

# KAIZEN AGRO INFRABUILD LIMITED

(Formerly : ANUBHAV INFRASTRUCTURE LIMITED)



**Kaizen Agro**  
INFRABUILD LIMITED

September 04, 2024

To  
The General Manager  
Department of Corporate Services  
BSE Limited  
P. J. Towers, 1st Floor  
Dalal Street,  
Mumbai - 400001

Ref: Scrip Code in BSE – 538833

Sub: Annual Report for the financial year ended March 31, 2024 in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

In accordance with Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Annual Report for the financial year 2023-24, including the Notice of 19th Annual General Meeting of our Company.

Further, with regards to filing of the Annual Report in XBRL mode, the same shall be filed in due course.

The aforesaid Annual Report and Notice of Annual General Meeting are also available on the Company's website at [www.kaizeninfra.com](http://www.kaizeninfra.com).

Kindly take the aforesaid information on record and oblige.

Thanking you,

Yours faithfully,

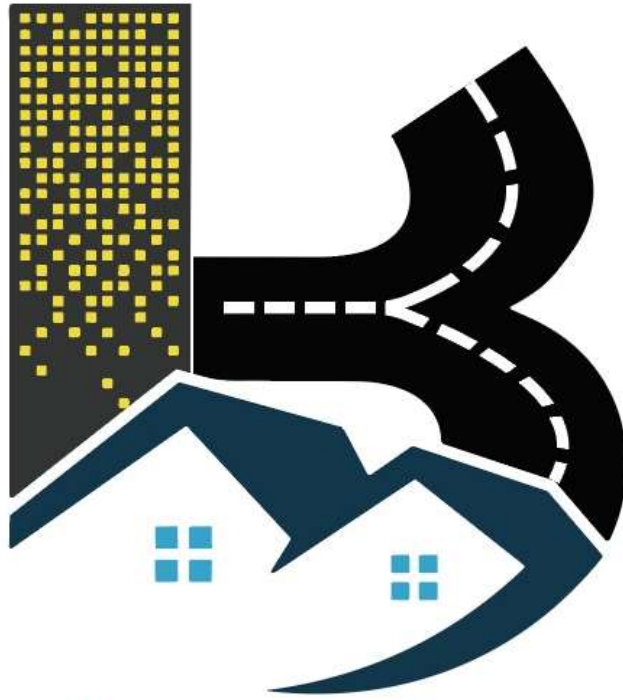
For **Kaizen Agro Infrabuild Limited**

*Nikita Rateria*

Nikita Rateria  
(Company Secretary & Compliance Officer)  
Mem No. 36115



Encl : As above



**Kaizen Agro**

INFRABUILD LIMITED

**FORMERLY :**  
**ANUBHAV INFRASTRUCTURE LIMITED**

NINETEENTH  
ANNUAL REPORT  
2023-24



**Formerly : “Anubhav Infrastructure Limited”**

CIN : L47219WB2006PLC107433

**Registered Address :** “Chatterjee International Centre, 33A, Chowringhee Road, 6th Floor, Room No. 6A, Russel Street  
Kolkata- 700 071”, **Contact No.:** 91-82320 13440

**E-Mail ID :** [info@kaizeninfra.com](mailto:info@kaizeninfra.com) **Website :** [www.kaizeninfra.com](http://www.kaizeninfra.com)

**CORPORATE INFORMATION**

**BOARD OF DIRECTORS**

**Chief Financial Officer**

Mrs. Pooja Agarwal

**Chief Executive Officer**

Mr. Ankur Hada

**Managing Director**

Mr. Ankur Hada

**Whole- Time Director**

Mr. Pawan Kumar Jhunjunwala

**Non-Executive, Independent Director**

Mr. Kanwar Nitin Singh

Mr. Amit Bajaj

Mrs. Mandeep Kaur Jaiswal

**Company Secretary**

Ms. Nikita Rateria  
(Compliance Officer)

**BOARD COMMITTEES**

**Audit Committee**

Mr. Amit Bajaj-Chairman  
Mr. Kanwar Nitin Singh- Member  
Mr. Pawan Kumar Jhunjunwala -Member

**Nomination & Remuneration Committee**

Mr. Amit Bajaj-Chairman  
Mr. Kanwar Nitin Singh- Member  
Mrs. Mandeep Kaur Jaiswal -Member

**Stakeholders Relationship Committee**

Mr. Amit Bajaj-Chairman  
Mr. Kanwar Nitin Singh- Member  
Mr. Pawan Kumar Jhunjunwala –Member

**AUDITORS**

**Statutory Auditors**

**M/s. Harsh Mita & Associates.**  
191 Chittaranjan Avenue,  
4th Floor, Room No. 7  
Kolkata – 700 007

**Internal Auditors**

**M/s. Roshni K Gupta & Associates.**  
85 G.T Road, 3rd Floor  
Howrah - 711 101

**Secretarial Auditor**

**Pooja Bansal**  
Flat No. F1, 5th floor, Respect Home  
Andul Road, Halderpara, Podrah  
Howrah – 711 109

**Registrar & Transfer Agent**

**Maheshwari Datamatics Pvt. Ltd.**  
23 R.N Mukherjee Road, 5th Floor, Kolkata – 700 001  
Contact No. : 033 2243 5029/2248 2248  
Fax – 033 22484787  
E mail ID:  
Website: [info@mdpl.in](mailto:info@mdpl.in)

**Bankers**

**ICICI Bank Limited**, MG Road Branch,  
Central Avenue, Kolkata- 700 137  
**IDFC First Bank**, Dalhousie Branch  
Ground Floor, Bhandari House,  
16 Netaji Subhas Road, Kolkata- 700 001



**Formerly: “Anubhav Infrastructure Limited”**

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**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Nineteenth Annual General Meeting of the Members of **M/s. Kaizen Agro Infrabuild Limited** (Formerly: Anubhav Infrastructure Limited) having its Registered Office at “Chatterjee International Centre”, 33A, Chowringhee Road, 6th Floor, Room No. 6A, Russel Street Kolkata- 700 071”, will be held at “Diamond Plaza, 5 Gopi Ghosh Lane, Kolkata- 700 012” on Monday, 30th day of September, 2024 at 10:00 A. M. to transact the following business :

**ORDINARY BUSINESS:-**

**1. ADOPTION OF AUDITED FINANCIAL STATEMENTS**

To receive, consider and adopt the Audited Balance Sheet and the Statement of Profit & Loss account of the Company for the year ended March 31, 2024 as on that date and the Reports of the Directors and Auditors thereon.

