INVESTOR RELATIONS**

Your Company always endeavors to promptly respond to shareholders' requests/grievances. Each and every issue raised by the shareholders is taken up with utmost priority and every effort is made to resolve the same at the earliest. The Stakeholders Relationship Committee of the Board periodically reviews the status of the redressal of investors' grievances.

### **42. STATEMENT CONCERNING ABOUT COMPLIANCE OF PROVISION RELATING TO THE MATERNITY BENEFIT ACT 1961**

Pursuant to the provisions of Section 134 of the Companies Act, 2013 read with applicable rules, the Board of Directors hereby states that the Company has duly complied with the provisions of the Maternity Benefit Act, 1961, as amended from time to time.

The Company ensures that all eligible women employees are extended maternity benefits in accordance with the provisions of the Act, including paid maternity leave, medical bonus, protection from dismissal during maternity leave, and provision of crèche facilities (where applicable). The Company maintains a workplace that is inclusive, supportive, and in full compliance with applicable labor laws.

The internal policies and procedures of the Company are regularly reviewed to ensure adherence to statutory requirements and to support the wellbeing of women employees during maternity and post-maternity periods.

## **ADHBHUT INFRASTRUCTURE LIMITED**

**CIN: L51503HR1985PLC121303**

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### **43. ACKNOWLEDGEMENT**

Your Directors would like to express their sincere appreciation for assistance and co-operation received from the vendors and stakeholders including financial institutions, banks, Central & State Government Authorities, other business associates, who have extended their valuable sustained support and encouragement during the year under review.

Your Directors are thankful to the shareholders and customers for their continued patronage. Your Directors also commend the continuing commitment and dedication of the employees at all levels, which has been critical for the Company's success. The Directors look forward for their continued support in future.

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

**Date : 12.08.2025  
Place: Gurugram**

**Sd/-  
Anubhav Dham  
DIN: 02656812  
(Chairman cum Managing Director)**

# ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

## FORM NO. MR - 3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2025

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

#### The Members

Adhbhut Infrastructure Limited

CIN: L51503HR1985PLC121303

Begampur Khatola, Near Krishna Maruti,  
Basai Road, Gurgaon – 122001, Haryana

I have conducted the secretarial audit of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **ADHBHUT INFRASTRUCTURE LIMITED** (hereinafter referred as 'the Company'), having its Registered Office at **Begampur Khatola, Near Krishna Maruti, Basai Road, Gurgaon – 122001, Haryana listed on BSE Limited ("BSE")**. The Secretarial Audit conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the Company has Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

- I. The Companies Act, 2013 ('the Act') and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder with regard to dematerialisation/rematerialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations are not applicable during the period under review as there were no transactions relating to Foreign Direct Investment, Overseas Direct Investment, and External Commercial Borrowings; **[Not Applicable as the Company has not entered into any FDI transaction or Overseas Direct Investment and External Commercial Borrowings during the period under review];**
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
  - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The 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 period under review];**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations,

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

2021 **[Not applicable as the Company has not issued any non-convertible securities during the period under review]**;

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued **[Not Applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent]**;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **[Not applicable as the Company has not delisted/proposed to delist its equity shares from any Stock Exchange during the period under review]** and
- (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 **[Not applicable as the Company has not bought back/proposed to buy-back any of its securities during the period under review]**.

VI. The other laws as informed and certified by the management of the company specifically applicable to the company based on specific industry/sector:

1. Air (Prevention and Control of Pollution) Act, 1981 and the rules and standards made thereunder.
2. Water (Prevention and Control of Pollution) Act, 1974 and Water (Prevention and Control of Pollution) Rules, 1975
3. Environment Protection Act, 1986 and the rules, notifications issued thereunder.
4. Factories Act, 1948 and other allied State Law(s).
5. Real Estate (Regulation and Development) Act, 2016.

For the compliances of Environmental Laws, Labour Laws & other General Laws, my examination and reporting is based on the documents, records and files as produced and shown to me and the information and explanations as provided to me, by the officers and management of the Company and to the best of our judgment and understanding of the applicability of the different enactments upon the Company, in my opinion there are systems and processes exist in the Company to monitor and ensure compliance with applicable Environmental Laws, Labour Laws & other General Laws. However, strengthening w.r.t timelines is advised.

The compliance by the Company of applicable Financial Laws, like Direct and Indirect Tax Laws, have not been reviewed in this audit since the same have been subject to review by the statutory auditor and other designated professionals.

**I have also examined compliance with the applicable clauses of the following:**

1. Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India. **However, the stricter applicability of the Secretarial Standards is to be observed by the Company.**
2. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR), 2015"].
3. General Circular's issued by the Ministry of Corporate Affairs to hold Extra-Ordinary General Meetings/ Annual General Meetings through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India for dispensation of dispatching the physical copies of Annual Reports"

During the period under review, the Company had complied with the provisions of the Act, rules, regulations, guidelines, standards, etc. mentioned above, subject to the following observations:

- **The Company has not appointed Company Secretary and Compliance Officer for the entire reporting period as required under Section 203 of the Companies Act, 2013 read with Regulation 6 of SEBI (LODR), 2015. However, the default was made good by appointing Ms. Shivani Dixit as Company Secretary and Compliance officer of the Company with effect from May 29, 2025.**

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

- ***The Company had convened the Annual General Meeting for the Financial Year 2019-20 on October 25, 2021 which was beyond the due date as prescribed. However, the compounding of the said default under section 96 read with Section 441 of the Companies Act, 2013 is still under process and has not yet started.***

### **I further report that**

- The composition of Board of Directors and committees thereof of the Company was generally constituted. There are adequate systems and processes found in the Company commensurate with the size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- As per the records made available to me, the Company has generally filed the forms (with and without additional fee, where ever applicable), returns, documents and resolutions as were required to be filed with the Registrar of Companies and other authorities and the formalities relating to the same is generally in compliance with the Act, subject to the observation(s) in this report.
- Generally, to the extent possible, notice(s) of the Board Meetings, agenda, detailed notes on agenda, draft minutes were sent to the directors in accordance with the applicable rules and provisions. The Company in its meeting of the Board of Directors held on April 03 2023 waived off the right to receive signed copy of minutes by the directors.
- "As per the signed minutes, all the decisions of the Board and Committee Meetings were carried through unanimously and there is no minuted instance of dissent in Board or Committee meetings."

**I further report that** Certain immovable properties held in the name of the Company and shares held by the promoter Company have been provisionally attached by the Deputy Director, Gurugram Zonal office, Director of Enforcement, New Delhi in alleged contravention of Violation under Prevention Laundering Act, 2002 vide order no. 09/2024 dated 13.09.2024. As per the information provided by the management, the said Order does not have impact on the business or running operations of the Company. The Secretarial, legal or financial impact of the order, if any, is not ascertainable as on date of this report.

**I further report that** during the audit period the Company had the following event(s) /action(s) having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

- Mr. Vipul Gupta Resigned from the Position of Non- Executive- Independent Director on June 25, 2024.
- Mr. Manoj Kumar was appointed as additional director by the Board of the Company and was regularized in the Annual General Meeting held on September 30, 2024.
- The Company has incurred heavy net losses for the reporting period resulting in erosion of its net worth which indicates material uncertainty about the Company's ability to continue as a going concern.

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

**CS Sachin Khurana**  
**Proprietor**  
**FCS: 10098; C.P. No.: 13212**  
**UDIN: F010098G000958507**

**Date: August 07, 2025**  
**Place: New Delhi**

**Note: This report is to be read with 'Annexure I' attached herewith and forms an integral part of this report.**

**Annexure - I**

**To,**

## **ADHBHUT INFRASTRUCTURE LIMITED**

**CIN: L51503HR1985PLC121303**

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

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### **The Members**

#### **Adhbhut Infrastructure Limited**

Our Secretarial Audit Report for the financial year ended **March 31, 2025** of even date is to be read along with this letter:

#### **Management's Responsibility**

1. It is the responsibility of management of the Company to maintain books and secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operating effectively.

#### **Auditor's Responsibility**

2. My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances. The verification was done on test basis to ensure that correct facts are reflected.
3. I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for me to provide a basis for my opinion. Further, I have relied upon the electronic versions of books and records of the Company as provided to me through online communication. I have conducted the online verification of the records as facilitated by the Company for the purpose of issuing this report
4. Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

#### **Disclaimer**

5. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company, which may or may not have financial impact.
6. There are inherent limitations of an audit which poses unavoidable risk of some misstatements even though the audit is performed as per the audit practices.
7. The contents of this report have to be read in conjunction with the reports furnished or to be furnished by any other auditor or authority with respect to the Company.
8. Matter(s) pending before any Statutory Authority or which are subject to final adjudication / order are not captured in this report till the time the same is disposed-off.
9. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted affairs of the Company.

**For S Khurana and Associates**

**Company Secretaries**

**FRN – I2014DE1158200**

**Peer Review No.: 6952/2025**

**CS Sachin Khurana**

**Proprietor**

**FCS: 10098; C.P. No.: 13212**

**UDIN: F010098G000958507**

**Date: August 07, 2025**

**Place: New Delhi**

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

### Annexure I

#### Form No. AOC-2

***[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014 as on March 31, 2025]***

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at arm's length basis – N/A**

- (a) Name(s) of the related party and nature of relationship– NA
- (b) Nature of contracts/arrangements/transactions – NA
- (c) Duration of the contracts/arrangements/transactions – NA
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any – NA
- (e) Justification for entering into such contracts or arrangements or transactions – NA
- (f) Date(s) of approval by the Board – NA
- (g) Amount paid as advances, if any: NA
- (h) Date on which the special resolution was passed in the General Meeting as required under the first proviso to Section 188 – NA

**2. Details of material contracts or arrangements or transactions at arm's length basis: NA**

- (a) Name(s) of the related party and nature of relationship: NA
- (b) Nature of contracts/arrangements/transactions: NA
- (c) Duration of the contracts/arrangements/transactions: NA
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: N/A
- (e) Date(s) of approval by the Board, if any: NA
- (f) Amount paid as advances, if any: NA

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

**Place: Gurugram**

**Date: 12.08.2025**

**Sd/-  
Anubhav Dham  
DIN: 02656812  
(Chairman cum Managing Director)**

**ADHBHUT INFRASTRUCTURE LIMITED****CIN: L51503HR1985PLC121303**

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

**Annexure III****PARTICULARS OF EMPLOYEES**

Particulars of employees for the year ended March 31, 2024 as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

1. Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2024-25.

Sr. No.	Name of Directors, Chief Financial Officer and Company Secretary	Ratio of remuneration of director to median remuneration of employees
1	Mr. Anubhav Dham	N.A
2	Mr. Subir Kumar Mishra	N.A
3	Ms. Rajiv Kapur Kanika Kapur-Independent Director	N.A
4	Mr. Sri Kant Director	N.A
5	Mr. Sanjay Sharma Director	N.A
6	Mr. Manoj Kumar	N.A
7	Mr. Vipul Gupta (resigned w.e.f. 25 June, 2024	N.A
8	Mr. Amman Kumar (resigned w.e.f. 5 June, 2025)	N.A
9	Mr. Mahir Bhadhani (appointed on 17 <sup>th</sup> June, 2025)	N.A
10	Ms. Shivani Dixit (appointed on 28 May, 2025)	N.A

During the Financial year ended March 31, 2025, no remuneration was paid to any Director (including Executive Directors). Therefore, the said ratio of remuneration of each Director to median remuneration of the employees of the Company is not applicable.

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary, in the financial year 2024-25.

Directors, Chief Financial Officer and Company Secretary	% Increase/decrease Remuneration in the Financial Year
Mr. Anubhav Dham	–
Mr. Subir Kumar Mishra, Chief Financial Officer	–
Ms. Rajiv Kapur Kanika Kapur-Independent Director	–
Mr. Sri Kant Director	–
Mr. Sanjay Sharma Director	–
Mr. Manoj Kumar	–
Mr. Amman Kumar (resigned w.e.f. 5 June, 2025)	N.A

3. The percentage increase in the median remuneration of employees in the financial year: - Nil  
 4. The number of permanent employees on the roll of the Company during the financial year: - 5  
 5. The Company affirms remuneration is as per the Remuneration Policy of the Company.  
 6. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: NIL

**By order of the Board,  
For Adhbhut Infrastructure Limited**

**Sd/-  
Anubhav Dham  
DIN: 02656812  
Chairman cum Managing Director**

**Date : 12.08.2025  
Place: Gurugram**



## ADHBHUT INFRASTRUCTURE LIMITED

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### **CORPORATE GOVERNANCE REPORT**

Corporate governance is about promoting fairness, transparency, accountability, commitment to values, ethical business conduct and considering all stakeholders' interest while conducting business. Your Director present you the Corporate Governance Report of the Company for the financial year ending 31<sup>st</sup> March 2025. In accordance with Regulation 34(3) read with clause "C" of Schedule "V" of the SEBI (Listing Obligation Disclosure Requirements) Regulation, 2015, (hereinafter referred to as 'the SEBI Listing Regulations') the details of compliance by the Company with the norms on Corporate Governance are as under:

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

The Board and Management of Adhbhut Infrastructure believe that operating at the highest levels of transparency and with emphasis on integrity, is integral to ethos of the Company. Our Managing Director Mr. Anubhav Dham established a culture which ensures that all its activities are for the mutual benefit of the Company and its stakeholders comprising customers, regulators, employees, shareholders as also the community at large. The Board ensured continuance of the legacy set in place with highest standards of accountability, transparency, social responsiveness, operational efficiency and ethics with the objective of consistent, competitive, sustainable growth and creation of value for stakeholders in the long term. The Board and Management of Adhbhut Infrastructure are committed to meet the aspirations of its stakeholders. Adhbhut Infrastructure practices sound corporate governance and upholds the highest business standards in conducting business. Being a value-driven organisation, the Company has always worked towards building trust with shareholders, employees, customers, suppliers and other stakeholders based on the principles of good corporate governance viz., integrity, equity, transparency, fairness, disclosure, accountability and commitment to values. The Company is committed to sound corporate governance practices as well as compliance with all applicable laws and regulations. Over the years, Adhbhut Infrastructure implemented governance practices that extend beyond the letter of the law. In doing so, the Company not only adopted practices mandated in the SEBI Listing Regulations but also incorporated the relevant non-mandatory compliances, strengthening its position as a responsible corporate entity.

#### **II. BOARD OF DIRECTORS**

The Board of Directors have ultimate responsibility for the management, general affairs, direction, performance and long-term success of business as a whole. The Board of Directors ('the Board') are responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long-term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board.

The Company has established systems, procedures and policies to ensure that its Board of Directors is well informed and well equipped to discharge its overall responsibilities and provide the management with the strategic direction catering to exigency of long-term shareholders value.

##### **a) Changes in the Composition of Board during Financial Year 2024-25**

The Board of Directors has an optimum combination of Executive and Non-Executive Directors with one independent women director having rich knowledge and experience in the industry for providing strategic guidance and direction to the Company.

As on March 31, 2025, the Board of Directors comprised of six Directors, which included One Executive Directors viz. Mr. Anubhav Dham, One Non-Executive & Non-Independent Directors, viz. Mr. Amman Kumar and Four Non-Executive & Independent Director viz. Ms. Rajiv Kapur Kanika Kapur, Mr. Sanjay Sharma, Mr. Srikant and Manoj Kumar.

Sr. no	Name of Director	Capacity	Nature of Change	Effective Date
1.	Vipul Gupta	Non-Executive Independent Director	Cessation	25.06.2024
2.	Manoj Kumar	Non-Executive Independent Director	Appointment	03.09.2024

## ADHBHUT INFRASTRUCTURE LIMITED

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### b) Attendance in meeting

During the period under review, six meetings of Board of Directors were held on 04.04.2024, 28.05.2024, 14.08.2024, 03.09.2024, 14.11.2024 and 13.02.2025. The necessary quorum was present for all the meetings. The required information i.e. name of Directors along with category, attendance at Board Meetings & last Annual General Meeting ("AGM"), name of other listed entities in which he/she is a director and the number of Directorships and Committee Chairmanships / Memberships held by them in other public limited companies as on March 31, 2025 are given herein below:

Name of Category of Director	Attendance of Board Meetings during FY 2024-25			No. of Directorship held in companies	No of Committee (Including Adhbhut Infrastructure Limited (Audit/SRC Committee))		Directorship in other listed Entity & Category of Directorship
	Board Meeting				Chairman	Member-ship	
	No. of Meeting held	No. of meeting Attended	Last AGM dated				
Mr. Anubhav Dham (Chairman & Whole Time Director)	6	6	Yes	2	0	2	<ul style="list-style-type: none"><li>● Gourmet Gateway India Limited</li><li>● Barista Coffee Company Limited</li></ul>
Mr. Amman Kumar (Non-Executive Director)	6	6	Yes	0	0	0	<ul style="list-style-type: none"><li>● None</li></ul>
Ms. Rajiv Kapur (Independent Director)	6	6	Yes	4	2	6	<ul style="list-style-type: none"><li>● Alliance Integrated Metaliks Limited (Independent Director)</li><li>● Newtime Infrastructure Limited (Independent Director)</li><li>● Rollatainers Limited (Independent Director)</li><li>● R T Packaging Limited</li></ul>
Mr. Vipul Gupta (Independent Director)	2	2	No	3	2	2	<ul style="list-style-type: none"><li>● Newtime Infrastructure Limited (Independent Director)-</li><li>● Rollatainers Limited (Independent Director)</li><li>● Alliance Integrated Metaliks Limited (Independent Director)</li></ul>
Mr. Sanjay Sharma (Independent Director)	6	6	Yes	3	2	2	<ul style="list-style-type: none"><li>● Newtime Infrastructure Limited (Independent Director)-</li></ul>

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							<ul style="list-style-type: none"> <li>● Rollatainers Limited (Independent Director)</li> <li>● R T Packaging Limited</li> </ul>
Mr. Sri Kant (Independent Director)	6	6	yes	5	4	0	<ul style="list-style-type: none"> <li>● Rollatainers Limited (Independent Director)</li> <li>● Alliance Integrated Metaliks Limited (Independent Director)</li> <li>● Bhushan Aviation Limited</li> <li>● Purple Wave Infocom Limited</li> <li>● Ninaniya Estate Limited</li> </ul>
Mr. Manoj Kumar (Independent Director)	3	3	No	1	0	0	<ul style="list-style-type: none"> <li>● Newtime Infrastructure Limited (Independent Director)</li> </ul>

### Notes:

1. This excludes directorship held in Private Companies, Foreign Companies and Companies formed under Section 8 of the Companies Act, 2013.
2. The Directorship/Committee membership is based on the disclosures received from the Directors and excludes foreign Companies. Further, chairmanship/ membership of only Audit and Investor Grievances Cum Stakeholders Relationship Committees are indicated.
3. As required under Regulation 26(1) of Listing Regulations and confirmed by directors, none of the Directors are: (i) member of more than 10 (ten) Committees; and (ii) Chairman of more than 5 (five) Committees.
4. None of the Directors is related to each other.
5. In Compliance of Regulation C(2)(f) of Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Non-Executive Director of the Company does not hold any number of share in the Adhbhut Infrastructure Limited.

c) **Matrix setting out the Skills/Expertise/Competence of Board of Directors, pursuant to Regulation C(2)(h)(i) of Schedule V of SEBI (LODR) Regulations, 2015, as on March 31, 2025:-**

Skills/Expertise/ Competence Required	Mr. Anubhav Dham	Mr. Amman Kumar	Ms. Rajiv Kapur Kanika Kapur	Mr. Manoj Kumar	Mr. Sanjay Sharma	Mr. Sri Kant
	Chairman & WholeTime Director	Non- executive Director	Independent Director	Independent Director	Independent Director	Independent Director
Sector Knowledge	Yes	Yes	Yes	Yes	Yes	Yes
Construction Management	Yes	Yes	–	–	–	–

## ADHBHUT INFRASTRUCTURE LIMITED

**CIN: L51503HR1985PLC121303**

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Operations Management	Yes	Yes	Yes	Yes	Yes	Yes
Sales & Marketing	Yes	Yes	–	Yes	Yes	Yes
Financial Planning & Analysis	Yes	Yes	–	Yes	Yes	Yes
Legal Knowledge	Yes	Yes	Yes	Yes	Yes	Yes
Planning & Allocation	Yes	Yes	Yes	Yes`	Yes	Yes
Risk Management	Yes	Yes	Yes	Yes	Yes	Yes
Digital Technology	Yes	Yes	Yes	–	–	–
Leadership Development	Yes	Yes	Yes	Yes	Yes	Yes
Human Resource Development	Yes	Yes	Yes	Yes	Yes	Yes
Corporate Governance	Yes	Yes	Yes	–	–	–
Investor Relations	Yes	–	Yes	Yes	Yes	Yes

### d) Independent Directors

The Company has received disclosures from all the Independent Directors that they fulfil conditions specified under Section 149(6) of Companies Act, 2013 and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015 and are Independent of the Management. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and possess high integrity expertise and experience including the proficiency required to discharge the duties and responsibilities as Directors of the Company and they are

Independent of the management. All the Independent Directors of the Company as on 31.03.2025 have registered themselves in the data bank of Independent Directors pursuant to the provisions of the Companies (Appointment & Qualifications of Directors) Rules, 2014.