**2. APPOINTMENT OF DIRECTOR IN PLACE OF DIRECTOR RETIRING BY ROTATION**

To appoint a Director in place of Mr. Pawan Kumar Jhunjunwala (Din: 10049668), who retires by rotation, and, being eligible, offers himself for re-appointment.

**3. APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY**

To appoint M/s. M.K. Kothari & Associates, Chartered Accountants, Howrah, (Firm Registration No. 323929E) as the Statutory Auditor of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the this Annual General Meeting and to authorize the Board of Directors of the Company to fix their remuneration.

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

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), M/s. M K Kothari & Associates, Chartered Accountants, Howrah (Firm Registration No.: 323923E) be and are hereby appointed as the Statutory Auditor of the Company, to hold the office from the conclusion of the 19th Annual General Meeting until the conclusion of the 24th Annual General Meeting of the Company to be held in the year 2029 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**RESOLVED FURTHER THAT** Mr. Ankur Hada, Managing Director and Nikita Rateria, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and actions as may be necessary, proper expedient to give effect to this resolution and matters incidental and ancillary thereto.”

**SPECIAL BUSINESS :-****4. APPOINTMENT OF MR. KANWAR NITIN SINGH (DIN : 10204543) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

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 provision of Sections 149, 150 & 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 & applicable provisions of the Regulation 16 & 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, with the Stock exchange and other applicable laws, regulations and guidelines, if any, Mr. Kanwar Nitin Singh (DIN :10204543), who was appointed as an Additional Non – Executive Independent Director dated August 14, 2024 pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and on the recommendation of the Nomination & Remuneration Committee, and who hold office upto 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 Companies Act, 2013, from a member proposing his candidature for the office of Director not liable to retire by rotation, be and is hereby appointed as an Non-Executive, Independent Director of the Company to hold office for five consecutive years.”

**RESOLVED FURTHER THAT** Mr. Ankur Hada, Managing Director and Nikita Rateria, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution and matters incidental and ancillary thereto.”

**5. APPOINTMENT OF MR. AMIT BAJAJ (DIN : 10122918) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

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

**“RESOLVED THAT** Pursuant to the provision of Sections 149, 150 & 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 & applicable provisions of the Regulation 16 & 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, with the Stock exchange and other applicable laws, regulations and guidelines, if any, Mr. Amit Bajaj (DIN: 10122918), who was appointed as an Additional Non – Executive Independent Director dated August 14, 2024 pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and on the recommendation of the Nomination & Remuneration Committee, and who hold office upto 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 Companies Act, 2013, from a member proposing his candidature for the office of Director not liable to retire by rotation, be and is hereby appointed as an Non-Executive, Independent Director of the Company to hold office for five consecutive years.”

**RESOLVED FURTHER THAT** Mr. Ankur Hada, Managing Director and Nikita Rateria, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution and matters incidental and ancillary thereto.”

**Registered Office :**

Chatterjee International Centre,  
33A, Chowringhee Road,  
6th Floor, Room No. 6A,  
Russel Street  
Kolkata- 700 071

**Dated :** September 04, 2024

**By Order of the Board**  
***For Kaizen Agro Infrabuild Limited***

Nikita Rateria  
***(Company Secretary)***  
Mem No. 36115

**NOTES:**

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

**2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE 'MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED, DULY COMPLETED AND SIGNED, AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HEREWITH.**

**A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS.**

**A MEMBER HOLDING MORE THAN TEN(10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

3. Proxies shall be made available for inspection during twenty four hours before the time fixed for commencement of the meeting and ending with conclusion of the meeting.

4. The proxies form should be deposited/submitted in complete particulars at the registered office of the Company and in order to make it effective, proxy form must be received by the Company not later than 48 (Forty-Eight) hours before the time fixed for holding the meeting.

5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days advance notice in writing is given to the Company. Accordingly, the proxy form and attendance slip are annexed to this Notice.

6. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, September 24, 2024 to Monday, September 30, 2024, both days inclusive, for the purpose of AGM and payment of dividend.

7. Dividend, if declared, would be paid within thirty days from the date of declaration to Members whose names appear as beneficial owners with the Depositories or in the Register of Members.

8. Members holding shares in demat form may note that bank account particulars registered against their respective demat accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Maheshwari Datamatics Pvt. Ltd., cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the members. Further, in case the shares are held in physical mode, members are requested to furnish Bank account particulars (viz. Account No., Name and Branch of the Bank, IFSC Code and MICR Code) to the RTA to ensure that there is no fraudulent encashment of the warrants.



9. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
10. Members are requested to bring their Admission Slip along with copy of the Report and Accounts to the Annual General Meeting.
11. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
12. Members holding shares in physical form are also requested to notify change in address, if any, immediately to the Company's Registrar & Share Transfer Agent, M/s. Maheshwari Datamatics Private Limited, 23 R.N Mukherjee Road, 5th Floor, Kolkata - 700 001 by quoting their Folio Number(s).

In case shares are held in electronic form, these information should be passed on directly to their respective Depository Participant (DP).

13. Members holding shares in physical mode are also requested to update their email addresses by writing to the RTA of the Company quoting their folio number(s).
14. Any member desirous of getting any information on the accounts of the Company is required to forward his/her queries at least 7 days prior to the meeting so that the required information can be made available at the meeting.
15. The complete particulars of the venue of the Meeting including route map and prominent landmark for easy location is enclosed for the convenience of the Members. The same has been posted on the website of the Company "[www.kaizeninfra.com](http://www.kaizeninfra.com)".
16. SEBI has made it mandatory for every participant in Capital Market to furnish Income Tax Permanent Account Number (PAN). Members holding shares in electronic form are, therefore, requested to submit their PAN/Bank Account particulars to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN/Bank Account Particulars details to the Company/RTA for registration of transmission/transposition, deletion of name etc.
17. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
18. Members may also note that the notice of this AGM will also be available on the Company's website "[www.kaizeninfra.com](http://www.kaizeninfra.com)" for their download.
19. All documents referred to in the notice and the explanatory statement and the statutory registers maintained under the Companies Act, 2013 are open for inspection by the members at the registered office of the Company on all the working days (that is, except Saturdays, Sundays and Public Holidays) during normal business hours up to the date of the AGM. Members seeking to inspect such documents can send an email to the Company Secretary. The aforesaid documents will be also available for inspection by members at the AGM.

20. In compliance with the provisions of the Act and circulars/ notification issued by Ministry of Corporate Affairs ('MCA') from time to time, if any, the Notice of this AGM along with other relevant documents are being sent to those members whose names are recorded in the Register of Members/Register of Beneficial Owners as on Friday, August 30, 2024 through electronic mode and whose email addresses are registered with the Company/ depositories.

Therefore, those members, whose email address is not registered with the Company or with their respective depository participant/s, and who wish to receive the notice of this AGM along with other relevant documents and all other communication sent by the Company, from time to time, shall get their email address registered/updated by following the steps as given below:

- a. For members holding shares in physical form, please send a scanned copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the member, by email to the RTA's email address at: [rta@cbmsl.com](mailto:rta@cbmsl.com).
  - b. For the members holding shares in demat form, please update your email address through your respective depository participant(s).
21. Share Transfer permitted only in Demat: In terms of the applicable provisions of Act read with rules made thereunder read with applicable provisions of the SEBI Listing Regulations, the transfer of securities of Company shall not be processed unless the securities are held in dematerialized form with their respective Depository Participant. In view of the above and to avail the benefits of dematerialization and ease portfolio management, members are requested to consider dematerialization of the shares held by them in physical form.
22. To prevent fraudulent transactions, Members are advised to exercise their due diligence and notify the Company/ RTA of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
23. Shareholders' Communication: Members are requested to send all communications relating to shares, change of address, bank details, email address etc. to the Registrar and Share Transfer Agents at the following address : Maheshwari Datamatics Private Limited, at 23 R.N Mukherjee Road, 5th Floor, Lalbazar, Kolkata – 700 001.
24. In view of the amendment made to Section 139 of the Companies Act, 2013 vide the Companies (Amendment) Act, 2017 effective May 07, 2019, no annual ratification has been done away with. Hence, no resolution has been proposed for the same.

**E-voting : Voting through electronic means**

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to provide Members the facility to exercise their right to vote at the AGM of the Company by electronic means and the business may be transacted through E-voting Services provided by National Securities Depository Limited (NSDL).

The facility for voting through ballot/polling papers shall also be made available at the venue of 19th Annual General Meeting and the members who have not cast their votes by remote e-voting shall be able to vote at the meeting through ballot/polling paper.

- II. The E-voting period commences on Friday, September 27, 2024 (9:00 am) and ends on Sunday, September 29, 2023 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2024 may cast their vote electronically. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- III. The voting rights of shareholders shall be in proportion to their shares of the paid up Equity Share Capital of the Company as on the cut-off date of September 23, 2024.
- IV. Mrs. Pooja Bansal, Practicing Company Secretary, Kolkata (Practicing No. 18524), has been appointed as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
- V. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote E-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote E-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- VI. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on August 30, 2024.
- VII. The shareholders shall have one vote per equity share held by them as on the cut-off date of September 23, 2024. The facility of E-voting would be provided once for every folio / client id, irrespective of the number of joint holders. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 23, 2024.
- VIII. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2024 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- IX. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting E-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.

- X. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. September 23, 2024 are requested to send the written / email communication to the Company at [info@kaizeninfra.com](mailto:info@kaizeninfra.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for E-voting.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER :-**

The remote e-voting period begins on Friday, 27th September, 2024 at 9:00 A.M. and ends on Sunday, 29th September, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, September 23, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2024.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ Section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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</li> </ol>

	<p>Depository site wherein you can see e-Voting page. Click on Company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their 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 <b>https://web.cdslindia.com/myeasi/home/login</b> or <b>www.cdslindia.com</b> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <b>https://web.cdslindia.com/myeasi/Registration/EasiRegistration</b></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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. Upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

**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. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	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 toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	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 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ Section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below :
  - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a). Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.co.in** mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### Step 2: Cast your vote electronically on NSDL e-Voting system.

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [info@kaizeninfra.com](mailto:info@kaizeninfra.com) . Please mention the e-mail ID of Scrutinizer> with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User



Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download Section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Process for those shareholders whose email ids are not registered with the depositories/ Company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [info@anubhavinfrastucture.com](mailto:info@anubhavinfrastucture.com).
  2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [info@kaizeninfra.com](mailto:info@kaizeninfra.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
  3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
  4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- XI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and E-voting user manual for Shareholders available at the Downloads Section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - XII. If you are already registered with NSDL for E-voting then you can use your existing user ID and password/PIN for casting your vote.
  - XIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - XIV. The Scrutinizer shall within a period not exceeding one (1) working days from the conclusion of the E-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
  - XV. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website "[www.kaizeninfra.com](http://www.kaizeninfra.com)" and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Depository Services Limited.
25. The Notice of the 19th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all the members whose email address are registered with the Company/Depository Participant(s), unless a member has requested a hard copy of the same. For members

who have not registered their e-mail addresses, physical copies of the documents are being sent by the permitted mode.

26. Members may also note that the Notice of the 19th AGM and the Annual Report 2023-2024 will be available on the Company's website "[www.kaizeninfra.com](http://www.kaizeninfra.com)". The physical copies of the documents will also be available at the Company's registered office for inspection on all working days except Saturdays between 10:00 am to 1:00 pm upto September 23, 2024. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at "[info@kaizeninfra.com](mailto:info@kaizeninfra.com)".
27. Disclosure pursuant to Section 196(4) of the Companies Act, 2013, the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, and Secretarial Standards-2, with respect to Directors seeking re-appointment/appointment in the forthcoming Annual General Meeting is annexed. The Directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and Rules thereunder.
28. The facility for making/varying/cancelling nomination is available to individuals holding shares in the Company. Nominations can be made in Form-SH.13 and any variation /cancellation thereof can be made by giving notice in Form-SH.14, prescribed under the Companies (Share Capital & Debentures) Rules, 2014 for the purpose. The forms can be obtained from the Company/RTA or from the website of Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in).
29. The Ministry of Corporate Affairs, Government of India has introduced a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the companies for service of documents to their members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013.

In view of the above, the Company has communicated through its Annual Report and also through separate letters requesting Members to register their Email Id with the Company/RA. However, members who are desirous of obtaining physical copies of Notices, Postal Ballots, Annual Reports and other documents may forward their written request to the Company/RTA for the same.