During the year under review, the Independent Directors had one meeting being held on February 13, 2025 without the presence of any Non-Independent Director and members of the Management, inter alia:

“ To review the performance of Non-Independent directors, Chairman of the Company and the Board as a whole;

“ To assess the quality, quantity and timeliness of flow of information between the Company’s Management and the Board/Committee(s) that is necessary for the Board/Committee(s) to effectively and reasonably perform their duties;

### e) Familiarization Programme for Independent Directors

Pursuant to SEBI (LODR) Regulations, 2015, the Company has conducted the familiarization program for Independent Directors during the year under review. The familiarization program aims to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. The Company’s Policy of conducting the familiarisation Program has been disclosed on the website of the Company i.e. <https://www.adhbhutinfra.in/investor.php>.

### f) Role of the Company Secretary In Governance Process

The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed. Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision making at the meetings. Company Secretary is primarily responsible for assisting the Board in the conduct of affairs of the Company, to ensure compliance with the applicable statutory requirements and Secretarial Standards to provide guidance to Directors and to facilitate convening of meetings. Company Secretary Interfaces between the management and the regulatory authorities for governance matters. All the Directors of the Company have access to the advice and services of the Company Secretary.

### g) COMMITTEES OF THE BOARD

The Company has following Committees of the Board of Directors of the Company:

- a) Audit Committee
- b) Nomination & Remuneration Committee

## ADHBHUT INFRASTRUCTURE LIMITED

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### c) Investor Grievances cum Stakeholders Relationship Committee

The details of Committees are indicated below:

#### i. AUDIT COMMITTEE

##### Composition, Meetings and Attendance

The composition of the Audit Committee of the Company is in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (LODR) Regulations, 2015.

As on 31.03.2025, the Audit Committee is comprised of three Directors, among whom Mr. Sanjay Sharma serves as the Chairperson of the Committee, and Ms. Rajiv Kapur Kanika Kapur serves as a Member of the Committee as a Non-Executive & Independent Director and Mr. Amman Kumar is a Member of the Committee and holds the position of Non-Executive Director of the Company.

Mr. Vipul Gupta ceased to be member of the Committee from the closure of the business hours on 25<sup>th</sup> June, 2024 and the Mr. Sanjay Sharma was inducted as member of the Committee with effect from 26<sup>th</sup> June, 2024.

During the period year review, Four meeting of Audit Committee were held on 28.05.2024, 14.08.2024, 14.11.2024 and 13.02.2025. The requisite quorum was present in all meetings. The details of meetings held and attended by the members of the Committee during FY 2024-25 is given below:

Name & Category of Director	No of Meeting held (Entitled)	No. of Meeting attended
Mr. Vipul Gupta (Independent Director)	1	1
Ms. Sanjay Sharma (Independent Director)	3	3
Mr. Rajiv Kapur Kanika Kapur (Independent Director)	4	4
Mr. Amman Kumar (Non-Executive Director)	4	4

##### Notes:

1. \*Mr. Vipul Gupta was appointed as the Chairperson of the Audit committee in one meeting, after cessation Mr. Sanjay Sharma was appointed as the Chairperson of the Audit committee in all the three meetings.

##### Terms of Reference ('TOR') of the Audit Committee are as follows:

##### The Audit Committee shall mandatorily review the following information:

1. Management Discussion and Analysis of financial condition and results of operations.
2. Management letters / letters of internal control weaknesses issued by the statutory auditors.
3. Internal audit reports relating to internal control weaknesses.
4. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
5. Statement of deviations:
  - a) Half-yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - b) Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7).

##### Powers of the Audit Committee:

- a) Investigating any activity within its terms of reference;

## ADHBHUT INFRASTRUCTURE LIMITED

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- b) Seeking information from any employee;
- c) Obtaining outside legal or other professional advice; and
- d) Securing attendance of outsiders with relevant expertise, if it considers necessary.
- e) recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- f) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- g) examination of the financial statement and the auditors' report thereon;
- h) Approval or any subsequent modification of transactions of the company with related parties; Carrying out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 and rules made there under.

### Role of the Audit Committee:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a) Matters required to be included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
  - b) Changes, if any, in accounting policies and practices and reasons for the same.
  - c) Major accounting entries involving estimates based on the exercise of judgment by management.
  - d) Significant adjustments made in the financial statements arising out of audit findings.
  - e) Compliance with listing and other legal requirements relating to financial statements.
  - f) Disclosure of any related party transactions.
  - g) Modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the Quarterly, half yearly and annual financial statements before submission to the board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process.
8. Approval of any subsequent modification of transactions of the listed entity with Related Parties, including any subsequent modification thereof.
9. Scrutiny of inter-corporate loans and investments.
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary.
11. Evaluation of internal financial controls and risk management systems.
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

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14. Discussion with internal auditors on any significant findings and follow up there on.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
18. To review the functioning of the Whistle Blower mechanism.
19. Approval of appointment of Chief Financial Officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience & background, etc. of the candidate.
20. To overview the Vigil Mechanism of the Company and took appropriate actions in case of repeated frivolous complaints against any Director or Employee.
21. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
22. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
23. Reviewing annually the compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations 2015, and verifying that the systems for internal control under SEBI (Prohibition of Insider Trading) Regulations 2015 are adequate and are operating effectively.
24. Review the report by the Compliance Officer on the trading by the designated persons and immediate relatives of such designated persons under the provisions of the SEBI (Prohibition of Insider Trading) Regulations 2015.

### ii) **NOMINATION & REMUNERATION COMMITTEE**

#### **Composition, Meetings and Attendance**

The constitution, scope and powers of the Nomination & Remuneration Committee (NRC) of the Board of Directors are in accordance with the provisions of Section 178 of the Companies Act 2013 and Regulation 19 of the SEBI (LODR) Regulations.

As on 31.03.2025, NRC is comprised of three Directors, among whom Mr. Sanjay Sharma serves as the Chairperson of the Committee, and Ms. Rajiv Kapur Kanika Kapur serves as a Member of the Committee as a Non-Executive & Independent Director and Mr. Amman Kumar is a Member of the Committee and holds the position of Non-Executive Director of the Company.

Mr. Vipul Gupta ceased to be member of the Committee from the closure of the business hours on 25<sup>th</sup> June, 2024 and the Mr. Sanjay Sharma was inducted as member of the Committee with effect from 26<sup>th</sup> June, 2024

During the year under review, Two meeting of NRC was held on 28.05.2024 & 23.08.2023. The requisite quorum was present at the meeting. The details of meeting held and attended by the members of the Committee during FY 2024-25 is given below:

Name & Category of Director	No of Meeting held (Entitled)	No. of Meeting attended
*Mr. Vipul Gupta (Independent Director)	1	1
*Mr. Sanjay Sharma (Independent Director)	1	1

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

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Ms. Rajiv Kapur Kanika Kapur (Independent Director)	2	2
Mr. Amman Kumar (Non-Executive Director)*	2	2

### Notes:

- \* \*Mr. Vipul Gupta was appointed as the Chairperson of the committee in one meeting, after cessation Mr. Sanjay Sharma was appointed as the Chairperson in another meetings.

### The role of the Nomination and Remuneration Committee inter-alia includes the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees.
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - use the services of an external agencies, if required;
  - consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - Consider the time commitments of the candidates.
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
- Devising a policy on diversity of Board of Directors.
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.
- Carrying out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 and rules made there under.
  - The Nomination & Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.
  - Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
  - The Committee shall specify the manner for effective evaluation of performance of Board including Independent Director, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
  - The Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and
  - Recommend to the Board a policy, relating to the remuneration for directors, key managerial personnel and other employee including ESOP, pension rights and any other compensation payment.
  - The Nomination & Remuneration Committee shall also formulate the criteria for evaluate the balance of skills, knowledge and experience require for Independent Directors on the Board and on the basis of this, prepare a description of role and capabilities required for Independent Director.



## ADHBHUT INFRASTRUCTURE LIMITED

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For the purpose of identify the suitable candidates, the Committee may:

- a. Use the service of an external agencies, if required;
  - b. Consider candidates from a wide range of background, having due regard to diversify; and
  - c. Consider the time commitments of the candidates.
- The Nomination & Remuneration Committee shall recommend to the board, all remuneration, in whatever form, payable to senior management, Managerial person and Directors of the Company.
  - Framing the Employees Share Purchase Scheme / Employees Stock Option Scheme and recommending the same to the Board/ shareholders for their approval and implementation/administration & monitoring of the scheme approved by the shareholders.
  - Suggesting to Board/ shareholder's changes in the ESPS/ ESOS.
  - Devising a policy on diversify of Board of Directors.
  - The Nomination & Remuneration Committee shall also perform other functions/roles as may be specified/ prescribed/ applicable under the Companies Act, 2013, rules made thereunder, including any amendment and Listing regulations with the stock exchanges from time to time.
  - The Nomination & Remuneration Committee coordinates and oversees the annual self-evaluation of the Board and of individual Directors. It also reviews the performance of all the executive Directors on such intervals as may be necessary on the basis of the detailed performance parameters set for each executive Director. The Nomination & Remuneration Committee may also regularly evaluate the usefulness of such performance parameters, and make necessary amendments.

### Performance Evaluation Criteria for Independent Directors

The NRC Committee of the Board has laid down the evaluation criteria for evaluating the performance of the Independent Directors.

The performance evaluation of independent directors is carried out by the entire Board of Directors, on an annual basis, which includes an assessment of the following:

- Performance of the Directors; and
- Fulfilment of the independence criteria and their independence from the Management. In the above evaluation, the director who is subject to evaluation does not participate.

The Performance evaluation criteria for independent directors as decided by the member of Nomination and Remuneration Committee and took note by the Board of Directors available on the website of the Company i.e. [www.adhbhutinfra.in](http://www.adhbhutinfra.in).

**Stakeholder are requested to download the same from the above mentioned website.**

### Remuneration of Directors

The remuneration of Executive Directors is fixed by the Board of Directors upon the recommendation of Nomination and Remuneration committee and approved by the members of the Company. During the year 2024-25, the Company has paid sitting fees to its non-executive Independent directors of the Board. The remuneration paid to Directors is in compliance to the provisions of the Companies Act, 2013.

The Criteria of making payments to the directors is mentioned in the remuneration Policy of the Company available on company's website [www.adhbhutinfra.in](http://www.adhbhutinfra.in).

Details of the remuneration for the period ended March 31, 2025 is given below:-

**ADHBHUT INFRASTRUCTURE LIMITED****CIN: L51503HR1985PLC121303**

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

Name of Director	Salary* (Rs. in Lacs)	Sitting Fees (Rs. in Lacs)	Total (Rs. in Lacs)
Mr. Anubhav Dham	–	–	–
Ms. Rajiv Kapur Kanika Kapur	–	0.53	0.53
Mr. Vipul Gupta	–	0.90	0.90
Mr. Amman kumar	–	–	–
Mr. Sri Kant	–	0.53	0.53
Mr. Sanjay Sharma	–	0.53	0.53
Mr. Manoj Kumar	–	0.30	0.30

\*Salary includes basic salary, perquisites and allowances, contribution to provident fund etc.

**iii. INVESTOR GRIEVANCES CUM STAKEHOLDER RELATIONSHIP COMMITTEE (IGSRC)****Composition, Meetings and Attendance**

The constitution, scope and powers of the Investor Grievances Cum Stakeholder Relationship Committee (IGSRC) of the Board of Directors are in accordance with the provisions of the Companies Act 2013 read with Regulation 20 of the SEBI (LODR) Regulations as on 31.03.2025.

IGSRC is comprised of three Directors, among whom Ms. Rajiv Kapur Kanika Kapur serves as the Chairperson of the Committee, and, Mr. Sanjay Sharma serves as a Member of the Committee as a Non-Executive & Independent Director and Mr. Amman Kumar is a Member of the Committee and holds the position of Non-Executive Director of the Company.

In Compliance of Part C(5)(b) of Schedule V of SEBI (LODR), 2015, Mr. Anubhav Dham, Managing Director, is the designated person who oversees the investors grievances including related to transmission of shares, non-receipt of balance sheet and dividends, etc. During the period under review, no complaint was received as on 31st March, 2024, there were no complaints pending with the Company.

During the year under review, one meeting of IGSRG was held on 13.02.2025. The requisite quorum was present at the meeting. The details of meeting held and attended by the members of the Committee during FY 2024-25 is given below:

Name & Category of Director	No of Meeting held (Entitled)	No. of Meeting attended
Mr. Sanjay Sharma (Independent Director)*	1	1
Mr. Amman Kumar (Non-Executive Director)	1	1
Ms. Kanika Rajiv Kapur (Independent Director)	1	1

**Notes:**

1. \*Mr. Vipul Gupta ceased to be chairperson of the committee with effect from June 25, 2024.

**Brief description of terms of Reference**

The role of the Investor Grievances Cum Stakeholder Relationship Committee inter-alia includes the following:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

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- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- Carrying out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 and rules made there under.

### III. GENERAL BODY MEETINGS

- **Annual General Meetings:** Particulars of past three Annual General Meetings (AGMs)

Financial Year	Venue	Date, Day & Time	Special Resolutions
2024	Begampur Khatola, Khandsa, Near Krishna Maruti, Basai Road, Gurgaon, Arjun Nagar, Haryana, India, 122001	30.09.2024, Monday at 11:00 AM	● To Appoint Mr. Manoj Kumar (DIN: 08332775) as a Non-Executive Independent Director
2023	Video-Conferencing/ other Audio-	20.09.2023, Wednesday at 12:00	● To Appoint Mr. Sri Kant (DIN: 06951400) as a Non-Executive Independent Director ● To Appoint Mr. Sanjay Sharma (DIN: 09534294) as a Non-Executive Independent Director ● To approve and change in designation and appointment of Mr. Anubhav Dham from 'whole Time Director' to 'Managing Director' of the Company
2022	Video-Conferencing/ other Audio-	29.08.2022, Monday at 12:00	● Regularize the appointment of Mr. Vipul Gupta (DIN: 09064133) as an Independent Director

- **Extra Ordinary General Meetings:**

During the year under review no Extra Ordinary General Meeting of the Members of the Company was held.

- **POSTAL BALLOT**

No Postal Ballot was held during the Financial Year 2024-25

#### a) COMPLIANCE OFFICER

During the year under review, the company does not have a company secretary cum compliance officer. Company is searching for the suitable candidate for the post of Compliance officer.

Details of the Designated Person as follows:

Ms. Anubhav Dham \*Managing Director

Adhbhut Infrastructure Limited

Begampur Khatola, Khandsa, Near Krishna Maruti, Basai Road, Gurgaon, Arjun Nagar, Haryana, India, 122001

Ph.: +91-7048959386, Email Id:- [adhbhut.ind@rediffmail.com](mailto:adhbhut.ind@rediffmail.com)

#### Notes:

1. \* Mr. Anubhav Dham is designated for the compliance purpose as Ms. Parul Saini has resigned as the company secretary of the company w.e.f. 29th Feb, 2024.

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

### b) MEANS OF COMMUNICATION

#### a) QUARTERLY RESULTS

The Company's Results for quarter ended 30th June, 2024, 30th September, 2024, 31st December, 2024 and 31st March, 2025 were sent to the Stock Exchanges and have been published in English (Financial Express) and also in a vernacular language newspaper (Jansatta), they are also put up on the Company's website in accordance with the provisions of the section 46 of the SEBI (LODR) regulations, 2015 (<https://adhbhutinfra.in/>).

#### b) NEWS RELEASES:

Official news (if any) releases are sent to Stock Exchanges and are displayed on its website (<https://adhbhutinfra.in/>).

#### c) PRESENTATIONS TO INSTITUTIONAL INVESTORS / ANALYSTS:

There was no detailed presentations made to the institutional investors and financial analysts.

#### d) WEBSITE:

The Company's website (<https://adhbhutinfra.in/>) contains a separate dedicated section 'Investor Relations' where shareholders' information is available.

#### e) DESIGNATED EMAIL-ID

The Company has also designated email-id: [adhbhut.ind@rediffmail.com](mailto:adhbhut.ind@rediffmail.com), exclusively for means of communication.

#### f) BSE CORPORATE COMPLIANCE & LISTING CENTRE (THE LISTING CENTRE):

BSE's Listing Centre is a web-based application designed for Listed Companies. All periodical compliance filings like Financial Results, Shareholding Pattern, Corporate Governance Report and Statements of Investor Complaints are done on the Listing Portal.

#### g) SEBI COMPLAINT REDRESSAL SYSTEM (SCORES):

The investor complaints are processed through SEBI Complaints Redress System (SCORES), the centralized web based complaints redressal system set up by SEBI. SCORES facilitates lodging of complaints online with SEBI and uploading of Action Taken Reports (ATRs) by the concerned companies. Members can access SEBI Complaints Redressal System (SCORES) for online viewing the status and actions taken by the Company/ Registrar and Share Transfer Agent (RTA).