30. Members seeking any information or clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the meeting. This would enable the Company to compile the information and provide replies at the meeting.
31. The shares of the Company are under compulsory demat list of SEBI w.e.f October 01, 2000. The trading in equity shares can be only in demat form. In case you do not hold shares in demat form, you may do so by opening account with a depository participant and complete dematerialization formalities.

**MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO CONVERT THEIR HOLDING TO DEMATERIALISED FORM THROUGH DEPOSITORY PARTICIPANT.**

32. 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 will be available for inspection at the AGM.
33. Route map to the venue of Annual General Meeting forms part of the Notice.

**EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)**

The statement pursuant to Section 102 of the Companies Act, 2013 set out all material facts relating to the Special Business mentioned in the accompanying Notice is as follows :

**Item No. 4****APPOINTMENT OF MR. KANWAR NITIN SINGH (DIN: 10204543) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

Mr. Kanwar Nitin Singh (DIN : 10204543) was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from August 14, 2024, in the capacity of Independent Director for a term of 5 years with effect from August 14, 2024, subject to the approval of the Members of the Company. In terms of Section 160 of the Companies Act, 2013, the Board Governance, Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. Kanwar Nitin Singh as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. As per Section 161(1) of the Companies Act, 2013 and whose appointment was subsequently ratified by the members by passing Ordinary Resolution through Annual General Meeting dated September 30, 2024.

The Company has also received a notice in writing from a member proposing the candidature of Mr. Kanwar Nitin Singh to be appointed as Director of the Company. The Company has received a declaration from Mr. Kanwar Nitin Singh that he is meeting with the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI Listing Regulations. Further, the Company has also received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director in the Company. Further, the Company has also received Mr. Kanwar Nitin Singh consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Kanwar Nitin Singh fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering Mr. Kanwar Nitin Singh knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from AGM.

Copy of letter of appointment of Mr. Kanwar Nitin Singh setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Mr. Kanwar Nitin Singh, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at "Annexure to this Notice".

The Board considered the re-appointment of Mr. Kanwar Nitin Singh as Non-Executive Independent Director of the Company and is of opinion that it would be of immense benefit to the Company. Accordingly, the Board of Directors recommends his appointment as a Non-Executive Independent Director of the Company, who will not be liable to retire by rotation, for a period of Five (5) consecutive years effecting from August 14, 2024.

Details required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards are provided below:

**Brief resume and expertise of Mr. Kanwar Nitin Singh:**

Mr. Kanwar Nitin Singh is a qualified Company Secretary from ICSI. He has a work experience in diversified areas and complies with financial and legal requirements, and maintain high standards of corporate governance.

## KAIZEN AGRO INFRABUILD LIMITED



Disclosure of relationship between Directors inter-se, Manager and Key Managerial Personnel: Mr. Kanwar Nitin Singh is not related to any Director, Manager or KMP of the Company.

Date of first appointment on the Board: August 14, 2024

Names of Listed entities (other than Kaizen Agro Infrabuild Limited) in which Mr. Kanwar Nitin Singh holds Directorship/ Chairmanship and the Chairmanship/Membership of Board Committees : 2(two)

Sl No.	CIN	Company Name	Designation	Original Date of appointment
1.	L01100GJ1994PLC117990	SPRIGHT AGRO LIMITED	Additional Director	14/06/2024
2.	L74899DL1994PLC057410	INTEC CAPITAL LIMITED	Director	17/06/2023

Details of shareholding of Mr. Kanwar Nitin Singh in Kaizen Agro Infrabuild Limited.: Nil

No. of Board Meetings attended during the year : Nil

Last drawn remuneration/ Details of remuneration sought to be paid : Mr. Kanwar Nitin Singh shall be entitled to sitting fee as may be decided by the Board from time to time for attending meetings of the Board of Directors and Committee(s) thereof.

Except, Mr. Kanwar Nitin Singh, being an appointee, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution as set out in Item No. 4.

The Board of Directors therefore, recommends the resolution for appointment of Mr. Kanwar Nitin Singh as an Independent Director of the Company for approval of the members by passing the Ordinary Resolution.

**Registered Office :**

Chatterjee International Centre,  
33A, Chowringhee Road,  
6th Floor, Room No. 6A,  
Russel Street  
Kolkata- 700 071

**By Order of the Board  
For Kaizen Agro Infrabuild Limited**

**Dated : September 04, 2024**

Nikita Rateria  
**(Company Secretary)**  
Mem No. 36115

**Item No. 5****APPOINTMENT OF MR. AMIT BAJAJ (DIN: 10122918) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

Mr. Amit Bajaj (DIN : 10122918) was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from August 14, 2024, in the capacity of Independent Director for a term of 5 years with effect from August 14, 2024, subject to the approval of the Members of the Company. In terms of Section 160 of the Companies Act, 2013, the Board Governance, Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. Amit Bajaj as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. As per Section 161(1) of the Companies Act, 2013 and whose appointment was subsequently ratified by the members by passing Ordinary Resolution through Annual General Meeting dated September 30, 2024.

The Company has also received a notice in writing from a member proposing the candidature of Mr. Amit Bajaj to be appointed as Director of the Company. The Company has received a declaration from Mr. Amit Bajaj that he is meeting with the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI Listing Regulations. Further, the Company has also received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director in the Company. Further, the Company has also received Mr. Amit Bajaj consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Amit Bajaj fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering Mr. Amit Bajaj knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from AGM.

Copy of letter of appointment of Mr. Amit Bajaj setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Mr. Amit Bajaj pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at "Annexure to this Notice".

The Board considered the re-appointment of Mr. Amit Bajaj as Non-Executive Independent Director of the Company and is of opinion that it would be of immense benefit to the Company. Accordingly, the Board of Directors recommends his appointment as a Non-Executive Independent Director of the Company, who will not be liable to retire by rotation, for a period of Five (5) consecutive years effecting from August 14, 2024.

Details required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards are provided below:

**Brief resume and expertise of Mr. Amit Bajaj:**

Mr. Amit Bajaj a qualified Company Secretary from ICSI. He has a work experience in diversified areas including Corporate Laws, Corporate Governance, Tax and amongst other services across a wide range of industries.

Disclosure of relationship between Directors inter-se, Manager and Key Managerial Personnel: Mr. Amit Bajaj is not related to any Director, Manager or KMP of the Company.