## VI. GENERAL INFORMATION FOR SHAREHOLDERS

### a) GENERAL INFORMATION

Registered Office	Begampur Khatola, Khandsa, Near Krishna Maruti, Basai Road, Gurgaon, Arjun Nagar, Haryana, India, 122001
Annual General Meeting:	Tuesday 16th September, 2025 at 11:00 A.M.at the Reg. Office of the Company
Financial Year	1st April, 2024 to 31st March, 2025
Equity Dividend payment date	No dividend has been recommended by the Board for the period 2024-25.
Corporate Identification Number	L51503HR1985PLC121303
Listing on Stock Exchanges	BSE LIMITED (Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001)
ISIN CODE	INE578L01014
Equity Share (Stock Code)	539189
Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, if any:	Not Applicable

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

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### b) TENTATIVE CALENDAR FOR THE FINANCIAL YEAR 2025-2026

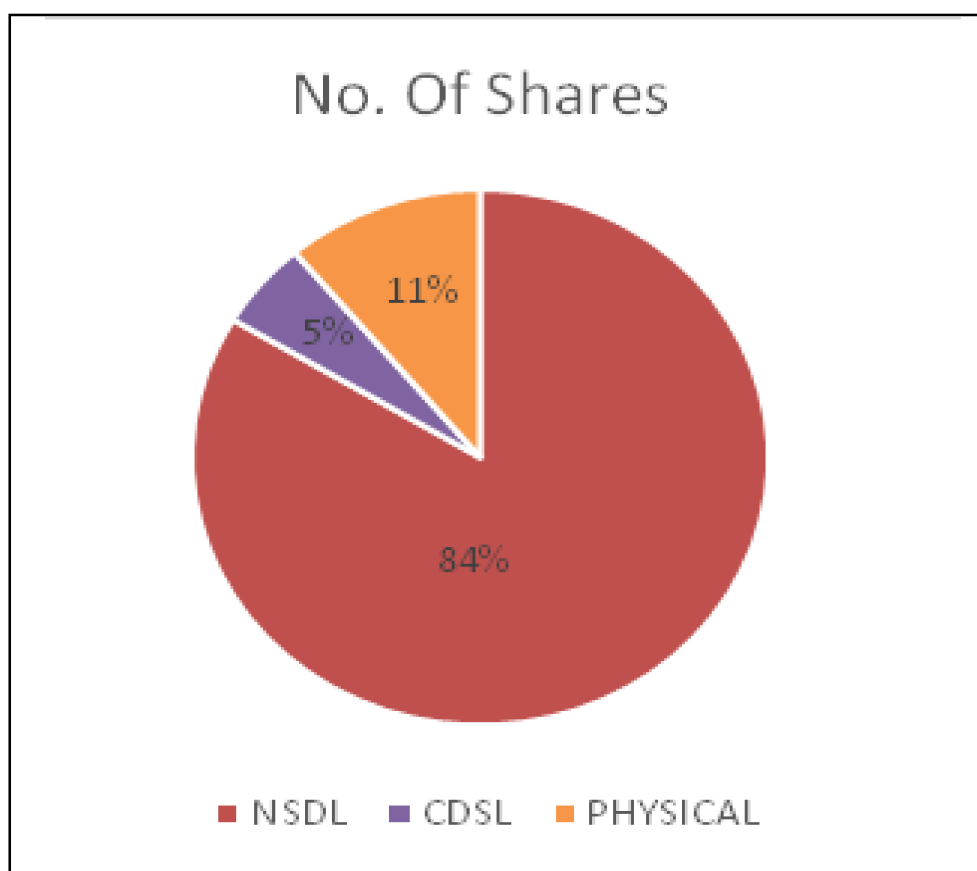
Particulars	Dates
First Quarter Results	Mid of August, 2025
Second Quarter and Half Yearly Results	Mid of November, 2025
Third Quarter Results	Mid of February, 2026
Fourth Quarter and the year ended Results	Up to end of May, 2026

### c) DEMATERIALIZATION OF SHARES AND LIQUIDITY

As on 31st March, 2025, the Equity Shares 97,75,704 representing 88.870 % of the Company's Equity Share Capital was held in dematerialized form with NSDL and CDSL. The Equity Shares of the Company are traded on BSE.

MODE OF HOLDING	NO. OF SHARES	PERCENTAGE
NSDL	91,95,826	83.598%
CDSL	5,79,878	5.272%
PHYSICAL	12,24,296	11.130%

The International Security Identification Number (ISIN) allotted to the Company's Equity Shares is INE578L01014.



## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

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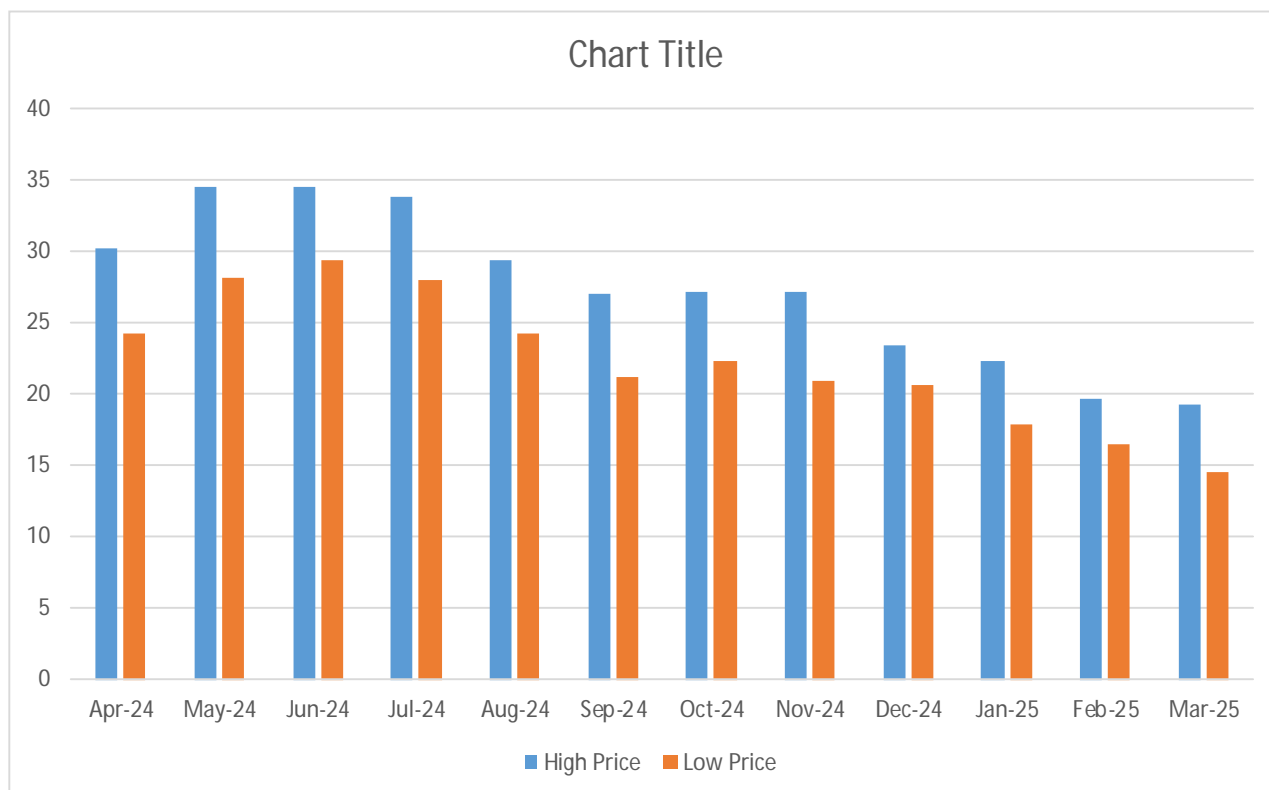
### d) MARKET PRICE DATA

Monthly high and low market price data of Equity Shares traded on Stock Exchange(s):

Month	BSE Limited	
	High Price (Rs.)	Low Price (Rs.)
April 2024	30.20	24.21
May 2024	34.50	28.11
June 2024	34.53	29.35
July 2024	33.83	28.02
Aug 2024	29.40	24.26
Sep 2024	27.07	21.23
Oct 2024	27.15	22.24
Nov 2024	27.19	20.93
Dec 2024	23.43	20.63
Jan 2025	22.30	17.90
Feb 2025	19.71	16.40
March 2025	19.25	14.52

### e) PERFORMANCE OF THE COMPANY'S SHARE PRICE

#### (i) Company's share price during the year under review



**ADHBHUT INFRASTRUCTURE LIMITED****CIN: L51503HR1985PLC121303**

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**f) Address for Correspondence by investors:****(i) Registrar & Share Transfer Agent**

M/s Beetal Financial & Computer Service Private Limited is the Registrar and Transfer Agent (RTA) of the Company in respect of the Equity shares held in Demat and Physical mode. All work related to Shares Registry, both in physical and electronic form, is handled by the Company's Registrar & Share Transfer Agent. Its address is as follows: -

M/s Beetal Financial & Computer Service Private Limited (SEBI Reg. No.: INR 000000262)

3rd Floor, Beetal House, 99, behind Local Shopping Centre, Madangir Village, Madangir, New Delhi, Delhi 110062  
Phone: 011-29961281-83 Fax: 011-29961284

Email: beetal@beetalfinancial.com, Web Site: www.beetalfinancial.com.

**(ii) Share Transfer System**

M/s Beetal Financial & Computer Service Private Limited processes the share transfer/transmission requests received in physical form and the same are approved by Board of Directors within the statutory timeline.

In terms of requirements to amendments to Regulation 40 of Listing Regulations w.e.f. 1st April, 2019, transfer of securities in physical form, except in case of request received for transmission or transposition of securities, shall not be processed unless the securities are held in the dematerialized form with a depository.

**g) Nomination Facility**

Members are allowed to nominate any person to whom they desire to have the shares transmitted in the event of death. Members desirous of availing this facility may submit the prescribed documents to the RTA.

**h) Distribution of Shareholding by size as on March 31, 2025**

Range of Equity Share	No of Shareholder	Percentage (%) (%)	No. of Share	Percentage (%)
Upto Upto 5000	1759	82.582	148586	1.3508
5001-10000	125	5.869	971030	0.8828
10001-20000	107	5.023	140554	1.2778
20001-30000	38	1.784	91759	0.8342
30001-40000	19	0.892	68184	0.6199
40001-50000	12	0.563	54280	0.4935
50001-100000	21	0.986	1349980	1.2273
100001 and Above	49	2.30	10264536	93.3140
<b>Total</b>	<b>500</b>	<b>100</b>	<b>11000000</b>	<b>100</b>

**i) Shareholding Pattern as on March 31, 2025**

Sr. No	Category	No. of Shareholders	No. of equity shares held	% of equity holding
<b>A.</b>	<b>PROMOTER AND PROMOTER GROUPOHOLDING</b>			
	<b>Indian</b>	—	—	—
	Individual	3	80,84,149	73.49
	Bodies Corporate	—	—	—

## ADHBHUT INFRASTRUCTURE LIMITED

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	Any Other	–	–	–
	<b>Sub-total</b>	<b>3</b>	80,84,149	73.49
	Foreign Promoters	-	-	-
	<b>Sub-total (A)</b>	<b>3</b>	80,84,149	73.49
<b>B.</b>	<b>PUBLIC HOLDING</b>			
<b>B1)</b>	<b>Central Government/ State Government(s)/President of India</b>	–	–	–
<b>B2)</b>	<b>Non-Institution</b>	–	–	–
	<b>Resident Individuals holding nominal share capital up to Rs. 2 lakhs</b>	2041	817596	7.43
	<b>Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs</b>	26	1301984	11.83
	<b>Non Resident Indians (NRIs)</b>	6	5126	0.04
	<b>Bodies Corporate</b>	23	781148	7.10
	<b>Any Other (specify)</b>	–	–	–
	<b>HUF</b>	<b>31</b>	<b>9997</b>	<b>0.09</b>
	<b>Sub-total (B)</b>	<b>2127</b>	<b>2915851</b>	<b>26.50%</b>
	<b>GRAND TOTAL (A) + (B)</b>	<b>2130</b>	<b>1,10,00,000</b>	<b>100</b>

j) **Outstanding GDRs /ADRs /Warrants or any Convertible instruments, conversion date and likely impact on equity**

The Company has not issued any ADRs, GDRs or any other convertible instruments.

k) **Commodity price risk or foreign exchange risk and hedging activities**

The Company is engaged in the business of Real Estate activities in India. The Company is not exposed to the commodity price risk or foreign exchange risk and hedging activities

l) **Plant Locations**

As the Company is engaged in the business of real estate & allied activities, there is no plant location

m) **Correspondence Address**

Begampur Khatola, Khandsa, Near Krishna Maruti, Basai Road, Gurgaon, Arjun Nagar, Haryana, India, 122001

n) **Credit Rating**

During the financial year 2024-25, Since Company do not have any outstanding loans & Borrowings, Company is exempt from obtain credit rating from the Credit Rating Agency registered with SEBI.

o) **DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT / UNCLAIMED SUSPENSE ACCOUNT (UNCLAIMED SHARES)**

Pursuant to Regulation 39 of the Listing Regulations, The disclosure as required under schedule V of the Listing Regulations is given below:

- a) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year – Nil



## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

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- b) Number of shareholders who approached listed entity for transfer of shares from suspense account during the year – Nil
- c) Number of shareholders to whom shares were transferred from suspense account during the year – Nil
- d) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year – Nil
- e) Voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares – NA

### p) OTHER DISCLOSURES

#### i. Basis of Related Party Transactions

The details of all Related Parties Transactions were placed before the Audit Committee for its approval. Details of Related Party Transactions are provided in the Notes to Accounts. These transactions are not likely to have conflict with the interest of the Company at large. Policy on dealing with Related Party Transactions is available on the website of the Company (URL: <https://adhbhutinfra.in/shareholders-information>).

There are no materially significant related party transactions between the Company and its promoters, directors or key management personnel or their relatives, having any potential conflict with interests of the Company at large.

#### ii. Vigil Mechanism/ Whistle Blower Policy

Pursuant to Section 177 of the Companies Act, 2013 read with Regulation 22 of the SEBI (LODR) Regulations, 2015, the Company has in place a whistle blower policy for establishing a vigil mechanism for Directors and employees to report instances of unethical and/ or improper conduct and to take suitable steps to investigate and correct the same. Directors, employees, vendors, customers or any person having dealings with the Company/subsidiary (ies) may report non-compliance of the policy to the noticed persons.

The Directors and management personnel maintain confidentiality of such reporting and ensure that the whistle blowers are not subjected to any discrimination. No person was denied access to the Audit Committee during the Financial Year 2024- 25. The whistle Blower Policy is available at the website of the company (URL: <https://adhbhutinfra.in/shareholders-information>).

#### iii. SUBSIDIARY MONITORING FRAMEWORK

In terms of Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has formulated a Policy for Determining Material Subsidiaries and the same is available on the Company's website (URL: <https://adhbhutinfra.in/shareholders-information>).

Company does not have any material non-listed subsidiary company.

- iv. In accordance with the provisions of Regulation 26 (6) of the Listing Regulations, the Key Managerial Personnel, Director(s) and Promoter(s) of the Company have affirmed that they have not entered into any agreement for themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.
- v. In accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated and approved (i) an Insider Trading Code to regulate dealing in the securities of the Company by designated persons in compliance with the regulations; and (ii) a Policy for Fair Disclosure of Unpublished Price Sensitive Information. In line with the amendment to SEBI (Prohibition of Insider Trading) Regulations, 2015, the Insider Trading Code and Policy for Fair Disclosure of Unpublished Price Sensitive Information was revised with effect from April 1, 2019. The revised Code and Policy can be viewed on Company's website (URL: <https://adhbhutinfra.in/shareholders-information>).

## ADHBHUT INFRASTRUCTURE LIMITED

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- vi. There was no instance during the financial year 2024-25, where the Board of Directors did not accept the recommendation of any Committee of the Board which it was mandatorily required to accept.
- vii. The Discretionary requirements of part E of Schedule II of the SEBI (Listing Obligations Disclosure requirements) Regulations, 2015 have been adopted by the company.
- viii. Total fees for all services paid by the Company, to the Statutory Auditors, is provided as under  
The total fees to Statutory Auditors, pursuant to clause 10(k) of the Part C of Schedule-V of SEBI (LODR) Regulations, 2015 is available under Note 23.1 of Financial Statements of Company FY 2024-25.
- ix. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
- a. Number of complaints filed during the financial year 2024-25: Nil
  - b. Number of complaints disposed of during the financial year 2024-25: Nil
  - c. Number of complaints pending as on end of the financial year 2024-25: Nil
- x. **DISCLOSURE OF LOANS AND ADVANCES TO FIRMS/ COMPANIES IN WHICH DIRECTORS ARE INTERESTED**  
The details of loans and advances to firms/Companies in which directors are interested is given in the notes to financial statements.
- xi. **CERTIFICATE OF PRACTISING COMPANY SECRETARY IN RESPECT OF NON- DISQUALIFICATION OF DIRECTORS**  
The Company has obtained certificate from Practicing Company Secretaries, M/s S. Khurana & Associates, confirming that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.  
“Certificate of non-disqualification forms part of this Annual Report”.
- xii. **DETAILS OF NON-COMPLIANCE BY THE COMPANY**  
During the last 3 years, the Company has complied with all the requirements of the Stock Exchange(s) or the Board or any statutory authority. Other than, the ones that are detailed mentioned in Secretarial Compliance Report and Secretarial Audit Report that are available on the website of the company (<https://adhbhutinfra.in/>).
- xiii. **CODE OF BUSINESS CONDUCT AND ETHICS FOR DIRECTORS & MANAGERIAL PERSONNEL**  
The Board has framed a Code of Conduct for all Board members and senior management of the Company. The Code has been posted on the website of the Company (<https://adhbhutinfra.in/>). All Board members and senior management personnel have confirmed compliance with the Code for the financial period 2024-25. A declaration to this effect signed by the Whole-time Director of the Company forms part of this Annual Report.
- xiv. **DISCLOSURE OF ACCOUNTING TREATMENT**  
In the preparation of Financial Statements for the period ended 31st March, 2025, there was no treatment different from that prescribed in Accounting Standards that had been followed.
- xv. **RISK MANAGEMENT**  
The Company has framed a Risk Management Policy 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. The Company's Risk Management Policy focuses on ensuring that risks are identified and addressed on a timely basis. Major risks identified by the businesses and functions are systematically addressed through mitigating

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

actions on a continuing basis.

The Company does not indulge in commodity hedging activities.

### xvi. OTHER POLICIES:

Apart from the above policies, the Board has in accordance with the requirements of Act and the SEBI Listing Regulations, approved and adopted all the policies required under the regulations. The required policies can be viewed on Company's Website at (<https://adhbhutinfra.in/>).

### xvii. PROCEEDS FROM PUBLIC ISSUES, RIGHTS ISSUES, AND PREFERENTIAL ISSUES ETC.

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

### xviii. DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF NON MANDATORY REQUIREMENTS

#### Mandatory requirements

The Company is fully compliant with the applicable mandatory requirements specified under Schedule V of SEBI (LODR) Regulations, 2015.

#### Non-Mandatory Requirements

Details of non-mandatory requirements specified under Schedule V of SEBI (LODR) Regulations, 2015 to the extent to which the Company has adopted are given below:

#### i. Shareholders Right

The quarterly and half-yearly results are published in widely circulating national and local dailies such as The Financial Express (New Delhi, English Edition) & Jansatta (New Delhi, Hindi). These are not sent individually to the members but hosted on the website of the Company.

#### ii. Audit Qualifications

The Company is in the regime of financial statements with Un-Modified Audit Opinion. The details of the same is given in Auditor's Report which Forms Part of this Annual Report.

#### iii. Reporting of Internal Auditor

The Internal auditors has directly access to Audit Committee and report to the Audit Committee.

### V. DISCLOSURES OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION 46(2) (B) TO (I) OF THE LISTING REGULATIONS:

The Company has complied with all the requirements in this regard, to the extent applicable.

Sr. No.	Particulars	Regulation	Compliance	Compliance observed for the following:
1.	Board of Directors	17	Yes	1. Composition 2. Meetings 3. Review of Compliance reports 4. Plans for orderly succession for appointments 5. Code of Conduct 6. Fees/compensation to Non-Executive Directors 7. Minimum information to be placed before the Board 8. Compliance Certificate 9. Risk Assessment & Management 10. Performance Evaluation of Independent Director

## ADHBHUT INFRASTRUCTURE LIMITED

**CIN: L51503HR1985PLC121303**

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

2.	Audit Committee	18	Yes	<ol style="list-style-type: none"> <li>1. Composition</li> <li>2. Meetings</li> <li>3. Power of the Committee</li> <li>4. Role of the Committee and review of information by the Committee</li> </ol>
3.	Nomination and Remuneration Committee	19	Yes	<ol style="list-style-type: none"> <li>1. Composition</li> <li>2. Role of the Committee and review of information by the Committee</li> </ol>
4.	Stakeholders' Relationship Committee	20	Yes	<ol style="list-style-type: none"> <li>1. Composition</li> <li>2. Role of the Committee</li> </ol>
5	Risk Management Committee	21	N.A.	<ol style="list-style-type: none"> <li>1. Composition</li> <li>2. Role of the Committee</li> </ol>
6	Vigil Mechanism	22	Yes	<ol style="list-style-type: none"> <li>1. Formulation of Vigil Mechanism for Directors and employees</li> <li>2. Director access to Chairperson of Audit Committee</li> </ol>
7	Related Party Transactions	23	Yes	<ol style="list-style-type: none"> <li>1. Policy on Materiality of Related Party Transactions</li> <li>2. Approval including omnibus Approval of Audit Committee</li> <li>3. Approval for Material related party transactions</li> </ol>
8	Subsidiaries of the Company	24	N.A	<ol style="list-style-type: none"> <li>1. Composition of Board of Directors of Unlisted Material Subsidiary.</li> <li>2. Review of financial statements of unlisted subsidiary by the Audit Committee.</li> <li>3. Significant transactions and arrangements of unlisted subsidiary</li> </ol>
9	Obligations with respect to Independent Director	25	Yes	<ol style="list-style-type: none"> <li>1. Maximum Directorships and Tenure</li> <li>2. Meetings of Independent Director</li> <li>3. Familiarization of Independent Director</li> </ol>
10	Obligations with respect to employees including senior management, key managerial persons, directors and promoters	26	Yes	<ol style="list-style-type: none"> <li>1. Memberships/Chairmanships in Committee</li> <li>2. Affirmation on Compliance of Code of Conduct of Directors and Senior management</li> <li>3. Disclosure of shareholding by non-executive directors</li> <li>4. Disclosure by senior management of about potential conflicts of interest</li> </ol>
11	Other Corporate Governance Requirements			<ol style="list-style-type: none"> <li>1. Filing of quarterly compliance report on Corporate Governance</li> </ol>
12	Website	46(2)	Yes	<ol style="list-style-type: none"> <li>1) Terms and conditions for appointment of Independent Directors</li> </ol>

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

				2) Compositions of various Committees of the Board of Directors 3) Code of Conduct of Board of Directors and Senior Management Personnel 4) Details of establishment of Vigil Mechanism/ Whistle Blower policy 5) Policy on dealing with Related Party Transactions 6) Policy for determining material subsidiaries 7) Details of familiarisation programmes imparted to Independent Directors
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### VI. COMPLIANCE OF CODE OF CONDUCT

The Code of Business Conduct and Ethics for Directors/Management Personnel ('the Code'), as adopted by the Board, is a comprehensive Code applicable to Directors and Management Personnel. The Code, while laying down in detail, the standards of business conduct, ethics and governance centres around the following theme:

The Company's Board and Management Personnel are responsible for, and are committed to, setting the standards of conduct contained in this Code and for updating these standards, as appropriate, to ensure their continuing relevance, effectiveness and responsiveness to the needs of local and international investors and other stakeholders and also to reflect corporate, legal and regulatory developments. This Code should be adhered to in letter and in spirit'.

A copy of the Code has been put on the Company's website (<https://adhbhutinfra.in/>). The Code has been circulated to Directors and Management Personnel, and they affirm its compliance annually.

### VII. CEO/CFO CERTIFICATION

In terms of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Chief Financial Officer of the Company have given compliance certificate, stating therein the matter prescribed under Part B of Schedule II of the said regulations. Copy of the Certificate is enclosed with the report.

In terms of Regulation 33(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Chief Financial Officer have also certified that the quarterly financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading while placing the final results before the board.

### VIII. COMPLIANCE CERTIFICATE OF THE AUDITORS

Certificate from the Company's Secretarial Auditors, M/s Sachin Khurana & Associates, confirming compliance with conditions of Corporate Governance as stipulated under Regulation 34 read with Schedule V of the Listing Regulations, is annexed to the Corporate Governance Report forming part of the Annual Report.

### IX. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

For and on behalf of the Board of Directors  
ADHBHUT INFRASTRUCTURE LIMITED

Date : 12.08.2025  
Place: Gurugram

Anubhav Dham  
(DIN: 02656812)  
Chairman & Managing Director

## ADHBHUT INFRASTRUCTURE LIMITED

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### CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members

**Adhbhut Infrastructure Limited**

1. I, Sachin Khurana, Proprietor of M/s S. Khurana & Associates, Company Secretaries, have examined the compliance of conditions of Corporate Governance by Adhbhut Infrastructure Limited ("Company"), basis the documents/information provided by the management, for the period ended on March 31, 2025 as stipulated in Regulation 34 (3) read with Part E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### MANAGEMENT'S RESPONSIBILITY

2. The compliance of conditions of Corporate Governance is the responsibility of the Compliance Officer/ Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations. My responsibility is limited to examining the procedures and Implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance, subject to observations of Secretarial Audit Report and Annual Secretarial Compliance Report. This certificate is neither an audit nor an expression of opinion on the financial statements of the Company.

#### LIMITED OPINION

3. In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has generally complied with all material aspects with the conditions of corporate governance as stipulated in the above-mentioned SEBI (LODR) Regulations, 2015.
4. I 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 S. Khurana & Associates**  
**Company Secretaries**  
**FRN – I2014DE1152800**  
**Peer Review No. - 6952/2025**

sd/-

**CS Sachin Khurana**  
**Proprietor**

**Place: New Delhi**

**Date : 07-08-2025**

**FCS: 10098; C.P. No.: 13212**  
**UDIN: F010098G000958606**

## ADHBHUT INFRASTRUCTURE LIMITED

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### DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

In accordance with the regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of Adhbhut Infrastructure Limited has laid down a Code of Conduct for all the Board members and senior management of the Company. The said Code of Conduct has also been posted on the website of the company at <https://adhbhutinfra.in/>, I, Anubhav Dham, Managing Director of the Company hereby confirm that all the Board members and senior management personnel have affirmed of compliance with the code of conduct for the financial year ended 31<sup>st</sup> March, 2025.

Sd/-

Anubhav Dham

Chairman Cum Managing Director

DIN: 02656812

Place : New Delhi

Date : 12.08.2025

### CFO CERTIFICATION

I hereby certify the following that:

1. I have reviewed financial statements and the cash flow statement for the financial year 2024-25 and that to the best of our knowledge and belief:
  - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b) 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.
2. To the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violates of the Company's code of conduct.
3. That I have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. I accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. I have indicated to the auditors and the Audit committee
  - a) Significant changes in internal control over financial reporting during the year;
  - b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-

Subir Kumar Mishra  
Chief Financial Officer

Date : 12.08.2025

Place: New Delhi

## ADHBHUT INFRASTRUCTURE LIMITED

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### Certificate OF NON-DISQUALIFICATION OF DIRECTORS

*[Pursuant to Regulation 34(3) read with Schedule V Para C clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To,  
The Members,  
Adhbhut Infrastructure Limited  
(CIN: L51503HR1985PLC121303)  
Begampur Khatola, Near Krishna Maruti,  
Basai Road, Gurgaon – 122001, Haryana

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Adhbhut Infrastructure Limited (CIN - L51503HR1985PLC121303)** having its Registered Office at **Begampur Khatola, Near Krishna Maruti, Basai Road, Gurgaon – 122001, Haryana** (hereinafter referred to as “**the Company**”) produced before me by the Company for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Schedule V Para C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of our information and according to the verifications (including Director Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary by me and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company stated below for the Financial Year ending March 31, 2025 have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authority.

S. No.	Name of the Director	Director Identification Number (DIN)	Date of Appointment in the Company
1.	Anubhav Dham	02656812	29-03-2014
2.	Amman Kumar	03456445	31-08-2019
3.	Rajiv Kapur Kanika Kapur	07154667	09-01-2020
4.	Vipul Gupta (Resigned w.e.f June 25, 2024)	09064133	13-05-2022
5.	Sri Kant	06951400	13-07-2023
6.	Sanjay Sharma	09534294	13-07-2023

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

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

Place: New Delhi  
Date : 07-08-2025

CS Sachin Khurana  
Proprietor  
FCS: 10098; C.P. No.: 13212  
UDIN: F010098G000958531



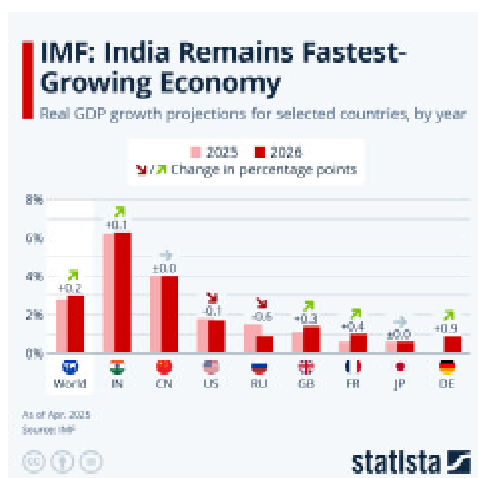
# ADHBHUT INFRASTRUCTURE LIMITED

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## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### 1. GLOBAL ECONOMY



In FY 2024–25, the global economy continued to face significant headwinds, shaped by persistent inflationary pressures, escalating geopolitical tensions, and ongoing disruptions across global trade and supply chains. While some stability was provided by the sustained efforts of central banks to control inflation and the resilient performance of key emerging markets, the broader economic outlook has softened. Heightened policy uncertainty and slowing demand in advanced economies have further contributed to a more cautious global growth environment. According to the latest World Economic Outlook released by the International Monetary Fund (IMF), global economic growth has been revised downward to 2.8% for 2025 and 3.0% for 2026, a decrease from the earlier projection of 3.3% for both years. The IMF has also downgraded growth forecasts for most advanced economies, citing slowing investment, tighter financial conditions, and weak consumer demand. India, while also facing

a marginal downgrade—from 6.5% to 6.2% in 2025—continues to lead as the fastest-growing large economy globally, supported by domestic demand, infrastructure investment, and favorable demographic dynamics. Medium-term risks to the baseline are tilted to the downside, while the near-term outlook is characterized by divergent risks. Upside risks could lift already-robust growth in the United States in the short run, whereas risks in other countries are on the downside amid elevated policy uncertainty. Policy-generated disruptions to the ongoing disinflation process could interrupt the pivot to easing monetary policy, with implications for fiscal sustainability and financial stability. Managing these risks requires a keen policy focus on balancing trade-offs between inflation and real activity, rebuilding buffers, and lifting medium-term growth prospects through stepped-up structural reforms as well as stronger multilateral rules and cooperation.



India remains the fastest-growing major economy, with projected GDP growth in the 6–6.5% range through FY/ 2025–26 and beyond. The 6.2% forecast for 2025–26 reflects global headwinds such as trade tensions and uncertain external demand. Nonetheless, strong domestic consumption, structural support a resilient growth trajectory. Furthermore, India's economic policy framework remains relatively insulated from external volatility due to a well-diversified economic structure, improving logistics and digital infrastructure, and growing emphasis on self-reliance ("Atmanirbhar Bharat"). These factors collectively help offset the impact of global trade tensions and monetary tightening in advanced economies.

#### World Economic Outlook Update, January 2025: Global Growth: Divergent and Uncertain

India remains the fastest-growing large economy and IMF projections show that it could overtake Japan's this year to become the fourth largest in the world, at about USD 4.2 trillion. While risks persist—such as oil price volatility, monsoon variability, and global financial market instability—India's medium-term growth prospects remain resilient, underpinned by a favorable demographic dividend and sustained public and private investment. India's economy is likely to grow by 6.7 per cent in the current fiscal year that started in April and can realistically achieve 7-8 per cent expansion over the next decade and a half, having moved past a string of global crises in the recent years.

The Indian economy had grown at 6.5 per cent in 2024-25 (April 2024 to March 2025), down from 9.2 per cent in the previous year. However, there has been an uptick fueled by construction and manufacturing growth since the March quarter when the GDP growth at 7.4 per cent was faster than expected. This spending to spur consumption.

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While the Asian Development Bank pins FY26 growth at 6.7 per cent, the World Bank forecasts 6.3 per cent. It is said that despite a series of global shocks in recent years, from the COVID-19 pandemic to geopolitical disruptions, India's economy remains resilient and positioned for robust growth.



It is believed that GDP will grow at 6.7 per cent for FY26, the strong performance rooted in services, rising mid-market investment, and improving agricultural productivity. While factors like trade can have an impact, but it would be limited to a short-term horizons, till such time deals are concluded.

The economy can rev up to 7-8 per cent over the next 10-15 years, India's predominantly service-driven economy remains largely unaffected by global trade challenges. While India is home to more than 50 per cent of the world's global capability centres (or GCCs), close to 67 per cent of the Fortune 2000 companies do not have operations in India yet.

It is believed that India's Global Capability Centres are no longer peripheral support arms, but at the front and centre of global enterprise innovation, positioning the market as 'front office of the World'. India currently hosts nearly 1,800 GCCs, a number that can scale to 3,400-5,000 centres over the next few years, with the right policy environment, ecosystem support, and co-ordinated action. "Just step back and look at it, India's or every country has gone through some serious crisis in the last 5-6 years.

From COVID to trade to wars to all kinds of things. But India still remains at 6.5-6.6 growth. So, that is a clear indicator that India still has a lot of space to grow. The per capita income is at less than USD 2,800 but as it approaches USD 4,000, the consumption actually doubles, not merely rising by a third, signaling a disproportionately higher expansion. Meanwhile, sectors like manufacturing, semiconductors are slowly gaining traction, and agriculture productivity is looking up following good monsoon.

India's STEM-skilled workforce is beyond tier-2 cities and the talent is "astonishing". We still have more STEM skills than anybody else in the world. And what we see is not just the tier one cities, tier two cities...We now see tier three cities. Some of the talent coming in is astonishing...in that sense, weathering all these crisis, COVID crisis...So my views is we probably can still grow at 7-8 per cent over the next 10-15 years, adding this would be contingent on measures including boosting ease of doing business. The growth next year could be similar. "By FY30, We think we can actually push it up.

<https://upstox.com/news/business-news/economy/india-s-economy-likely-to-grow-at-6-7-in-fy-26-long-term-prospects-at-7-8-deloitte-south-/article178498/>

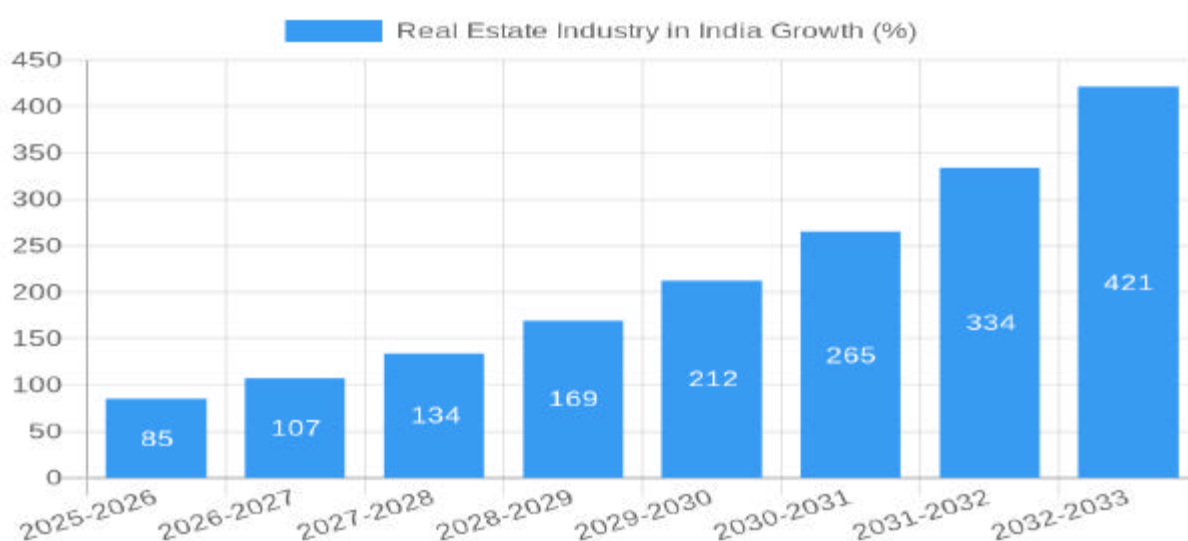
## ADHBHUT INFRASTRUCTURE LIMITED

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### 2. INDIAN REAL ESTATE MARKET ANALYSIS

The Indian real estate market is projected to experience robust growth driven by factors like rapid urbanization, increasing disposable incomes, and rising demand for residential and commercial properties. The real estate industry in India is Segmented by property type, including residential, commercial, industrial, and land, the market is further divided into sales and rental operations, operating through both online and offline modes to cater to diverse consumer preferences and enhance accessibility. Regional segmentation illustrates varied growth dynamics across different areas, emphasizing localized market conditions and opportunities. Key government initiatives, such as investments in smart city projects and tax exemptions, alongside environmental and regulatory concerns, shape sustainable practices within the sector. The burgeoning population fuels the demand for infrastructure, significantly impacting the real estate market size in India and driving the trend towards smart, sustainable projects. The competitive landscape remains dynamic, with continuous innovation aimed at meeting evolving market needs. The real estate sector includes various phases of property dealings, including developing, selling, buying, leasing, and management processes in the commercial sector, residential sector, etc.



The In India, the real estate sector is the second-highest employment generator, after the agriculture sector. It is also expected that this sector will incur more non-resident Indian (NRI) investment, both in the short term and the long term. Bengaluru is expected to be the most favoured property investment destination for NRIs, followed by Ahmedabad, Pune, Chennai, Goa, Delhi, and Dehradun. Retail, hospitality, and commercial real estate are also growing significantly, providing the much-needed infrastructure for India's growing needs.

As the Indian real estate sector enters FY2025 - 26, a new wave of disruptions and directional shifts is reshaping the landscape. Rapid expansion of the middle class, evolving consumer aspirations, and strong economic fundamentals are driving this transformation, further accelerated by technology adoption, changing urbanization patterns, ESG imperatives and regulatory reforms. This evolving landscape is reshaping investor strategies and end-user preferences. Investors are pivoting towards future-ready, high-quality assets across diversified geographies, while end users are demanding smarter, more sustainable, and lifestyle driven spaces. This shift is redefining real estate value creation for the next growth cycle.

In 2025-26, the future of real estate will be designed by technology, sustainability and a rising India. Trends that are defining the industry's current landscape and future trajectory.

- **Rise of low-density housing:** The Indian real estate market is shifting towards low-density formats like villas, townhouses, and plotted developments. Homebuyers increasingly seek sustainable living options that offer isolation and harmony with nature, distancing themselves from urban noise and pollution. Developers are responding to this trend with open space-focused projects, while HNIs and ultra-HNIs are also showing a strong preference for premium, low-density projects.

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- **Technology integration:** Technological integration is transforming the Indian real estate sector through AI and blockchain. It is also streamlining processes such as property transactions, legal verifications, and market analysis. Smart home features integrated with IoT are now standard, boosting energy efficiency and convenience. Digital tools are revolutionising how properties are bought, sold, experienced, and managed, enhancing transparency and user engagement.
- **Increased preference for homeownership:** Homeownership gained traction, supported by government incentives and hybrid work trends. The demand for larger homes in suburban and Tier 2 cities rose sharply. Changing demographics, a growing middle class and younger population entering the workforce have further fuelled demand. Emotional factors, such as the desire for asset creation and intergenerational wealth factors, further reinforced the cultural and economic shift towards owning homes.
- **Opportunities in REIT space:** The REIT market in India now represents over 9% of the total office stock across the top eight cities, underpinned by substantial institutional investment. Key drivers of the REIT growth include rapid urbanisation, expanding infrastructure, supportive regulatory frameworks, and investor-friendly policies such as lower minimum investment thresholds and the introduction of fractional ownership through SM REITs. Rising awareness among retail investors and new avenues for participation are further strengthening liquidity and expanding the potential of this emerging segment.
- **Emergence of rental housing and co-living:** Flexible living models are gaining ground, especially among younger professionals and migrant populations in urban centers. Co-living spaces and organised rental housing are expanding, driven by affordability pressures, lifestyle flexibility, and supportive policy frameworks like the Model Tenancy Act.
- **ESG and green real estate mainstreaming:** Sustainability imperatives are now central to real estate development. Institutional investors increasingly prefer ESG-compliant projects, while end users prioritise wellness, energy efficiency, and green certifications. Developers are embedding sustainable design and smart infrastructure as integral parts of new project offerings.