Date of first appointment on the Board : August 14, 2024

Names of Listed entities (other than Kaizen Agro Infrabuild Limited) in which Mr. Amit Bajaj holds Directorship/ Chairmanship and the Chairmanship/Membership of Board Committees: 2(two)

Sl No.	CIN	Company Name	Designation	Original Date of appointment
1.	L01100GJ1994PLC117990	SPRIGHT AGRO LIMITED	Additional Director	18/05/2024
2.	L74140MP1984PLC002592	INDRA INDUSTRIES LIMITED	Additional Director	07/05/2024
3.	L65990MH1984PLC033919	BOMBAY TALKIES LIMITED	Additional Director	08/02/2024
4.	L74899DL1994PLC061107	CORPORATE MERCHANT BANKERS LIMITED	Director	05/09/2023

Details of shareholding of Mr. Amit Bajaj in Kaizen Agro Infrabuild Limited.: Nil

No. of Board Meetings attended during the year: Nil

Last drawn remuneration/ Details of remuneration sought to be paid : Mr. Amit Bajaj shall be entitled to sitting fee as may be decided by the Board from time to time for attending meetings of the Board of Directors and Committee(s) thereof.

Except, Mr. Amit Bajaj, being an appointee, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution as set out in Item no. 4.

The Board of Directors therefore, recommends the resolution for appointment of Mr. Amit Bajaj as an Independent Director of the Company for approval of the members by passing the Ordinary Resolution.

**ANNEXURE TO NOTICE**

**Details of the Directors Seeking Appointment / Re-Appointment in Forthcoming Annual General Meeting. (In pursuance of Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.**

<b>Name of the Director</b>	<b>Mr. Pawan Kumar Jhunjunwala</b>	<b>Mr. Kanwar Nitin Singh</b>	<b>Mr. Amit Bajaj</b>
<b>Date of Birth</b>	15/08/1971	18/10/1982	12/03/1989
<b>Date of Appointment</b>	30/12/2022	14/08/2024	14/08/2024
<b>Qualification</b>	Higher Secondary & B.com	Qualified Company Secretary	Qualified Company Secretary
<b>Expertise in specific functional areas</b>	Mr. Pawan Kumar Jhunjunwala aged about 51 years is Graduate and is having Business management, managerial and administrative experience. He has a good sense of knowledge & understanding in the development of Business and operational strategy of the Company.	He has a work experience in diversified areas and complies with financial and legal requirements, and maintain high standards of corporate governance.	He has a work experience in diversified areas including Corporate Laws, Corporate Governance, Tax and amongst other services across a wide range of industries.
<b>List of other Companies in which Directorship held</b>	Nil	2 (Two)	6 (Six)
<b>Chairman / Member of the Committees of the Board of other Companies on which he is a Director</b>	Yes	Nil	Nil
<b>No. of Equity Shares held in the Company</b>	Nil	Nil	Nil



**DIRECTORS REPORT****Dear Shareholders,**

Your Directors have pleasure in presenting their Nineteenth Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended March 31, 2024. The PDF version of the Report is also available on the website of the Company at "[www.kaizeninfra.com](http://www.kaizeninfra.com)".

**Financial Highlights**

During the year under review, performance of your Company as under :

*(Amount in Lacs)*

<b><u>Particulars</u></b>	<b>Year Ended 31st March, 2024</b>	<b>Year Ended 31st March, 2023</b>
Turnover	3250.89	2218.35
Profit/(Loss) before taxation	14.08	56.48
Less: Tax Expense	3.66	(14.78)
<b>Profit/(Loss) after tax</b>	<b>10.19</b>	<b>39.31</b>
Add: Balance B/F from the previous year	234.73	195.42
Balance Profit / (Loss) C/F to the next year	244.92	234.73

**Note:** The above mentioned figures in the Financial Highlight is based on the Report of Balance Sheet. The Company has prepared the financial statement in accordance with the Companies (Indian Accounting Standards) Rules, 2015 prescribed under Section 133 of the Companies Act, 2013.

**Listing of Equity Shares on BSE Mainboard Platform**

The Directors are pleased to inform that the Company has got its Equity Shares re-listed on BSE Platform on September 01, 2022 upon forensic audit clearance.

The Company has been regular in paying the Listing Fees to the said Stock Exchanges on time.

**Review of Operations**

During the year under review the Company has recorded a turnover of Rs. 3250.89/- (Amount in Lacs) as compared to Rs. 2218.35 /- (Amount in Lacs) in the previous year. The Company has booked a net profit of Rs. 10.19/- (Amount in Lacs) as compared to a net profit of Rs. 39.31/- (Amount in Lacs) in the previous year.

**Share Capital**

The Company has 514,148,880 Equity Share Capital for the Financial Year ended March 31, 2024. The Company has increased its Capital throughout the year. However, the Company has raised rupees 45 crores by issuing 3 crores convertible share warrant on preferential basis of Rs. 10/- each at a premium of Rs. 5/- each as per the approval obtain from the shareholders through Postal Ballot on June 27, 2023. Consequently, the Company has raised its Authorized Capital from 230,000,000/- to 515,000,000/-.

**Dividends**

In order to maintain a better liquidity position and conserve existing resources of the company, the Directors, therefore, do not recommend any dividend for the Financial Year ended March 31, 2024.

**Transfer to Reserves**

The Company has reported a profit during the financial year ended March 31, 2024 amounting to Rs. 10.19/- (after tax) and the same is being transferred to Reserve and Surplus.

**Number of meeting of Board of Directors**

During the Financial Year 2023-24, Fourteen meetings of the Board of Directors were held. The Provisions of Companies Act, 2013 and Listing Obligations and Disclosure Requirements (LODR) were adhered to while considering the maximum time gap between any two meetings was less than one hundred and twenty days. Details of the Board meetings held during the financial year have been furnished in the Corporate Governance Report forming part of this Annual Report. The date on which the Board Meeting were held is given below :

29.04.2023	14.08.2023	08.11.2023
20.05.2023	19.08.2023	08.02.2024
25.05.2023	23.08.2023	13.02.2024
26.05.2023	08.09.2023	09.03.2024
18.07.2023	01.11.2023	

**Meeting of Independent Directors**

During the year under review, a separate meeting of Independent Directors was held on March 09, 2024 wherein the performance of the Non-Independent Director and the Board as a whole was reviewed. The Independent Director at their meeting also assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board of Directors of the Company.