India Real Estate Report FY 2025-26: Trends, Insights & Forecasts

#### 4. OUTLOOK AND STRATEGY

- The Company has followed all legal and Regulatory Compliances requirement and has implemented all statutory requirements.
- Your Company believes that demand conditions in the real estate sector are exhibiting early signs of improvement, and signs of declining interest rates as well as renewed activity in the lending and public capital markets are expected to ease funding pressures. As your Company continues to build on its core business of real estate development and leasing, your Company believes that it is well placed to achieve its targets of reducing its overall indebtedness, executing its real estate development and leasing operations and taking advantage of a potential revival in economic growth and its resultant positive effects on the real estate sector. Expansions are required to be made in developing Shopping Complexes.
- The Company remains focused on growing the rental portfolio by capturing the organic growth potential along with new products across, both office and retail segments. The Company expects to maintain its growth trajectory and achieve double-digit growth in its portfolio through organic growth, coupled with new developments. The positive outlook towards the retail business has led to a development of new retail destinations and the Company expects to double its retail presence over the next few years
- 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.
- The Company has followed all legal and Regulatory Compliances requirement and has implemented all statutory requirements.
- Your company are closely monitoring the continued consolidation among mid-sized developers and asset platforms, as it presents both competitive challenges and strategic opportunities for our growth.



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### 5. GOVERNMENT INITIATIVES

Nirmala Sitharaman, the finance minister, delivered the Indian Union Budget 2025-26 on 1<sup>st</sup> Feb 2025. The budget placed a lot of emphasis on many industries, particularly real estate, which has a big influence on the Indian economy. The infrastructure sector continues to be crucial to India's economic development, playing a pivotal role in driving GDP growth, thereby, fostering regional development and enabling job creation. Recognised as a key catalyst for national progress, the sector has witnessed sustained focus from the Government of India via heightened policy support, higher public expenditure and active facilitation of private sector participation. In the Union Budget for financial year 2025-26, the government allocated 11.21 lakh crore towards capital expenditure, marking a continued commitment following the previous year's allocation of 11.11 lakh crore. This strategic investment is aimed at enhancing India's physical infrastructure across segments such as power, roads, bridges, urban infrastructure and water resources. The following are some significant real estate-related announcements:

**The key highlights in respect of real estate sector are:**

- Increase in Annual limit for TDS on Rent
- Allocation of Rs. 1lakh crore for Urban Challenge Fund
- National Framework for Global Capabilities Centers (GCC)
- Support for State Infrastructure Development
- Tax relief for Residential Property Investor
- Special Window for affordable and Mid-Income Housing Fund-2.0
- Zero Tax on Income of Upto Rs.12 lakh
- Revised Capital Gains tax framework for units of REITs
- TDS on transfer of immovable property
- Rental income from letting out of residential house property to be taxed under 'Income from House Property'.



#### **Tax Reforms and Relief for Buyers and Developers<sup>1</sup>:**

- **Income Tax Changes:** The budget increased the income tax exemption limit to 12 lakh for the new tax regime, which will boost disposable income, especially for the middle class. This could lead to increased demand for residential properties as more people may afford to buy homes or invest in real estate.

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- **TDS (Tax Deducted at Source) Threshold:** The TDS limit on rental income was raised from 2.4 lakh to 6 lakh. This simplifies tax processes for landlords and tenants and can encourage more rental transactions. The change will be particularly beneficial for residential landlords with smaller properties, making the rental market more active.
- **Amend Affordable Housing Standards:** The government has continued its focus on affordable housing with tax breaks and incentives for developers in this segment. This is expected to stimulate the construction of homes in the lower-income category and align with the **Pradhan Mantri Awas Yojana (PMAY)** objectives. First-time homebuyers can also benefit from interest rate subsidies and tax benefits. The existing definitions of affordable housing, determined by dimensions, cost, and purchaser income, need immediate re-evaluation. The size requirement of 60 sq. m. for carpet space is justifiable; nevertheless, the price limit of INR 45 lakh is impractical in high-cost urban centres such as Mumbai. The cap ought to be raised to a minimum of INR 85 lakh in Mumbai and INR 60-65 lakh in other metropolitan cities to align with local market conditions. These amendments would allow a greater number
- **Reinstate the Credit-Linked Subsidy Scheme under the Pradhan Mantri Awas Yojana (PMAY).**

This scheme for EWS/LIG households, which lapsed in 2022, ought to be revived to encourage first-time purchasers of budget homes. It would also encompass loans for new construction or the addition of critical amenities such as kitchens and bathrooms to existing residences. Under PMAY (Rural), subsidies may facilitate the transformation of 'kaccha' dwellings into 'pucca' residences, contingent upon meeting.
- **Infrastructure Investments:**
- **Urban Infrastructure Fund:** Rs.1 lakh crore Urban Challenge Fund aims to enhance urban infrastructure, including public transport systems, roads, and utilities. This infrastructure boost will make certain urban areas more attractive for both residential and commercial investments. Cities with improved infrastructure tend to see a rise in property demand, which benefits developers and investors.
- **Smart City Projects:** The focus on smart cities under the budget will create better urban spaces with advanced technologies for living and working. This will drive demand for modern homes and commercial spaces, particularly in emerging cities or urban hubs.
- **Focus on Sustainability and Green Building:** The budget emphasizes eco-friendly construction and sustainable housing, with developers encouraged to adopt green building practices. Tax incentives for using renewable energy and water-saving technologies will make green buildings more attractive to investors and homebuyers. As sustainability becomes a greater priority, there could be an uptick in demand for environmentally conscious properties.
- **Increased Focus on Tier-2 and Tier-3 Cities:** The budget's emphasis on smart city projects and infrastructure development will likely drive growth in smaller cities (Tier-2 and Tier-3). As these cities become more connected and develop better infrastructure, demand for residential and commercial properties in these regions will rise. This could help ease the pressure on over-saturated metro markets, offering more affordable housing options and opportunities for developers.
- **Commercial Real Estate Growth:** The government's plans for urbanization and infrastructure upgrades are likely to benefit commercial real estate. Office spaces, especially those designed to be flexible and tech-friendly, could see increased demand from companies and startups. Developers may focus on building business parks, office buildings, and co-working spaces in cities that are experiencing infrastructure upgrades. Additionally, with improved public infrastructure, logistics and warehousing will likely expand, benefiting the commercial segment further.

Lastly, The **Union Budget 2025** has a mix of measures that are likely to **stimulate demand, boost infrastructure development, and attract investment** in the Indian real estate sector. The focus on **affordable housing, tax relief for both buyers and developers, sustainability** in construction, and improved **urban infrastructure** is expected to drive growth in both residential and commercial markets. As the sector continues to benefit from these policies, real estate is poised to remain a critical asset class in India's economic growth story. One of the biggest game changing policy implementation was the introduction of the Real Estate (Regulation and Development) Act (RERA)) which has put a semblance of order in the real estate sector by boosting investor confidence and streamlining the builder response by framing their responsibilities and duties.

## ADHBHUT INFRASTRUCTURE LIMITED

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Moreover, foreign investors who are watching the Indian real estate market have also witnessed how the Indian housing trends are changing in favour of urban dwellings. The resurgent middle class has also led to a boom in the demand for urban housing. In addition, this is not just limited to the metros. It has spread to tier two and tier three towns as well. The returns and margins are so good in Indian real estate that many global institutional investors are now eyeing the Indian real estate market like never before. The government's move to allow 100% FDI in construction, and development projects has also boosted the investors' confidence in the sector.

\*1 <https://rerafilng.com/rera-article-detail.php/894/key-highlights-of-budget-2025-and-their-effect-on-indian-real-estate-sector>

### 6. OPPORTUNITIES AND CHALLENGES

#### ✓ Opportunities

The real estate sector is one of the best sector to invest in 2024 in India is experiencing a phase of transformation and consolidation, driven by regulatory changes and government reforms such as the Real Estate Regulatory Authority (RERA) and the Affordable Housing Program. These initiatives are designed to increase transparency, improve regulatory oversight, and provide affordable housing to the masses. The sector is expected to benefit from India's growing urban population and increasing demand for commercial real estate, particularly from the BPO and IT industries. Despite facing challenges like financing issues and project delays, the long-term prospects for the real estate market in India remain strong, supported by governmental efforts to improve the sector's framework. The Indian real estate sector has witnessed substantial growth and investment in recent years.

As India awaits policy reforms to pick up speed, your Company firmly believes that the demand for Real Estate in a country like India should remain strong in the medium to long term. Your Company has well accepted brand, contemporary architecture, well-designed projects in strategic locations, strong balance sheet and stable financial performance even in testing times make it a preferred choice for Customers and shareholders. Your company is ideally placed to further strengthen its development potential by acquiring new land parcels.

Leading real estate experts remain **cautiously optimistic** about India's property sector in 2025. While broad-based growth of **6% to 6.5%** in home prices is expected, the momentum is increasingly driven by premium buyers and infrastructure-led segments. Middle-class affordability is improving modestly—hundreds of thousands may benefit from interest rate shifts and incentives—but **affordable-housing supply remains tight**. Commercial real estate continues to attract institutional capital, and **smaller cities are emerging as growth engines**. That said, potential oversupply in certain zones and weakening luxury demand remain key risks. Here are some of the key investments and developments:-

- a) **Rental Housing & Co-living Models:** Co-living and co-working spaces are gaining popularity in India, especially in urban areas. Developers who focus on this segment can cater to the growing demand for flexible and affordable living and working spaces.
- b) **Affordable Housing:** The affordable housing segment is a significant opportunity in the Indian real estate sector. The government's focus on providing "Housing for All" by 2022 has created a huge demand for affordable housing. Developers who focus on this segment can benefit from government incentives and tax breaks.
- c) **Real Estate Investment Trusts (REITs):** REITs have been introduced in India to provide investors with an opportunity to invest in the Indian real estate market. Developers can benefit from REITs by monetizing their assets and attracting long-term investors.
- d) **Technology-Enabled Real Estate Services:** Technology is playing an increasing role in the Indian real estate sector, with the development of online property portals, virtual property tours, and digital marketing. Developers who adopt technology can improve their marketing efforts and attract a wider audience.
- e) **Commercial & Office Real Estate in Select Metros:** India's office real estate sector in 2025 offers high-growth, institutional-grade opportunities—especially through REITs, green certified Grade/ A buildings, and flexible workspace formats—in cities dominating GCC demand and corporate expansion.
- f) **Data Centers, Warehousing, and Industrial Parks:** India's industrial and logistics real estate landscape in 2025 is rich with opportunity—driven by strong demand in warehousing (especially Grade-A),

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accelerated growth in Tier-2/3 cities, expanding industrial parks, and emerging data-centre infrastructure in strategic regions like Chennai. Investors and developers tapping into these trends can expect resilient, long-term value

- g) **Green & ESG-Compliant Buildings:** Green and ESG-compliant buildings in India are not just a niche trend—they're now a **strategic cornerstone** across real estate in 2025. For investors, developers, and occupiers, they offer compelling advantages: **premium rental income, brand value, lower operating costs, ESG risk management**, and access to incentive frameworks and emerging financing.
- h) **Vacation & Retirement Homes in Scenic Locations:** The vacation and retirement home segment in scenic Indian locales presents a powerful blend of lifestyle appeal and financial potential. With steady rental yields, appreciation driven by tourism, strong NRI/HNI interest, and growing developer sophistication, this sector is firmly established as a strategic, long term investment avenue in 2025

**Luxury Housing for NRIs and HNIs:** Luxury housing in India's key metros is booming in 2025—driven by affluent Indian buyers, especially NRIs and HNIs—who are gravitating toward premium offerings with technology-enabled, lifestyle-centric, and branded amenities in elite neighborhoods. Demand remains robust despite broader market cooling, positioning luxury real estate as a favored refuge for capital and lifestyle stability

Overall, the Indian real estate sector offers significant opportunities for developers, investors, and home-buyers. Developers who focus on affordable housing, commercial real estate, co-living and co-working spaces, and adopt technology can benefit from the growing demand in these segments. Investors can benefit from the potential returns from the Indian real estate market through REITs.

### ✓ Challenges

- a) **Regulatory Environment:** India's real estate industry has historically been characterized by a lack of transparency and weak regulations. This has led to fraudulent practices such as delayed project completion, misappropriation of funds, and conflicts between developers and buyers.
- b) **Land Acquisition:** Land acquisition is a major challenge for real estate development in India. The process is complicated, time-consuming, and often leads to disputes between developers, landowners, and government authorities.
- c) **Financing:** Access to financing is another major challenge for real estate developers in India. Banks are often hesitant to lend to the industry due to high levels of default risk, and interest rates can be prohibitively high.
- d) **Construction Delays:** Delays in project completion are a common problem in the Indian real estate industry. This can be due to a variety of factors, including delays in obtaining approvals, shortage of skilled labour, and supply chain disruptions.
- e) **High Inventory Levels:** Oversupply of properties in some markets has led to a build up of inventory, which has resulted in lower prices and lower demand.
- f) **Lack of Professionalism:** The Indian real estate industry is often criticized for a lack of professionalism, with developers often failing to deliver on promises and providing poor customer service.
- g) **Lack of Infrastructure:** Lack of infrastructure, including roads, water, and electricity, is a major challenge for real estate developers in many parts of India. This can make it difficult to attract buyers and tenants.
- h) **Signs of Over Supply & Bubble Risks in Cities:** India's real estate market in 2025 is exhibiting signs of oversupply and potential bubble risks, particularly in major cities like Bengaluru, Delhi NCR, and Mumbai. Developers have aggressively launched new projects, but demand is not keeping pace.
- i) **Luxury Segment Pressure:** The luxury housing market in India remains buoyed by wealthy segment demand, but rising unsold inventory and a shift toward cautious investor sentiment signal **growing pressure in the segment**. Oversupply amid cooling demand could temper near term returns and slow sales velocity despite earlier market exuberance.



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- j) **Macroeconomic & Inflationary Constraints:** Inflation and macroeconomic forces—including high construction costs, undervalued supply, and still-elevated borrowing rates—are weighing on real estate affordability and demand. While growth remains steady, these headwinds require structural reforms beyond monetary easing.

The Company addresses these risks through a well structured framework which identifies desired controls and assigns ownership to monitor and mitigate the risks.

### 7. STRENGTHS

Your Company continues to capitalize on the market opportunities by leveraging its key strengths. These include:

- a) **Brand Reputation:** Enjoys higher recall and influences the buying decision of the customer. Strong customer connects further results in higher premium realizations.
- b) **Execution:** Possesses a successful track record of quality execution of projects with contemporary architecture.
- c) **Strong cash flows:** Has built a business model that ensures continuous cash flows from their investment and development properties ensuring a steady cash flow even during the adverse business cycles.
- d) **Significant leveraging opportunity:** Follows conservative debt practice coupled with enough cash balance which provides a significant leveraging opportunity for further expansions.
- e) **Outsourcing:** Operates an outsourcing model of appointing globally renowned architects/contractors that allows scalability and emphasizes contemporary design and quality construction – a key factor of success.
- f) **Transparency:** Follows a strong culture of corporate governance and ensures transparency and a high level of business ethics.

### 8. THREATS/RISK

#### ➤ Political uncertainty

From the cold war period, maximum developing countries are feeling the threat of global polarization. Although, the threats are not visible but there is an undercurrent of uncertainty looming around real estate. The change of leadership affects heavily on the taxation system which has direct link to real estate sector. When the throne gets shifted to another leader, the economic environment gets influenced. Sometime, the new leadership may halt the taxation reforms inducted by his previous leader. Tread war between countries are also another bigger threat to the real estate companies.

#### ➤ Interest rate

When interest rates rise, it has firm impact on residential real estate markets. This rise will reduce the demand of new home among the customers and in this way; the real estate industry goes dry. The prices of the homes get elevated and in this way, they won't be affordable as before. The growth of interest rate will reduce the demand of homes among potential customers.

#### ➤ Economy and housing affordability

When the economy goes down, the affordability of the home goes up. In this way, the budget of the home gets increased which has a direct negative impact on the customer purchase power. Once, the affordability of the homes gets reduced; customers will feel the heat and they will halt their plan to purchase new homes.

#### ➤ Change of demography

Change of demography also impacts negatively on the real estate market. When the demands of homes get increased for certain demographic division, the prices get automatically elevated. On the other hand, if the demands get decreased, the prices get decreased too.

#### ➤ Loss of middle class society

At the present time, in developing countries, there is a huge drop of middle class society. Needless to mention, this class is known as the potential consumer of real estate market.

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### ➤ Troubled Technology

Presently, there is a huge adoption of technology in the reality sector. These are including robotic, AI, driver less cars, high speed and sophisticated communication systems are reducing the demand of mega structure homes and increasing the living of capsule homes.

### ➤ Natural Disaster

Housing is always a matter of several thousands of dollars. Once the home gets destroyed with natural disaster, the owner may not able to build another one. This is the main reason for which, the demand of homes get decreased specially in disaster prone areas.

### ➤ Energy and water crisis

Energy is the backbone of life. While going to choose a perfect home, owners first check whether that area sufficient supply of energy and water or not. If there is any shortage of water or energy, the plan for purchasing home get turned down.

### ➤ Infrastructure

All most all the home owners prefer to purchase their homes in highly developed areas. Cities are the first choice for purchasing homes. However, if there is poor infrastructure, people won't agree to purchase the homes in those areas.

### ➤ Immigration

Immigration issue is always looming as a biggest threat to the home buyers. There are several countries like USA those have laws to oust foreigners. If a foreigner is not sure about his future, why they will invest on housing? This is the main reason for which, real estate sector face threat from these kinds of laws.

## 9. SEGMENT WISE PERFORMANCE

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

## 10. FINANCIAL OVERVIEW

The **Revenue from Operations** is 82.62 Lakhs for the financial year 2024-25.

**Profit/Loss before Tax:** The Loss before Tax for 2024-25 is 95.17 Lakhs as compared to Profit before Tax of Rs. 107.21 Lakhs in 2023-24.

**Profits/Loss after Tax:** The Loss after Tax for 2024-25 is 64.31 Lakhs as compared to Profit after Tax of Rs. 87.27 Lakhs in 2023-24.

## 11. 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 internal control system at the Company is tailored to fit the unique characteristics and scale of its operations, efficiently addressing all business and departmental functions. The framework includes a compliance management team responsible for upholding established policies, norms, procedures, and applicable regulations. It incorporates a system of checks and balances to ensure that corrective actions are taken promptly in case of discrepancies from defined standards. Regular examinations of the internal control systems are conducted to assess their effectiveness and adaptability, with necessary adjustments made to meet evolving company needs. Additionally, the Company continuously reviews and aligns its systems, procedures, and controls with industry standards.

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.

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### 12. 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.



### 13. KEY RATIOS

Key financial ratios are given below:

Parameter	F.Y.2024-25	F.Y.2023-24	Change	Explanation
Debtor Turnover	25%	102.55%	77.6%	During the current year company's revenue has decreased as compared to the previous year which has resulted the change in the ratio.
Inventory Turnover	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Current Ratio	482.16%	355.61%	(126.5)%	Increase in Trade receivables and decrease in current liabilities has resulted in significant change of ratio
Return on Equity ratio	10.0%	(13.29)%	(23.3)%	During the current year company's revenue has decreased as compared to the previous year which has resulted the change in the ratio.
Net Profit Margin %	(77.8)%	34.12%	112%	During the current year company's revenue has decreased as compared to the previous year which has resulted the change in the ratio.

### 14. STATUTORY COMPLIANCES

The Managing Director makes a declaration to the Board of Directors every quarter regarding compliance with provisions of various statutes as applicable. The Company Secretary ensures compliance with the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and compliance with the guidelines on insider trading for prevention of the same.

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

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### 15. CAUTION STATEMENT

The above Management Discussion and Analysis contains certain forward-looking statements within the meaning of applicable security laws and regulations. These pertain to the Company's future business prospects and business profitability, which are subject to several risks and uncertainties and the actual results could materially differ from those in such forward-looking statements. The risks and uncertainties relating to these statements include, but are not limited to, risks and uncertainties, regarding fluctuations in earnings, our ability to manage growth, competition, economic growth in India, ability to attract and retain highly skilled professionals, time and cost over-runs on contracts, Government policies and actions with respect to investments, fiscal deficits, regulations etc. In accordance with the Regulations on Corporate Governance as approved by the Securities and Exchange Board of India, shareholders and readers are cautioned that in the case of data and information external to the Company, no representation is made on its accuracy or comprehensiveness, though the same are based on sources thought to be reliable. The Company does not undertake to make any announcement in case any of these forward-looking statements become materially incorrect in future or update on any Forward-looking statements made from time to time on behalf of the Company.

# ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

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## Independent Auditor's Report

To the Members of Adhbhut Infrastructure Limited

Report on the standalone Ind AS financial statements

### Opinion

1. We have audited the accompanying standalone Ind AS financial statements of Adhbhut Infrastructure Limited ('the Company'), which comprise the balance sheet as at March 31, 2025, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone Ind AS financial statements").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the state of affairs of the Company as at March 31, 2025, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

### Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Material uncertainty related to going concern

4. The Company has accumulated losses amounting to Rs. 2,330.20 lakhs as on March 31, 2025 resulting in erosion of its net worth. These events and conditions indicate that a material uncertainty exists which may cast significant doubt about the Company's ability to continue as a going concern.

### Emphasis of Matter

5. As disclosed in note no. 30 to the accompanying financial statement, certain immovable properties held in the name of the Company and shares held by the promoter Company have been provisionally attached by the Deputy Director, Gurugram Zonal office, Director of Enforcement, New Delhi in alleged contravention of Violation under Prevention Laundering Act, 2002 vide order no. 09/2024 dated 13.09.2024. As per the information provided by the management, the said Order does not have impact on the business or running operations of the Company. The financial impact of the order, if any, is not ascertainable.

Our report is not modified in respect of the above-mentioned matter.

### Key audit matters

6. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
7. We have no matters other than those described in the Material uncertainty related to going concern section to communicate in our audit report.

### Information other than the financial statements and auditor's report thereon

8. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Management's responsibilities for the standalone financial statements

9. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
10. In preparing the standalone financial statements, Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
11. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibilities for the audit of the standalone financial statements

12. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.
13. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

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- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
14. Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.
15. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
16. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
17. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on other legal and regulatory requirements

18. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
19. As required by Section 143 (3) of the Act, we report that:
- a) We have sought and 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 it appears from our examination of those books;
  - c) The Balance Sheet, the Statement of profit and loss including Other comprehensive income, Statement of changes in equity and the Statement of cash flows dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B' to this report;

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

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g) In our opinion, the managerial remuneration for the year ended March 31, 2025 has been paid/provided by the company to its directors in accordance with the provisions of section 197(16) of the Act, as amended;

20. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements, if any;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company during the year ended March 31, 2025.
- iv. The Management has represented that, to the best of its knowledge and belief:
  - a) No funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - b) No funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. During the year, the Company has not declared any dividend.
- vi. The Ministry of Corporate Affairs (MCA) has mandated that with effect from 1st April, 2023, every company which uses accounting software for maintaining its books of account shall use only such accounting software which has a feature of recording an audit trail (edit log) of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

During the year, the Company implemented/activated the audit trail functionality in its accounting software with effect from 16th December 2024. Accordingly, the transactions recorded thereafter are in compliance with the said requirement. Hence, the Company has been in partial compliance with Rule 3(1) of the Companies (Accounts) Rules, 2014 for the entire financial year

### For Chatterjee & Chatterjee

Chartered Accountants

Firm registration no: 001109C

### BD Gujrati

Partner

Membership no: 010878

Place: New Delhi

Date: 29.05.2025

UDIN: 25010878BMOSDO9250



## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

### Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 17 under the heading “Report on Other Legal & Regulatory Requirements” section of our report of even date to the members of Adhbhut Infrastructure Limited)

Based on the audit procedures performed for the purpose of reporting a true and fair view on the standalone financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) In respect of the Company’s Property, plant and equipment:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment and relevant details of right-of-use assets.
  - (b) The Company has a program of physical verification of Property, plant and equipment and right-of-use assets so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, plant and equipment were due for verification during the year and were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (c) Based on our examination of the records for land on which building is constructed, provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties disclosed in the financial statements included under Investment property are held in the name of the Company as at the balance sheet date.
  - (d) The Company has not revalued its property, plant and equipment (including right-to-use assets) during the year.
  - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii)
  - (a) The Company does not hold any inventory. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable.
  - (b) The Company has not been sanctioned working capital limits by banks or financial institution on the basis of security of current assets during any point of time of the year. Accordingly, reporting under clause 3(ii) (b) of the Order is not applicable to the Company.
- (iii) During the year, the Company has not made any investments in, provided any guarantee or security, or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnerships or any other parties and hence reporting under clause 3(iii) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act in respect of loans, investments, guarantees, and security.
- (v) The Company has not accepted any deposits and also there were no amounts which are deemed to be the deposits. Hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013, and the rules framed there under, do not apply to this Company.
- (vi) The maintenance of cost records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company. Accordingly, the provisions the requirement to report on clause 3(vi) of the order is not applicable.
- (vii)
  - (a) According to the records, the company is generally regular in depositing undisputed statutory dues including Goods and service tax, provident fund, employees’ state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and all other material statutory dues with the appropriate authorities and there were no arrears of statutory dues as at March 31, 2025 for a period of more than six months from the date they became payable.

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

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- (b) According to the records of the Company and the information and explanations given to us, there were no statutory dues referred to in sub clause (a), which have not been deposited on account of any dispute.
- (viii) According to the information and explanations given to us and based on our verification, there were no transactions which are not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43) of 1961.
- (ix)
  - a) According to the information and explanations given to us, the Company does not have any loans or other borrowings from any bank/ financial institutions. Further, the Company has not defaulted in the repayment of principal and interest thereon to any other lender.
  - b) The Company has not been declared wilful defaulter by any bank or financial institution or any other lender.
  - c) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of term loans during the year. Accordingly, clause 3(ix) (c) of the Order is not applicable.
  - d) The Company has not raised funds on short term basis. Accordingly, clause 3(ix) (d) of the Order is not applicable.
  - e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of associates.
  - f) The Company has not raised any loans during the year. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- (x)
  - a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3 (x)(a) of the Order is not applicable.
  - b) The Company has not made any preferential allotment or private placement of shares or convertible debentures during the year. Accordingly, clause 3 (x)(b) of the Order is not applicable.
- (xi)
  - a) According to the information and explanations given by the management and based upon the audit procedures performed no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
  - b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year and up to the date of this report;
  - c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv)
  - a) In our opinion, the company has an adequate internal audit system commensurate with the size and nature of its business;
  - b) We have considered the reports of the Internal Auditors for the period under audit.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, clause 3(xv) of the Order is not applicable.

## ADHBHUT INFRASTRUCTURE LIMITED

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- (xvi) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934, and is not a core investment Company (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence reporting under clause 3(xvi) and sub-clauses of the Order are not applicable.
- (xvii) The Company has not incurred any cash loss in the current as well as in the immediately preceding financial year.
- (xviii) There has been no resignation of the Statutory Auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) As stated in the paragraph 4 of the Independent auditor's report, the Company has accumulated losses amounting to Rs. 2,330.20 lakhs as on March 31, 2025 resulting in erosion of its net worth. These events and conditions indicate that a material uncertainty exists which may cast significant doubt about the Company's ability to continue as a going concern. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) The provisions of section 135 are not applicable to the Company and hence reporting under clause 3(xx) and its sub-clauses of the Order are not applicable.
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

### **For Chatterjee & Chatterjee**

Chartered Accountants

Firm registration no: 001109C

### **BD Gujrati**

Partner

Membership no: 010878

Place: New Delhi

Date: 29.05.2025

**UDIN: 25010878BMOSDO9250**

## **ADHBHUT INFRASTRUCTURE LIMITED**

**CIN: L51503HR1985PLC121303**

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

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### **Annexure “B” to the Independent Auditor’s Report**

#### **Report on the Internal financial controls under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Adhbhut Infrastructure Limited (“the Company”) as of March 31, 2025 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for internal financial controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal financial controls over financial reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors’ responsibilities**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

#### **Meaning of internal financial controls over financial reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

#### **Inherent limitations of internal financial controls over financial reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future

## **ADHBHUT INFRASTRUCTURE LIMITED**

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periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on audit of Internal financial controls over financial reporting issued by the Institute of Chartered Accountants of India.

### **For Chatterjee & Chatterjee**

Chartered Accountants

Firm registration no: 001109C

### **BD Gujrati**

Partner

Membership no: 010878

Place: New Delhi

Date: 29.05.2025

**UDIN: 25010878BMOSDO9250**

**ADHBHUT INFRASTRUCTURE LIMITED****CIN: L51503HR1985PLC121303**

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

**BALANCE SHEET AS AT 31st MARCH, 2025**

[All amounts are in rupees lakh, except share data and earnings per share]

PARTICULARS		NOTES	As at 31st March 2025	As at 31st March 2024
<b>I</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non- Current Assets</b>			
	a) Property, plant and equipments	<b>2</b>	1.57	0.17
	b) Investment property	<b>3</b>	2,754.93	2,859.57
	c) Financial assets			
	i) Investments	<b>4</b>	—	—
	ii) Other non current assets	<b>5</b>	2.01	2.01
			<b>2,758.51</b>	<b>2,861.75</b>
<b>2</b>	<b>Current Assets</b>			
	a) Financial assets			
	i) Trade receivables	<b>6</b>	368.06	295.36
	ii) Cash and cash equivalents	<b>7</b>	1.42	44.18
	iii) Other current financial assets	<b>8</b>	4.58	4.73
	b) Other current assets	<b>9</b>	29.77	34.45
	c) Current tax assets (net)	<b>10</b>	3.03	—
			<b>406.87</b>	<b>378.72</b>
	<b>Total Assets</b>		<b>3,165.38</b>	<b>3,240.47</b>
<b>II</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Equity</b>			
	a) Equity share capital	<b>11</b>	1,100.00	1,100.00
	b) Other equity	<b>12</b>	(1,777.24)	(1,712.93)
			<b>(677.24)</b>	<b>(612.93)</b>
<b>2</b>	<b>Liabilities</b>			
	<b>Non Current Liabilities</b>			
	a) Financial liabilities			
	i) Borrowings	<b>13</b>	313.52	286.44
	ii) Other financial liabilities	<b>14</b>	3,444.71	3,460.46
			<b>3,758.23</b>	<b>3,746.90</b>
<b>3</b>	<b>Current Liabilities</b>			
	a) Financial liabilities			
	i) Other financial liabilities	<b>15</b>	84.01	88.03
	b) Other current liabilities	<b>16</b>	0.38	0.79
	c) Current tax liabilities (net)	<b>17</b>	—	17.68
			<b>84.38</b>	<b>106.50</b>
	<b>Total Equity and Liabilities</b>		<b>3,165.38</b>	<b>3,240.47</b>

**Summary of significant accounting policies and notes to the financial statement****1 to 31**

The accompanying notes are an integral part of the financial statements

**As per our reports of even date annexed****For Chatterjee & Chatterjee**

Chartered Accountants

FRN:- 001109C

Sd/-

**(B.D. Gujrati)**

Partner

M. No. : 010878

Sd/-

**Anubhav Dham**

Director

DIN:02656812

Sd/-

**Shivani Dixit**

Company Secretary

Sd/-

**Rajiv Kapur Kanika Kapur**

Director

DIN:07154667

Sd/-

**Subir Kumar Mishra**

CFO

Place : New Delhi  
Date : 29.05.2025  
UDIN : 25010878BMOSDO9250

**For and on behalf of the Board  
For ADHBHUT INFRASTRUCTURE LIMITED**

**ADHBHUT INFRASTRUCTURE LIMITED**

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2025**

[All amounts are in rupees lakh, except share data and earnings per share]

PARTICULARS	NOTES	For The Year Ended 31.03.2025	For The Year Ended 31.03.2024
<b>I. INCOME</b>			
Revenue from operations	<b>18</b>	82.62	255.75
Other income	<b>19</b>	0.85	24.15
<b>Total Income</b>		<b>83.47</b>	<b>279.90</b>
<b>II EXPENSES</b>			
Employee benefit expenses	<b>20</b>	10.12	11.80
Financial cost	<b>21</b>	27.08	24.75
Depreciation	<b>22</b>	105.24	104.74
Other expenses	<b>23</b>	36.19	31.40
<b>Total Expenses</b>		<b>178.63</b>	<b>172.69</b>
<b>Profit/(Loss) before tax</b>		(95.17)	107.21
<b>Tax Expense (net)</b>		(30.86)	19.94
Current tax expenses		2.77	19.94
Tax relating to earlier year		(33.62)	—
<b>Profit/(Loss) after tax</b>		<b>(64.31)</b>	<b>87.27</b>
<b>Other comprehensive income</b>		—	—
<b>Total comprehensive Income</b>		<b>(64.31)</b>	<b>87.27</b>
Earning per equity share basic and diluted			
Equity share of par value Rs. 10/ each	<b>24</b>	(0.58)	0.79

**Summary of significant accounting policies****and notes to the financial statement 1 to 31**

The accompanying notes are an integral part of the financial statements

**As per our reports of even date annexed****For Chatterjee & Chatterjee**

Chartered Accountants

FRN.: 001109C

Sd/-

**(B.D. Gujrati)**

Partner

M. No. : 010878

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**Anubhav Dham**

Director

DIN:02656812

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**Shivani Dixit**

Company Secretary

Sd/-

**Rajiv Kapur Kanika Kapur**

Director

DIN:07154667

Sd/-

**Subir Kumar Mishra**

CFO

**Place : New Delhi****Date : 29.05.2025****UDIN : 25010878BMOSDO9250**

**ADHBHUT INFRASTRUCTURE LIMITED**

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31st MARCH, 2025**

[All amounts are in rupees lakh, except share data and earnings per share]

PARTICULARS	For The Year Ended 31.03.2025	For The Year Ended 31.03.2024
<b>A Cash flow from operating activities</b>		
Profit/(Loss) before tax	(95.17)	107.21
Adjustment for :		
Depreciation	105.24	104.74
Financial cost	27.08	24.75
Provision reversal and balance written back	—	(21.37)
Interest income	(0.85)	(2.78)
<b>Operating profit before working capital changes</b>	<b>36.31</b>	<b>212.55</b>
<b>Adjustment for working capital changes</b>		
Other financial asset	0.15	27.53
Other current assets	4.67	(40.58)
Trade receivables	(72.70)	(80.19)
Current liabilities, non current liabilities and provisions	(20.18)	(94.40)
<b>Net cash flow from working capital changes</b>	<b>(88.06)</b>	<b>(187.65)</b>
<b>Cash flow from operating activities</b>	<b>(51.75)</b>	<b>24.90</b>
Income tax (paid) / refund (including TDS)	10.15	6.14
<b>Net cash flow from operating activities</b>	<b>(41.60)</b>	<b>31.03</b>
<b>B Cash flow from investing activities</b>		
Purchase of tangible assests	(2.00)	—
Interest received	0.85	2.13
<b>Net cash flow from investing activities</b>	<b>(1.15)</b>	<b>2.13</b>
<b>C Cash flow from financing activities</b>		
<b>Net cash flow from financing activities</b>	<b>—</b>	<b>—</b>
<b>Net increase/(decrease) in cash or cash equivalents</b>	<b>(42.76)</b>	<b>33.15</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>44.18</b>	<b>11.02</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>1.42</b>	<b>44.18</b>

**Summary of significant accounting policies and notes to the financial statement**

1 to 31

The accompanying notes are an integral part of the financial statements

**As per our reports of even date annexed****For Chatterjee & Chatterjee**

Chartered Accountants

FRN.: 001109C

Sd/-

**(B.D. Gujrati)**

Partner

M. No. : 010878

Sd/-

**Anubhav Dham**

Director

DIN:02656812

Sd/-

**Shivani Dixit**  
Company Secretary

Sd/-

**Rajiv Kapur Kanika Kapur**

Director

DIN:07154667

Sd/-

**Subir Kumar Mishra**  
CFO

Place : New Delhi

Date : 29.05.2025

UDIN : 25010878BMOSDO9250



**ADHBHUT INFRASTRUCTURE LIMITED**

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

**STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2025**

[All amounts are in rupees lakh, except share data and earnings per share]

**A. Equity Share Capital****(1) Current reporting period**

Particulars	Amounts
Opening balance as at 1st April 2024	1,100.00
Changes in equity share capital during the year	—
Closing balance as at 31st March 2025	1,100.00

**(2) Previous reporting period**

Particulars	Amounts
Opening balance as at 1st April 2023	1,100.00
Changes in equity share capital during the year	—
Closing balance as at 31st March 2024	1,100.00

**B) Other Equity****(1) Current reporting period**

Particulars	General reserve	Retained earnings	Equity component of compound financial instruments	Total
Opening balance as at 1st April 2024	192.00	(2,265.89)	360.95	(1,712.93)
Total comprehensive loss for the year	—	(64.31)	—	64.31
Closing balance as at 31st March 2025	192.00	(2,330.20)	360.95	(1,777.24)

**(2) Previous reporting period**

Particulars	General reserve	Retained earnings	Equity component of compound financial instruments	Total
Opening balance as at 1st April 2023	192.00	(2,353.16)	360.95	(1,800.20)
Total comprehensive income for the year	—	87.27	—	87.27
As at 31st March 2024	192.00	(2,265.89)	360.95	(1,712.93)

**Summary of significant accounting policies and notes to the financial statement 1 to 31**

The accompanying notes are an integral part of the financial statements

**As per our reports of even date annexed****For Chatterjee & Chatterjee**

Chartered Accountants

FRN.: 001109C

Sd/-

**(B.D. Gujrati)**

Partner

M. No. : 010878

Sd/-

**Anubhav Dham**

Director

DIN:02656812

Sd/-

**Shivani Dixit**

Company Secretary

Sd/-

**Rajiv Kapur Kanika Kapur**

Director

DIN:07154667

Sd/-

**Subir Kumar Mishra**

CFO

**Place : New Delhi****Date : 29.05.2025****UDIN : 25010878BMOSDO9250**

# ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

## Notes to the Standalone Financial Statements

### 1. COMPANY OVERVIEW

M/s Adhbhut Infrastructure Limited is a public limited company incorporated in India on 19th February 1985. The address of its registered office is Begampur Khatola, Khandsa, Near Krishna Maruti, Basai Road, Gurgaon, Haryana, India, 122001.

The Company is engaged in Real estate business. The Company's operations encompass commissioning projects on turnkey basis, letting building on lease and management of real estate properties.

The standalone financial statements were approved by the Board of Directors and authorised for issue on May 29, 2025.

### 1.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

#### 1.2.1 Statement of Compliance

The Financial Statements have been prepared in accordance with IND AS notified under the companies (Indian Accounting Standard) Rules, 2015. The Company has adopted Indian Accounting Standard from April 1, 2016 and accordingly these standalone financial statements have been prepared with IND ASs notified by section 133 of Companies Act, 2013 read with relevant rules issued there under from time to time, to the extent applicable to the Company.

#### 1.2.2 Basis of preparation of Financial statements

These financial statements are prepared in accordance with Indian Accounting Standards (IND AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The IND AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant amendment rules issued thereafter.

Accounting policies have been consistently applied except where a newly issued Indian accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

#### 1.2.3 Use of Estimates

The preparation of the financial statements in conformity with IND AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

##### 1.2.3.1 Useful lives of property, plant and equipment & capital work in progress

The Company reviews the useful life of property, equipment & Capital work in progress at the end of each reporting period or more frequently. The reassessment may result in change in depreciation expenses in future periods.

##### 1.2.3.2 Provisions and contingent liabilities

A provision is recognized when the company has a present obligation as a result of past event and it is probable than an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent liabilities are not recognized or disclosed in the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements.