**Committees of the Board :**

The Company has constituted / re-constituted various Board level committees in accordance with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Details of all the Committees along with their composition and meetings held during the year under review are provided in the Report on Corporate Governance forming part of this Annual Report.

**Audit Committee :**

The Audit Committee presently comprises of Mr. Amit Bajaj, Chairman, Mr. Kanwar Nitin Singh and Mr. Pawan Kumar Jhunjhunwala as Members. The terms of reference of the Audit Committee and the particulars of the meetings held and attendance thereat are in accordance with the requirements mandated under Section 177 of the

Companies Act, 2013 read with the rules made thereunder and Regulation 18 of SEBI (LODR) Regulations, 2015 has been furnished in the Corporate Governance Report forming a part of this Annual Report. There has been no instance where the Board has not accepted the recommendations of the Audit Committee.

**Nomination & Remuneration Committee :**

The Nomination & Remuneration Committee presently comprises of Mr. Amit Bajaj, Chairman, Mr. Kanwar Nitin Singh and Mrs. Mandeep Kaur Jaiswal as Members. The terms of reference of the Nomination & Remuneration Committee and the particulars of the meetings held and attendance thereat are in accordance with the requirements mandated under Section 178 (1) of the Companies Act, 2013 read with the rules made thereunder and Regulation 19 of SEBI (LODR) Regulations, 2015 has been furnished in the Corporate Governance Report forming a part of this Annual Report.

**Stakeholders Relationship Committee :**

The Stakeholders Relationship Committee presently comprises of Mr. Amit Bajaj, Chairman, Mr. Kanwar Nitin Singh and Mr. Pawan Kumar Jhunjunwala as Members. The terms of reference of the Stakeholders Relationship Committee and the particulars of the meetings held and attendance thereat are in accordance with the requirements mandated under Section 178 (5) of the Companies Act, 2013 read with the rules made thereunder and Regulation 20 of SEBI (LODR) Regulations, 2015 has been furnished in the Corporate Governance Report forming a part of this Annual Report.

**State of the Company's Affairs**

"We, M/s. Kaizen Agro Infrabuild Limited (Formerly Anubhav Infrastructure Limited) had entered into diversified area of business during the Financial Year 2023-24 by foraying into the trading of agro products within the country. Hence we have applied to change the name of the Company from "**ANUBHAV INFRASTRUCTURE LIMITED**" to "**KAIZEN AGRO INFRABUILD LIMITED**" which is approved by the Ministry of Corporate Affairs (MCA) with effect from August 22, 2023. The Company's primary business was of Civil & Construction Works along with Agro business.

**Change in the nature of Business, if any**

There has been change in the nature of business of the Company during the financial year ended March 31, 2024. The Company entered into trading of agro products and focused mainly on agricultural products.

**Material Changes and Commitments affecting financial position of the Company, occurring after Balance Sheet date**

There was a material changes and commitments in the business operations of the Company affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

The Company has raised rupees 45 crores by issuing 3 crores convertible share warrant on preferential basis of Rs. 10/- each at a premium of Rs. 5/- each as per the approval obtain from the shareholders through Postal Ballot on June 27, 2023. Consequently, the Company has raised its Authorized Capital from 230,000,000 to 515,000,000/-.

The Company has applied for the change of name from “**ANUBHAV INFRASTRUCTURE LIMITED**” to “**KAIZEN AGRO INFRABUILD LIMITED**” which is approved by the Ministry of Corporate Affairs (MCA) with effect from August 22, 2023.

#### **Annual Return**

The Annual Return pursuant to the provisions of Section 92 of the Companies Act, 2013 and Rule 12 of the Companies (Management & Administration) Rules, 2014 is being uploaded in the website of the Company “[www.kaizeninfra.com](http://www.kaizeninfra.com)”

#### **Loans, Guarantees and Investments**

During the Financial year the Company has made Loan, Guarantees, and Advances & Investment within the limits as prescribed under Section 186 of the Companies Act, 2013.

#### **Particulars of Contracts or Arrangements with Related Parties :**

A Related Party Transaction Policy has been formulated by the Board of Directors for determining the materiality of transactions with related parties and dealing with them. The said policy may be referred to at the Company’s website at “[www.kaizeninfra.com](http://www.kaizeninfra.com)”.

The Audit Committee reviews all related party transactions. All contracts or arrangements with related parties, entered into or modified during the financial year, within the meaning of Section 188 (1) of Companies Act, 2013 were in ordinary course of business and on arm’s length basis and in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulation.

There are no material contracts or arrangements entered into by the Company during the year with Related Parties. There are no materially significant related party transactions entered into by the Company with promoters, directors, key managerial personnel or other designated persons or related party as per definition contained u/s 2(76) of the Act, which may have a potential conflict with the interest of the Company at large. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies (Accounts) Rules, 2014 in Form AOC-2 has been enclosed as **Annexure – II** is attached herewith and forms part of this Director’s Report.

#### **Conservation of Energy and Technology Absorption and Foreign Exchange Earnings and Outgo :**

Particulars of Conservation of energy, technology absorption and foreign exchange and outgo as required under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are not applicable to the Company. The disclosures are annexed as **Annexure-III** and forms part of this Annual Report.

#### **Details of Directors and Key Managerial Personnel**

During the period the Board of the Company was reconstituted for the purpose of better growth and expansion and diversification of the business of the Company.

**a) Appointment of Independent Director**

1. Mrs. Mandeep Kaur Jaiswal, (Din: 10077160) has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f April 29, 2023.
2. Mr. Kanwar Nitin Singh, (DIN: 10204543) has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f August 14, 2024.
3. Mr. Amit Bajaj, (DIN: 10122918) has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f August 14, 2024.

**b) Cessation in Directorship during the Year**

1. Mrs. Rima Chandra, (DIN: 07537182), Non-Executive Independent Director had resigned from the post of director w.e.f April 29, 2023.
2. Mr. Bitu Pal, (DIN: 01684171), Non-Executive Independent Director had resigned from the post of director w.e.f August 14, 2024.
3. Mr. Ajay Kumar Khandelwal, (DIN: 02186565), Non-Executive Independent Director had resigned from the post of director w.e.f August 14, 2024.

**c) Statement on declaration given by Independent Directors**

In terms of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), the Independent Directors are appointed for a term of five years and are not liable to retire by rotation.

As required under Section 149(7) of the Act, all the Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down in section 149(6) of the Act and Regulation 16(1)(b) and Regulation 25 of Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

The Independent Directors have confirmed that they have complied with the Company's Code of Conduct.