##### 1.2.3.3 Recent Accounting Pronouncements

The Ministry of Corporate Affairs (MCA) notifies new standards and amendments to existing standards under the Companies (Indian Accounting Standards) Rules, as amended from time to time.

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

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Ind AS 117 – Insurance Contracts and amendments to Ind AS 116 – Leases (relating to sale and leaseback transactions) were notified and are effective from April 1, 2024. The Company has evaluated the applicability of these pronouncements and concluded that there is no significant impact on its financial statements for the year ended March 31, 2025.

On May 9, 2025, the MCA notified amendments to Ind AS 21 – The Effects of Changes in Foreign Exchange Rates. These amendments provide enhanced guidance on assessing currency exchangeability and estimating exchange rates when exchangeability is lacking. The amendments are effective for annual periods beginning on or after April 1, 2025. The Company is currently assessing the potential impact of these amendments on its financial statements.

### 1.2.4 Impairment of Assets

#### 1.2.4.1 Financial assets (other than at fair value)

The company assesses at each balance sheet date whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The company recognizes lifetime expected losses for all contract assets and/or all trade receivables that do not constitute a financing transaction.

### 1.2.5 Income Taxes

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

### 1.2.6 Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation /amortization and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management. The cost of property, plant & equipment also includes initial estimates of dismantling cost and restoring the site to its original position, on which the site is located.

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is an indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit or loss. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit or loss.

### 1.2.7 Investment Properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

### 1.2.8 Financial Instrument

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual

# ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

## Notes to the Standalone Financial Statements

provisions of the instrument. All financial assets (Except Net Investments) and financial liabilities (Except Borrowings) are recognized at fair value on initial recognition, except for trade receivables and security deposits, which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition.

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination, which is subsequently measured at fair value through profit and loss.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts are approximately at fair value due to the short maturity of these instruments.

### 1.2.9 Borrowings

Preference Shares are separated into equity and liability components based on the terms of the issue / contract. On issuance of the preference shares, the fair value of the liability component is determined using a market rate for an equivalent instrument. This amount is classified as financial liability and it is measured at amortized cost method until it is extinguished on conversion or redemption. The remainder of the proceeds is recognized and included in equity component is not re-measured in subsequent years.

### 1.2.10 Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that is reasonably estimated, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions determined by discounting the expected future cash flow at a pre-tax rate that reflects current market assessment of the time value of money and the risk specified to the liability.

### 1.2.11 Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivables. Amounts disclosed as revenue are exclusive of taxes and net of returns, trade allowances, rebates, discounts and value added taxes.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured regardless of when the payment is being made. The Company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each agreement.

- All expenses and income are accounted on accrual basis.

### 1.2.12 Lease

#### As a lessor

Lease income from operating leases where the company is a lessor is recognised in income on a straight - line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases . The respected leased assets are included in the balance sheet based on their nature .

### 1.2.13 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

In the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is Unobservable

For assets and liabilities that are recognized in the Consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period or each case.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

\* Disclosures for valuation methods, significant estimates and assumptions

\* Quantitative disclosures of fair value measurement hierarchy

\* Investment in unquoted equity shares

\* Financial instruments

### 1.2.14 Depreciation & amortization

The company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. Depreciation on additions/deductions to property, plant and equipment is provided on pro-rata basis from the date of actual installation or up to the date of such sale or disposal, as the case may be.

### 1.2.15 Earnings per equity share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

### Notes to the Standalone Financial Statements

#### 1.2.16 Cash and Cash Equivalent

Cash and Cash equivalent comprise cash in hand and demand deposits, together with other short term, highly liquid investment that are readily convertible into known amounts of cash and which are subject to an in significant risk of changes in value.

#### 1.2.17 Employee Benefit Expenses

##### ● Short-Term Employee Benefits

Short - term employee benefits include performance incentive, salaries & wages, bonus and leave travel allowance. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the services.

#### 1.2.18 Cash Flow Statement

Cash flow are reported using indirect method set out in Ind AS-7 on cash flow statement, expect in case of dividend which is considered on the basis of actual movement of cash with corresponding adjustments of assets and liabilities and where by profit for the period is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items in income or expenses associated with investing or financial cash flow. The cash flow from operating, investing and financing activities of the company are segregated.

### As per our reports of even date annexed

#### For Chatterjee & Chatterjee

Chartered Accountants

FRN.: 001109C

Sd/-

**(B.D. Gujrati)**

Partner

M. No. : 010878

Place : New Delhi

Date : 29.05.2025

UDIN : 25010878BMOSDO9250

### For and on behalf of the Board For ADHBHUT INFRASTRUCTURE LIMITED

Sd/-

**Anubhav Dham**

Director

DIN:02656812

Sd/-

**Shivani Dixit**

Company Secretary

Sd/-

**Rajiv Kapur Kanika Kapur**

Director

DIN:07154667

Sd/-

**Subir Kumar Mishra**

CFO

**ADHBHUT INFRASTRUCTURE LIMITED****CIN: L51503HR1985PLC121303**

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

**NOTES FORMING PARTS OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025**

[All amounts are in rupees lakh, except share data and earnings per share]

**NOTE: 2 PROPERTY, PLANT AND EQUIPMENT**

	Particulars	Computer	Furniture & Fixtures	Total
GROSS BLOCK	<b>Carrying Value</b>			
	<b>As at 1st April 2024</b>	<b>4.57</b>	<b>1.46</b>	<b>6.03</b>
	Addition	2.00	—	2.00
	<b>As at 31st March 2025</b>	<b>6.57</b>	<b>1.46</b>	<b>8.03</b>
DEPRECIATION	<b>As at 1st April 2024</b>	<b>4.40</b>	<b>1.46</b>	<b>5.86</b>
	Depreciation for the year	0.61	—	0.61
	<b>As at 31st March 2025</b>	<b>5.00</b>	<b>1.46</b>	<b>6.46</b>
NET BLOCK	<b>As at 1st April 2024</b>	<b>0.17</b>	<b>—</b>	<b>0.17</b>
	<b>As at 31st March 2025</b>	<b>1.57</b>	<b>—</b>	<b>1.57</b>

**NOTE: 2 PROPERTY, PLANT AND EQUIPMENT**

	Particulars	Computer	Furniture & Fixtures	Total
GROSS BLOCK	<b>Carrying Value</b>			
	<b>As at 1st April 2023</b>	<b>4.57</b>	<b>1.46</b>	<b>6.03</b>
	Addition	—	—	—
	<b>31st March 2024</b>	<b>4.57</b>	<b>1.46</b>	<b>6.03</b>
DEPRECIATION	<b>As at 1st April 2023</b>	<b>4.30</b>	<b>1.46</b>	<b>5.76</b>
	Depreciation for the year	0.10	—	0.10
	<b>As at 31st March 2024</b>	<b>4.40</b>	<b>1.46</b>	<b>5.86</b>
NET BLOCK	<b>As at 1st April 2023</b>	<b>0.27</b>	<b>—</b>	<b>0.27</b>
	<b>As at 31st March 2024</b>	<b>0.17</b>	<b>—</b>	<b>0.17</b>

**ADHBHUT INFRASTRUCTURE LIMITED****CIN: L51503HR1985PLC121303**

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

**NOTES FORMING PARTS OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025**

[All amounts are in rupees lakh, except share data and earnings per share]

**NOTE - 3 : INVESMENT PROPERTY**

PARTICULARS	AS AT	AS AT
	31st March 2025	31st March 2024
Investment in real estates	4,290.37	4,290.37
Less: Impairment	1,256.40	1,256.40
Less: Accumulated depreciation	279.03	174.39
<b>TOTAL</b>	<b>2,754.93</b>	<b>2,859.57</b>

**NOTE - 4 : INVESMENTS**

PARTICULARS	AS AT	AS AT
	31st March 2025	31st March 2024
Unquoted investments in fully paid up shares	0.96	0.96
Less:- Impairment of investment	(0.96)	(0.96)
<b>TOTAL</b>	<b>—</b>	<b>—</b>

**NOTE - 5 : OTHER NON-CURRENT ASSETS**

PARTICULARS	AS AT	AS AT
	31st March 2025	31st March 2024
Security deposits	2.01	2.01
<b>TOTAL</b>	<b>2.01</b>	<b>2.01</b>

**NOTE - 6 : TRADE RECEIVABLES**

PARTICULARS	AS AT	AS AT
	31st March 2025	31st March 2024
<b>Trade receivables</b>		
<b>Undisputed trade receivables – considered good</b>		
Less than six months	17.38	22.20
Exceeding six months	350.68	273.17
<b>Undisputed trade receivables – which have significant increase in credit risk</b>		
Less than six months	—	—
Less:-Provision for doubtful debtors	—	—
<b>TOTAL</b>	<b>368.06</b>	<b>295.36</b>



**ADHBHUT INFRASTRUCTURE LIMITED****CIN: L51503HR1985PLC121303**

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

**NOTES FORMING PARTS OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025**

[All amounts are in rupees lakh, except share data and earnings per share]

**NOTE - 6.1 : TRADE RECEIVABLE AGING**

PARTICULARS	AS AT	AS AT
	31st March 2025	31st March 2024
<b>Undisputed trade receivables -considered goods</b>		
Less than six months	17.38	22.20
6 month to 1 year	58.87	167.93
1 year to 2 years	186.57	105.24
2 year to 3 years	105.24	
<b>TOTAL</b>	<b>368.06</b>	<b>295.36</b>

**NOTE -7 : CASH AND CASH EQUIVALENTS**

PARTICULARS	AS AT	AS AT
	31st March 2025	31st March 2024
Cash in hand	0.27	0.27
Balance with scheduled bank in current account	1.15	43.91
<b>TOTAL</b>	<b>1.42</b>	<b>44.18</b>

**NOTE - 8 : OTHER CURRENT FINANCIAL ASSETS**

PARTICULARS	AS AT	AS AT
	31st March 2025	31st March 2024
Loan and advances	4.58	4.73
<b>TOTAL</b>	<b>4.58</b>	<b>4.73</b>

**NOTE - 9 : OTHER CURRENT ASSETS**

PARTICULARS	AS AT	AS AT
	31st March 2025	31st March 2024
Due from Govt authorities*	14.42	9.16
Advance to supplier	15.26	25.16
Prepaid expenses	0.10	0.13
<b>TOTAL</b>	<b>29.77</b>	<b>34.45</b>

\*Dues from Govt authorities includes the GST input net of GST output and TDS receivable.

**NOTE - 10 : CURRENT TAX ASSETS (net)**

PARTICULARS	AS AT	AS AT
	31st March 2025	31st March 2024
Advance tax TDS (net of provision)*	3.03	—
<b>TOTAL</b>	<b>3.03</b>	<b>—</b>

\* Net of advance tax, tds receivable and provision for income tax

**ADHBHUT INFRASTRUCTURE LIMITED****CIN: L51503HR1985PLC121303**

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

**NOTES FORMING PARTS OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025**

[All amounts are in rupees lakh, except share data and earnings per share]

**NOTE - 11 : EQUITY SHARE CAPITAL**

PARTICULARS	AS AT	AS AT
	31st March 2025	31st March 2024
<b>AUTHORISED</b>		
1,10,00,000 (P.Y. 1,10,00,000) Equity Share of Rs.10/- each	1,100.00	1,100.00
15,00,000 (P.Y. 15,00,000) 1% Non Convertible Non Cumulative Redeemable Preference Shares of Rs. 10/- each	150.00	150.00
	<b>1,250.00</b>	<b>1,250.00</b>
<b>ISSUED, SUBSCRIBED AND PAID UP</b>		
1,10,00,000 (P.Y. 1,10,00,000) Equity Share of Rs.10/- each fully paid up	1,100.00	1,100.00
15,00,000 (P.Y. 15,00,000) 1% Non Convertible Non Cumulative Redeemable Preference Shares of Rs. 10/- each	150.00	150.00
<b>TOTAL</b>	<b>1,250.00</b>	<b>1,250.00</b>

**a) Equity Shares**

Particulars	As at 31st March 2025		As at 31st March 2024	
	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year	11,000,000	1,100.00	11,000,000	1,100.00
Add: Shares Issued during the year	—	—	—	—
<b>Shares outstanding at the end of the year</b>	<b>11,000,000</b>	<b>1,100.00</b>	<b>11,000,000</b>	<b>1,100.00</b>

**b) 1% Non Convertible Non Cumulative Redeemable Preference Shares\***

Particulars	As at 31st March 2025		As at 31st March 2024	
	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year	1,500,000	150.00	1,500,000	150.00
Add: Shares issued during the year	—	—	—	—
<b>Shares outstanding at the end of the year</b>	<b>1,500,000</b>	<b>150.00</b>	<b>1,500,000</b>	<b>150.00</b>

\* Shown under the head Borrowings in note no. 13 In terms of IND AS

**c) Right, preferences and restrictions attached to shares****Equity Shares:**

The Company has issued equity shares having a par value of Rs.10/- per shares. Each Shareholders is eligible to one vote per share held and carry a right to dividend. The dividend, if proposed by the Board of Directors, is subjected to the approval of the shareholders in the Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts. the distribution will be in proportion to the number of equity share held by the shareholders.

**ADHBHUT INFRASTRUCTURE LIMITED****CIN: L51503HR1985PLC121303**

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

**NOTES FORMING PARTS OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025**

[All amounts are in rupees lakh, except share data and earnings per share]

**– Preference Shares**

The Company currently has issued 1% Non Convertible Non Cumulative Redeemable Preference Shares of Rs.10/- each. Preference shares will not be redeemed before 10 years & not later than 18 years from the date of allotment at such premium as may be decided by the board of directors in accordance with the provision of Companies Act, 2013 or any re-enactment thereof.

**Note 11.2 : Details of Shareholders holding more the 5% of Share Capital**

Particulars	As at 31st March 2025		As at 31st March 2024	
	No. of Shares	% of Holding	No. of Shares	% of Holding
<b>Equity shares</b>				
Mr. Arvind Dham	3,530,670	32.10%	3,530,670	32.10%
Ms. Anita Dham	2,349,930	21.36%	2,349,930	21.36%
Mr. Anubhav Dham	2,203,549	20.03%	2,203,549	20.03%
	<b>8,084,149</b>	<b>73.49%</b>	<b>8,084,149</b>	<b>73.49%</b>

**Note 11.3 : Details of Promoter Shareholders**

Particulars	As at 31st March 2025		As at 31st March 2024	
	No. of Shares	% of Holding	No. of Shares	% of Holding
<b>Equity shares</b>				
Mr. Arvind Dham	3,530,670	32.10%	3,530,670	32.10%
Ms. Anita Dham	2,349,930	21.36%	2,349,930	21.36%
Mr. Anubhav Dham	2,203,549	20.03%	2,203,549	20.03%
	<b>8,084,149</b>	<b>73.49%</b>	<b>8,084,149</b>	<b>73.49 %</b>

**NOTE - 11.4 : Change in Promoter Shareholders**

PARTICULARS	AS AT	AS AT
	31st March 2025	31st March 2024
	%change in holding	%change in holding
<b>Equity shares</b>		
Mr. Arvind Dham	—	—
Ms. Anita Dham	—	—
Mr. Anubhav Dham	—	1.33%

**ADHBHUT INFRASTRUCTURE LIMITED**

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

**NOTES FORMING PARTS OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025**

[All amounts are in rupees lakh, except share data and earnings per share]

**NOTE - 12 : OTHER EQUITY**

PARTICULARS	AS AT	AS AT
	31st March 2025	31st March 2024
<b>a) General reserves</b>		
Balance as per last financial year	192.00	192.00
<b>Closing balance</b>	<b>192.00</b>	<b>192.00</b>
<b>b) Deficit in statement of profit &amp; loss</b>		
Balance as per last financial year	(2,265.89)	(2,353.16)
Add: (Loss)/ profit during the financial year	(64.31)	87.27
<b>Closing balance</b>	<b>(2,330.20)</b>	<b>(2,265.89)</b>
<b>c) Equity components of compound financial instruments (preference shares)</b>		
Balance as per last financial year	360.95	360.95
<b>Closing balance</b>	<b>360.95</b>	<b>360.95</b>
<b>TOTAL (a+b+c)</b>	<b>(1,777.24)</b>	<b>(1,712.93)</b>

**NOTE - 13 : BORROWINGS**

PARTICULARS	AS AT	AS AT
	31st March 2025	31st March 2024
<b>Unsecured</b>		
<b><i>Liability Components of Compound Financial Instruments</i></b>		
15,00,000 (P.Y. 15,00,000) 1% Non Convertible Non Cumulative Redeemable Preference Shares of Rs.10/- each fully paid up	313.52	286.44
<b>TOTAL</b>	<b>313.52</b>	<b>286.44</b>

**NOTE - 14 : OTHER NON CURRENT FINANCIAL LIABILITIES**

PARTICULARS	AS AT	AS AT
	31st March 2025	31st March 2024
Other payables	3,444.71	3,460.46
<b>TOTAL</b>	<b>3,444.71</b>	<b>3,460.46</b>

**ADHBHUT INFRASTRUCTURE LIMITED****CIN: L51503HR1985PLC121303**

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

**NOTES FORMING PARTS OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025**

[All amounts are in rupees lakh, except share data and earnings per share]

**NOTE - 15 : OTHER CURRENT FINANCIAL LIABILITIES**

PARTICULARS	AS AT	AS AT
	31st March 2025	31st March 2024
Expenses payable	74.46	88.03
Payable to directors	1.49	-
Payable to corporates	8.06	-
<b>TOTAL</b>	<b>84.01</b>	<b>88.03</b>

**NOTE - 16 : OTHER CURRENT LIABILITIES**

PARTICULARS	AS AT	AS AT
	31st March 2025	31st March 2024
Duties and taxes payable	0.38	0.79
<b>TOTAL</b>	<b>0.38</b>	<b>0.79</b>

**NOTE - 17 : CURRENT TAX LIABILITIES (net)**

PARTICULARS	AS AT	AS AT
	31st March 2025	31st March 2024
Current tax payable (net)	-	17.68
*net of advance tax, TDS receivable and provision for income tax		
<b>TOTAL</b>	<b>-</b>	<b>17.68</b>

**NOTE - 18 : REVENUE FROM OPERATIONS**

PARTICULARS	For the Year Ended	For the Year Ended
	31st March, 2025	31st March, 2024
Lease rent revenue	32.62	224.35
Service income	50.00	31.40
<b>TOTAL</b>	<b>82.62</b>	<b>255.75</b>

**NOTE - 19 : OTHER INCOME**

PARTICULARS	For the Year Ended	For the Year Ended
	31st March, 2025	31st March, 2024
Interest income	0.85	2.78
Reversal of provisions and old Balance written back	-	21.37
<b>TOTAL</b>	<b>0.85</b>	<b>24.15</b>

**ADHBHUT INFRASTRUCTURE LIMITED****CIN: L51503HR1985PLC121303**

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

**NOTES FORMING PARTS OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025**

[All amounts are in rupees lakh, except share data and earnings per share]

**NOTE - 20 : EMPLOYEES BENEFIT EXPENSES**

<b>PARTICULARS</b>	<b>For the Year Ended 31st March, 2025</b>	<b>For the Year Ended 31st March, 2024</b>
Salary & wages	10.12	11.80
<b>TOTAL</b>	<b>10.12</b>	<b>11.80</b>

Note: Company has not opted for actuarial valuation for the current year. In case of any liability related to employee arises, the same will paid on actual basis and accounted for in the books of accounts

**NOTE - 21 : FINANCIAL COSTS**

<b>PARTICULARS</b>	<b>For the Year Ended 31st March, 2025</b>	<b>For the Year Ended 31st March, 2024</b>
Interest on liability components of compound financial instruments	27.08	24.75
<b>TOTAL</b>	<b>27.08</b>	<b>24.75</b>

**NOTE - 22 : DEPRECIATION**

<b>PARTICULARS</b>	<b>For the Year Ended 31st March, 2025</b>	<b>For the Year Ended 31st March, 2024</b>
Depreciation on computer and furniture & fixtures #	0.61	0.10
Depreciation on building	104.64	104.64
<b>TOTAL</b>	<b>105.24</b>	<b>104.74</b>

# refer to note no 2

**NOTE - 23 : OTHER EXPENSES**

<b>PARTICULARS</b>	<b>For the Year Ended 31st March, 2025</b>	<b>For the Year Ended 31st March, 2024</b>
Advertisement expenses	0.61	1.09
Annual Listing Fees	1.00	1.25
Auditors remuneration	1.25	1.15
Bank & other charges	0.01	0.01
Computer and website expenses	0.34	0.37
Legal and professional expenses	19.66	13.22
Office expenses	8.74	12.11
Printing and stationery <sup>#</sup>	0.24	0.00
Rate, fee and taxes	1.06	0.48
Director Sitting Fees	2.78	1.20
Travelling expenses	0.50	0.53
<b>TOTAL</b>	<b>36.19</b>	<b>31.40</b>

#Amount is less than one thousand hence shown as zero.