They have registered their names in the Independent Directors' Databank.

In the opinion of the Board, they fulfil the conditions of independence as specified in the Act and the SEBI Listing Regulations and are independent of the management.

Further, the Board is also of the opinion that all the Independent Directors of the Company are persons of integrity and possess relevant expertise and experience to act as Independent Directors of the Company.

**d) Familiarization Programme undertaken for Independent Directors**

The Independent Directors are familiarized 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. pursuant to Regulation 25 (7) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 on appointment, the Independent Director is issued a letter of appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a Director. The Directors also explained in detail the various compliances required from him to act as a Director under the various provisions of the Companies Act, 2013, SEBI (LODR) Regulation, 2015, SEBI (Prohibition of Insider Trading) Regulation, 2011, the Code of Conduct of the Company and other relevant regulations. The details of familiarization is available on Company's website "[www.kaizeninfra.com](http://www.kaizeninfra.com)".

**e) Retirement by Rotation**

During the financial year 2023-24, the Company has three Non-Executive Independent Directors, one Managing Director and one Whole- Time Director. According to Companies Act, 2013 Independent Director is not liable to retire by rotation and Mr. Pawan Kumar Jhunjhunwala, Whole- Time Director is liable to retire by rotation and being eligible, offers himself for re-appointment.

The Board recommends his re-appointment with a view to avail her valuable advises and wise counsel.

A brief profile of the Director seeking appointment / re-appointment required under Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is given in the Notice of AGM forming part of the Annual Report.

None of the Directors of the Company are disqualified for being appointed as Directors, as specified in Section 164 (2) of the Companies Act, 2013 and Rule 14 (1) of the Companies (Appointment & Qualification of Directors) Rules, 2014.

As required under SEBI Listing Regulations, your Company has obtained a certificate from the Practicing Company Secretary that none of the Directors of the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors by MCA/Statutory Authorities. The said Certificate is enclosed as **Annexure – VII** and forms part of this Report.

**f) Key Managerial Personnel :**

Mr. Ankur Hada, has been appointed for the post of Chief Financial Officer (Whole-time Key Managerial Personnel) of the Company as per Section 203 of the Companies Act, 2013 w.e.f November 01, 2023.

Mr. Dinesh Agarwal, had resigned from the post of Chief Financial Officer w.e.f November 01, 2023.

**Formal Annual Evaluation :**

Pursuant to the requirements of the Companies Act, 2013 and the SEBI Listing Regulations, evaluation of each member of the Board is done on an annual basis. One of the vital function of the Board is monitoring and reviewing the Board evaluation framework formulated by the Nomination and Remuneration Committee that lay down the evaluation criteria for the performance of all the individual Directors Board and its Committees was carried out. In accordance with the provisions of Companies Act, 2013 read with the rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the and its committees, Board culture, execution and performance of specific duties, obligations and governance.

**a) Criteria for evaluation of the Board of Directors as a whole**

- i. Frequency of meetings;
- ii. Length of meetings;
- iii. Administration of meeting;
- iv. Number of Committees and their roles;
- v. Flow of information to Board members and between Board members
- vi. The quality and quantity of information; and
- vii. Disclosure of information to the stakeholders.

**b) Criteria for evaluation of individual Directors**

- i. Commitment to fulfillment of Director's obligations and fiduciary responsibilities;
- ii. Attendance and contribution at Board/Committee meetings;
- iii. Ability to contribute by introducing best practices to address top management issues;
- iv. Monitoring management performance and development;
- v. Participation in long-term strategic planning
- vi. Ability to contribute and monitor corporate governance practices;
- vii. Statutory compliance & Corporate governance practices;
- viii. Time spent by each of the members;
- ix. Core competencies; and
- x. Guiding Strategy.

The Directors express their satisfaction over the evaluation process and results thereof.

**Management Discussion and Analysis Report :**

A separate report on Management Discussion and Analysis is annexed as part of Annual Report along with the Auditors Certificate in compliance with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

**Subsidiaries, JVs or Associate Companies :**

The Company does not have any Joint Ventures, Associate or Subsidiary Companies.

**Particulars of Employees and Related Disclosures :**

Disclosures pertaining to remuneration and other details under Section 197(12) of the act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended are annexed as

**Annexure-IV.** However, as per the provisions of Section 136 of the Companies Act, 2013, the reports and accounts are being sent to the Members and others entitled thereto, excluding the disclosure on particulars of employees which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting.

Disclosures pertaining to Remuneration and Statement showing the names of top ten employees in terms of remuneration drawn, as required under Section 197(12) of the Act and Rule 5(2) & 5(3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (as amended) is not applicable to the Company.

**Directors Responsibility Statement :**

Pursuant to clause (c) of sub-section (3) of Section 134 and Section 134(5) of the Companies Act, 2013, the Board of Directors of the Company hereby state and confirm that :

- a) **Accounting Standard:** In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) **Accounting Policies:** The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period.
- c) **Proper Efficient and Care :** The Directors had 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;
- d) **Going Concern Basis:** The Directors had prepared the annual accounts on a going concern basis.
- e) **Compliance with all laws:** The Directors had devised proper system to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.
- f) **Internal Financial Controls:** The Directors had laid down internal financial control to be followed by the Company and that such internal financial control are adequate and operating effectively.

**Board's Comment on the Auditor's Report :**

No qualification, adverse remarks or disclaimer made by the Statutory Auditors with regard to the financial statements for the financial year 2023-24.

The Statutory Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

There have no instances of fraud reported by above mentioned Auditors under Section 143(12) of the Act and Rules framed thereunder either to the Company or to the Central Government during financial year 2023-24.



**Risk Management Policy :**

The Board of Directors of the Company has formulated a Risk Management policy which aims at enhancing shareholders value and providing an optimum risk reward tradeoff. The risk management approach is based on a clear understanding of the variety of risks that the organization faces, disciplined risk monitoring and measurement and continuous risk assessment and mitigation measures. In the opinion of the Board, none of the risks faced by the Company threaten the existence of the Company.

The Company has adequate internal control systems and procedures to combat risks. The risk management procedure is reviewed by the Audit Committee and Board of Directors on a quarterly basis at the time of review of quarterly financial results of the Company. This policy is also available on the Company's website [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com).