**ADHBHUT INFRASTRUCTURE LIMITED****CIN: L51503HR1985PLC121303**

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

**NOTES FORMING PARTS OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025**

[All amounts are in rupees lakh, except share data and earnings per share]

**NOTE - 23.1 : AUDITOR REMUNERATION**

<b>PARTICULARS</b>	<b>For the Year Ended 31st March, 2025</b>	<b>For the Year Ended 31st March, 2024</b>
Auditors payments		
– Audit fees	1.25	1.00
– Certification fees	0.00	0.15
<b>TOTAL</b>	<b>1.25</b>	<b>1.15</b>

**NOTE- 24: EARNINGS PER EQUITY SHARE BASIC AND DILUTED**

<b>PARTICULARS</b>	<b>For the period Ended 31st March, 2025</b>	<b>For the Year Ended 31st March, 2024</b>
<b>Basic</b>		
Opening no. of shares	11,000,000	11,000,000
Share issued during the year	–	–
Shares Brought back during the year	–	–
Closing number of shares	11,000,000	11,000,000
<b>Weighted average no.of shares</b>	<b>11,000,000</b>	<b>11,000,000</b>
<b>Profit/(loss) after tax (in lacs)</b>	<b>(64.31)</b>	<b>87.27</b>
<b>Earning per share</b>	<b>(0.58)</b>	<b>0.79</b>
Equity share of par value Rs.10/ each		
<b>Diluted</b>		
Number of shares considered as basic weighted average share outstanding	11,000,000	11,000,000
Add: Weighted average diluted equity		
Number of shares considered as diluted for calculating of earning per share weighted average	11,000,000	11,000,000
<b>(Loss)/Profit after tax for dilution(in lacs)</b>	<b>(64.31)</b>	<b>87.27</b>
<b>Earning per share</b>	<b>(0.58)</b>	<b>0.79</b>
Equity share of par value Rs.10/ each		

# ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

## NOTES FORMING PARTS OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025

[All amounts are in rupees lakh, except share data and earnings per share]

### NOTE-25 : RATIOS

S. No.	Particulars	Current year			Previous year			Changes	Note
		Numerator	Denominator	Ratios	Numerator	Denominator	Ratios		
1	Current ratio	406.87	84.38	482.16%	378.75	106.50	355.61%	(126.5%)	1
2	Debt-Equity ratio	313.52	(677.24)	(46.3%)	286.44	(612.93)	(46.73%)	0 %	
3	Debt service coverage ratio	37.15	27.08	137.20%	236.70	24.75	956.28%	819.1%	2
4	Return on Equity ratio	(64.31)	(645.08)	10.0%	87.27	(656.56)	(13.29%)	(23.3%)	
5	Inventory turnover ratio	Not applicable							
6	Trade receivables turnover ratio	82.62	331.71	25%	255.75	249.38	102.55%	77.6%	2
7	Trade payables turnover ratio	Not applicable							
8	Net capital turnover ratio	82.62	297.35	27.79%	255.75	202.74	126.15%	98.4%	2
9	Net profit ratio	(64.31)	82.62	(77.8)%	87.27	255.75	34.12%	112%	2
10	Return on capital employed	27.08	3,080.99	0.88%	131.96	3,133.97	4.21%	3.3%	
11	Return on investment	26.24	2,807.25	0.93%	107.21	2,911.89	3.70%	2.8%	

#### Where:

Current ratio

Debt-equity ratio

Debt service coverage ratio

Return on equity ratio

Inventory turnover ratio

Trade receivables turnover ratio

Trade payables turnover ratio

Net capital turnover ratio

Net profit ratio

Return on capital employed

Return on investment

#### Numerator

Current assets

Total debt

Earning available for debt

Profit after tax

Sales

Net credit sales

Net credit purchases

Net sales

Net profit

EBIT

Interest income

#### Denominator

Current liabilities

Shareholders equity

Debt service

Average shareholders equity

Average inventory

Average trade receivables

Average trade payables

Average working capital

Net sales

Capital employed

Average investments

Note-1 Increase in Trade receivables and decrease in current liabilities has resulted in significant change of ratio.

Note-2 During the current year Company's revenue has decreased as compare to the previous year which has resulted the change in the ratio.

### NOTE-26 Disclosure of any transaction with Struck off companies

Name of the company	Nature of balance	Balance outstanding CY	Balance outstanding PY	Relationship
Allianz International Pvt. Ltd.	Payable	(1,176.00)	(1,176.00)	Other



# ADHBHUT INFRASTRUCTURE LIMITED

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## NOTES FORMING PARTS OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025

[All amounts are in rupees lakh, except share data and earnings per share]

### NOTE -27 RELATED PARTY DISCLOSURE

#### Name of Related Party and relationship

##### Key Managerial Personnel

Anubhav Dham	Director (Key Managerial Personnel)
Amman Kumar	Director (Key Managerial Personnel)
Rajiv Kapur Kanika Kapur	Director (Key Managerial Personnel)
Manoj Kumar	Director (Key Managerial Personnel)
Sanjay Sharma	Director (Key Managerial Personnel)
Sri Kant	Director (Key Managerial Personnel)
Subir Kumar Mishra	Chief Financial Officer (Key Managerial Personnel)
Parul Saini	Company Secretary till Feb 2024 (Key Managerial Personnel)
W.L.D. Investments Private Limited	Companies under common director
Alliance Integrated Metaliks Limited	Companies under common director
Newtime Infrastructure Limited	Companies under common director
Gateway Impex Private Limited	Companies under common director

#### Transaction with related parties during the year

Name and relationship	Nature of transaction	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>(A) Key Managerial Personnel</b>			
Subir Kumar Mishra	Salaries and reimbursement	5.19	5.15
Parul Saini	Salaries and reimbursement	0.00	4.14
Rajiv Kapur Kanika Kapur	Siting fees	0.53	0.45
Srikant	Siting fees	0.53	0.08
Sanjay Sharma	Siting fees	0.53	0.23
Manoj Kumar	Siting fees	0.30	—
Vipul Gupta	Siting fees	0.90	0.45
<b>(B) Companies under common director</b>			
Newtime Infrastructure Limited	Revenue	1.50	0.71
Alliance Integrated Metaliks Limited	Revenue	29.61	—
Gateway Impex Private Limited	Revenue	4.72	—
Newtime Infrastructure Limited	Amount received	2.10	—
W.L.D. Investments Private Limited	Amount paid	—	12.00
Gateway Impex Private Limited	Amount received	0.40	—

#### Closing Balance at the end of reporting period

<b>(A) Key Managerial Personnel</b>			
Subir Kumar Mishra	Salary payable	0.39	0.39
Rajiv Kapur Kanika Kapur	Siting fee Payable	0.41	—
Srikant	Siting fees Payable	0.41	—
Sanjay Sharma	Siting fees Payable	0.41	—
Manoj Kumar	Siting fees Payable	0.27	—
<b>(B) Companies under common director</b>			
W.L.D. Investments Private Limited	Other payable	190.76	190.76
Alliance Integrated Metaliks Limited	Trade receivables	27.61	—
Newtime Infrastructure Limited	Trade receivables	0.10	0.71
Gateway Impex Private Limited	Other payable	484.89	489.21

**ADHBHUT INFRASTRUCTURE LIMITED**

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

**NOTES FORMING PARTS OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025**

[All amounts are in rupees lakh, except share data and earnings per share]

**NOTE- 28 FINANCIAL ASSETS & LIABILITIES**

The carrying value of financial instruments by categories as of March 31, 2025 is as follows:-

*(Rupees in Lakhs)*

PARTICULARS	Fair value through Profit & Loss A/c	Fair value through other comprehensive income	Amortised cost	Total carrying value
<b>Financial Assets</b>				
Trade receivables	—	—	368.06	368.06
Cash and cash equivalents	—	—	1.42	1.42
Other current financial assets	—	—	4.58	4.58
Other non current financial assets	—	—	2.01	2.01
<b>Total</b>	—	—	<b>376.07</b>	<b>376.07</b>
<b>Financial Liabilities</b>				
Borrowings	—	—	313.52	313.52
Other financial liabilities	—	—	3,528.72	3,528.72
<b>Total</b>	—	—	<b>4,218.31</b>	<b>4,218.31</b>

The carrying value of financial instruments by categories as of March 31, 2024 is as follows:-

PARTICULARS	Fair value through Profit & Loss A/c	Fair value through other comprehensive income	Amortised cost	Total carrying value
<b>Financial Assets</b>				
Trade receivables	—	—	295.36	295.36
Cash and cash equivalents	—	—	44.18	44.18
Other current financial assets	—	—	4.73	4.73
Other non current financial assets	—	—	2.01	2.01
<b>Total</b>	—	—	<b>346.28</b>	<b>346.28</b>
<b>Financial Liabilities</b>				
Borrowings	—	—	286.44	286.44
Other financial liabilities	—	—	3,548.49	3,548.49
<b>Total</b>	—	—	<b>3,834.93</b>	<b>3,834.93</b>

**Fair value hierarchy**

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 — Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 — Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 — Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current

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Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

**NOTES FORMING PARTS OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025**

[All amounts are in rupees lakh, except share data and earnings per share]

market transactions in the same instrument nor are they based on available market data.

The financial instruments included in Level 2 of fair value hierarchy have been valued using quotes available for similar assets and liabilities in the active market. The investments included in Level 3 of fair value hierarchy have been valued using the cost approach to arrive at their fair value. The cost of unquoted investments approximate the fair value because there is a range of possible fair value measurements and the cost represents estimate of fair value within that range.

The following table summarises financial assets and liabilities measured at fair value on a recurring basis and financial assets that are not measured at fair value on a recurring basis (but fair value disclosure are required):

**As at March 31, 2025****(Rupees in Lakhs)**

Particulars	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>				
Trade receivables	—	—	—	—
Cash and cash equivalents	—	—	1.42	1.42
Other current financial assets	—	—	4.58	4.58
Other non current financial assets	—	—	2.01	2.01
<b>Financial Liabilities</b>				
Borrowings	—	—	313.52	313.52
Other financial liabilities	—	—	3,528.72	3,528.72

**As at March 31, 2024****(Rupees in Lakhs)**

Particulars	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>				
Trade receivables	—	—	295.36	295.36
Cash and cash equivalents	—	—	44.18	44.18
Other current financial assets	—	—	4.73	4.73
Other non current financial assets	—	—	2.01	2.01
<b>Financial Liabilities</b>				
Borrowings	—	—	286.44	286.44
Other financial liabilities	—	—	3,548.49	3,548.49

**Note : 28.1 Financial risk management objectives and policies**

The Company's principal financial liabilities comprise loans and borrowings, and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's financial assets include investment, loans, trade and other receivables, and cash & cash equivalents that derive directly from its operations.

The company is exposed to credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each risk, which are summarised as below:

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandsa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

### NOTES FORMING PARTS OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025

[All amounts are in rupees lakh, except share data and earnings per share]

#### (A) Market risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: Interest rate risk and currency risk. Financial instruments affected by market risk include loans and borrowings, deposits and payables/ receivables in foreign currencies.

##### - Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has no borrowings and hence not exposed to interest Rate Risk.

##### - Foreign currency risks

Foreign risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is not dealing in foreign currency transaction therefore the Company is not exposed to foreign currency risks.

#### (B) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and deposits with banks.

#### (C) Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure funds are available for use as per requirements. The Company's prime source of liquidity is cash and cash equivalents and the cash generated from operations. The Company has no outstanding bank borrowings.

#### Note : 28.2 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings less cash and cash equivalents.

(Rupees in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Financial liabilities	3,842.24	3,834.93
Less: Cash and cash equivalents	1.42	44.18
(Excluding cash held as Margin money)		
Net debt	3,840.81	3,790.75
Equity	1,100.00	1,100.00
Capital and net debt	4,940.81	4,890.75
Gearing ratio	77.74%	77.51%

#### NOTE- 29 Additional regulatory information required by schedule iii to the companies act, 2013

- The Company does not have any benami property held in its name. No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- The Company has not been declared wilful defaulter by any bank or financial institution or other lender or government or any government authority.

## ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503HR1985PLC121303

Registered address: Begampur Khatola, Khandasa, Near Krishna Maruti, Arjun Nagar, Gurgaon, Haryana, India, 122001

### NOTES FORMING PARTS OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025

[All amounts are in rupees lakh, except share data and earnings per share]

- (iii) The Company has complied with the requirement with respect to number of layers as prescribed under section 2(87) of the Companies Act, 2013 read with the Companies (Restriction on number of layers) Rules, 2017.
- (iv) Utilisation of borrowed funds and share premium
- The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- (b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- The Company has complied with the requirement with respect to number of layers as prescribed under section 2(87) of the Companies Act, 2013 read with the Companies (Restriction on number of layers) Rules, 2017.
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries
- (v) There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (such as search or survey), that has not been recorded in the books of account.
- (vi) The Company has not traded or invested in crypto currency or virtual currency during the year.
- (vii) The Company does not have any charges or satisfaction of charges which is yet to be registered with Registrar of Companies beyond the statutory period.

**NOTE- 30:** A Provisional Attachment Order No. 09/2024, issued via email dated 13.09.2024 by the Deputy Director posted at the Gurugram Zonal Office, Directorate of Enforcement, New Delhi, has been passed against the company. This order pertains to the provisional attachment of immovable properties held in the companies's name, vide reference number F.No.ECIR/GNZO/14/2024, dated 05.09.2024, and includes the attachment of shares held by the promoter company. This order, however, does not affect the business operations of the Company.

**NOTE- 31:** Figures of previous year have been rearranged /regrouped as and when necessary in terms of current year's grouping.

#### As per our reports of even date annexed

#### For Chatterjee & Chatterjee

Chartered Accountants

FRN.: 001109C

#### For and on behalf of the Board

#### For ADHBHUT INFRASTRUCTURE LIMITED

Sd/-

(B.D. Gujrati)

Partner

M. No. : 010878

Sd/-

Anubhav Dham

Director

DIN:02656812

Sd/-

Rajiv Kapur Kanika Kapur

Director

DIN:07154667

Sd/-

Shivani Dixit

Company Secretary

Sd/-

Subir Kumar Mishra

CFO

Place : New Delhi

Date : 29.05.2025

# ADHBHUT INFRASTRUCTURE LIMITED

FORM NO. MGT-11

## PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN :	L51503HR1985PLC121303
Name of the Company	ADHBHUT INFRASTRUCTURE LIMITED
Registered Office :	Begampur Khatola, Khandsa, Near Krishna Maruti, Basai Road, Gurgaon, Arjun Nagar, Haryana, India, 122001

Name of the member(s)		E-mail id :	
Registered address		Member' Folio No/DP-ID-Client Id	

I / We, being the member(s) of \_\_\_\_\_ Shares of the above named company, hereby appoint :

- Name : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ Address : \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him / her
- Name : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ Address : \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him / her
- Name : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ Address : \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40<sup>th</sup> Annual General Meeting (AGM) of the Company, to be held on **Tuesday, September 16, 2025 at 11:00 a.m.** at the Registered Office of the Company at Begampur Khatola, Khandsa, Near Krishna Maruti, Basai Road, Gurgaon, Arjun Nagar, Haryana, India, 122001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.		Description	Vote (optional, see the note)	
			FOR	AGAINST
Ordinary Business				
1.	To Receive, Consider and Adopt The Audited Financial Statements of the Company For The Year Ended March 31, 2025. Together With The Reports Of Board Of Directors And Auditors Thereon.			
2.	To appoint a director in place of Mr. Anubhav dham (DIN:02656812), who retires by rotation in terms of section 152(6) of the companies act, 2013, and being eligible, offers himself for re-appointment			
Special Business				
3.	Special Resolution: To Appoint Mr. MAHIR BHADANI (DIN: 10622919) as a non-executive independent director			
4.	Special Resolution: To Approve Reappointment Of Ms. RAJIV KAPUR KANIKA KAPUR (DIN: 07154667) As An Independent Director Of The Company			
5.	Special Resolution: To Consider And Approve The Extension Of Redeemable Of Redemption Period Of Fully Paid 1% Reedemable Non-Convertible Non-Cumulative Preference Shares			
6.	Ordinary Resolution: To Appoint M/S AASK & ASSOCIATES LLP, Firm Of Company Secretaries In Practice In Practice As Secretarial Auditors For A Term Upto 5 (Five) Consecutive Years			
7.	Special Resolution: Power To Give Loans Or Invest Funds Of The Company In Excess Of The Limits Specified Under Section 186 Of The Companies Act, 2013			
8.	Special Resolution: Members Approval For Related Party Transactions Under Section 188 Of Companies Act, 2013			
9.	Special Resolution: Members Approval For Giving Loan And Guarantees Or Providing Security In Connection With Loan Availed By Specified Person Under Section 185 Of The Companies Act, 2013			

Signed this ..... day of ..... of 2025.

Signature of Shareholder..... Signature of the 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.
- It is optional to indicate your preference. If you leave the 'FOR' or 'AGAINST' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Affix  
Revenue  
Stamp of  
Re.1/-

# ADHBHUT INFRASTRUCTURE LIMITED

Registered Office: Begampur Khatola, Khandsa, Near Krishna Maruti, Basai Road, Gurgaon,  
Arjun Nagar, Haryana, India, 122001

Email: [adhbhut.ind@rediffmail.com](mailto:adhbhut.ind@rediffmail.com) • Website: [www.adhbhutinfra.in](http://www.adhbhutinfra.in)

Tel.: +91-7048959386 • CIN: L51503HR1985PLC121303

## ATTENDANCE SLIP

(to be handed over at the Registration Counter)

Folio No.	
No. of Shares:	

DP ID -	
Client ID No.:	

I/We hereby record my/our presence at the Annual General Meeting of the Company being held on Tuesday, September 16, 2025 at 11:00 a.m. at Begampur Khatola, Khandsa, Near Krishna Maruti, Basai Road, Gurgaon, Arjun Nagar, Haryana, India, 122001

1. Name(s) of the Member: 1. Mr./Ms. \_\_\_\_\_  
and Joint Holder(s) 2. Mr./Ms. \_\_\_\_\_  
(in block letters) 3. Mr./Ms. \_\_\_\_\_
2. Address : \_\_\_\_\_  
\_\_\_\_\_
3. Father's/Husband's Name (of the Member) : Mr . \_\_\_\_\_
4. Name of Proxy : Mr./Ms. \_\_\_\_\_  
1.  
2.  
3.

\_\_\_\_\_  
Signature of the Shareholder

\_\_\_\_\_  
Signature of the Proxy holder(s)/  
Authorised Representative

### Notes:

1. Please complete the Attendance slip and hand it over at the Registration Counter at the venue.
2. \*\*\*\* Applicable for Investors holding Shares in electronic form.

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*If undelivered please return to :*

**ADHBHUT INFRASTRUCTURE LIMITED**

**Registered Office:** Begampur Khatola, Khandsa, Near Krishna Maruti, Basai Road,  
Gurgaon, Arjun Nagar, Haryana, India, 122001

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