**Internal Financial Control Systems :**

1. The Company has appointed Internal Auditors to observe the Internal Controls who regularly monitors if the workflow of the organization is being done through the approved policies of the Company. In every half year ended during the approval of Financial Results, Internal Auditors present the Internal Audit Report.
2. The Board of Directors of the Company has adopted various policies like Related Party Transaction Policy, Whistle Blower Policy and other procedures for ensuring the orderly and efficient conduct of its business. The Company system of internal control has been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls, monitoring of operations, safeguarding of its asset, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and timely preparation of financial information.
3. The Company is complying with all the applicable Indian Accounting Standards (IND AS). The accounting records are maintained in accordance with generally accepted accounting principles in India. This ensures that the financial statement reflect the true and fair financial position of the Company.

**Whistle Blower Policy/ Vigil Mechanism :**

The Company has established an effective Whistle Blower Policy person to the Companies Act, 2013 and SEBI listing Regulation, 2015. The said policy may be referred to at the Company's website at the following web link "[www.kaizeninfra.com](http://www.kaizeninfra.com)".

The Whistle Blower Policy aims at conducting the affairs of the Company in a fare and transparent manner by adopting the highest standard of professionalism, honesty, integrity and ethical behavior. All permanent employees of the Company are covered under the Whistle Blower Policy.

A mechanism has been established for employees to report concern about un-ethical behavior, actual or suspected fraud or violation of code of conduct an ethics. It also provide for educate safeguards against the victimization of employees who able the mechanism and allows direct access to the Chairman of the Audit Committee in exceptional cases.

**Corporate Governance :**

A report on Corporate Governance pursuant to the provisions of Regulation 34 read with point C & E of Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for the Financial Year ended March 31, 2024 along with the Auditors Certificate on its compliance are annexed to this Annual Report.

**CEO & CFO Certification :**

The CEO & CFO Certificate on the financial statements of the Company as required under Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 forms part of this Annual Report.

**Transfer of Amounts to Investor Education and Protection Fund :**

Pursuant to applicable provisions of the Companies Act, 2013 ("the Act) read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company did not have any funds lying unpaid or unclaimed. Therefore, there was no funds which were required to be transferred to Investor Education And Provident fund (IEPF).

**Auditors :****a) Statutory Auditors :**

The Auditor's Reports on the Standalone Financial Statements for the financial year ended March 31, 2024 provided by M/s. Harsh Mita & Associates does not contain any qualification, reservation or adverse remark requiring any explanations / comments by the Board of Directors.

M/s. Harsh Mita & Associates (Firm Registration Number: 327904E; Peer Review Registration No. 012927) have given their resignation as Statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting of the members of the Company.

Further, M/s. M K Kothari & Associates (Firm Registration No. 323929E) have given their consent for the proposed appointment as Statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting of the members of the Company.

They have further confirmed that the said appointment, if made, would be within the prescribed limits under Section 141(3) (g) of the Companies act, 2013 and that they are not disqualified for appointment.

**b) Internal Auditors :**

M/s. Roshni K Gupta & Associates, has been given a consent dated July 27, 2024 to act as an internal auditor of the Company for Financial year 2024-2025 which was subsequently approved by Board of Director in the meeting held on July 31, 2024.

c) **Secretarial Auditor, Secretarial Compliance Report and other Certificates**

Pursuant to Section 204 of the Companies Act, 2013 of the Company has appointed M/s. Kalpana Tekriwal & Associates (C.P No. 22484), Practicing Company Secretaries to conduct the secretarial audit of the Company for the financial year 2023-24. The Company had provided all assistance and facilities to the Secretarial Auditor for conducting their audit. The report of the Secretarial Auditor for the financial year 2023-24 is annexed to this report **Annexure- I** (MR-3).

There are no qualifications or adverse remarks in their Report.

Also the Secretarial Compliance Report issued under Regulation 24A of SEBI Listing Regulations is given in **Annexure - VI** and forms part of this Report.

Pursuant to Section 204 of the Companies Act, 2013 of the Company has appointed Mrs. Pooja Bansal (C.P No. 18524), Practicing Company Secretaries to conduct the secretarial audit of the Company for the financial year 2024-25 with effect from July 31, 2024.

As required under SEBI Listing Regulations, your Company has obtained a certificate from the Practicing Company Secretary that none of the Directors of the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors by MCA/Statutory Authorities. The said Certificate is enclosed as **Annexure – VII** and forms part of this Report.

d) **Reporting of frauds by Auditors**

During the year under review, the Statutory Auditors and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under Section 143(12) of the Companies Act, 2013.

**Deposits :**

During the year under review, your Company has neither accepted/renewed any deposits nor has any outstanding Deposit in terms of Section 73-76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

**Corporate Social Responsibility :**

In pursuance of the provisions of Section 135 of the companies Act 2013, the CSR provisions were not applicable to the Company.

**Code of Conduct :**

The Board of Directors has approved a code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day operations of the Company in accordance with the applicable Accounting Standards. The code laid down by the Board is known as “Code of Conduct”. The code has been posted on the Company’s website “[www.kaizeninfra.com](http://www.kaizeninfra.com)”.

**Prevention of Insider Trading :**

Your Company has adopted a code of conduct for prevention of “Insider Trading” as mandated by the SEBI and same is available on the website of the Company [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com). The said policy has been revised effective from April 01, 2019 in line with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

All Board Directors and the designated employees have confirmed compliance with the code.

**Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 :**

The Company has formulated a policy for the prevention of sexual harassment within the Company. It ensures prevention and deterrence of acts of sexual harassment and communicates procedures for their resolution and settlement. Internal Complaint Committee have been constituted which is chaired by a female employee of the Company in accordance with the requirements under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 which ensures implementation and compliance with the Law as well as the policy at every unit. There were no cases/ complaints reported in this regard during the year 2023-24. A copy of the Policy against sexual harassment is posted on the Company’s Website “[www.kaizeninfra.com](http://www.kaizeninfra.com)”.

**Nomination and Remuneration Policy of the Company :**

The Nomination & Remuneration Policy has been formulated pursuant to the provisions of Section 178 and other applicable provisions of the Companies Act, 2013 and rules thereto stating therein the Company’s policy on Directors, payment of managerial remuneration, Directors qualifications, positive attributes, and independence of Directors by the Nomination & Remuneration Committee which was revised and reviewed by the Board of Directors. The said policy is furnished as **Annexure-V** And forms part of this report and also can be accessed at the Company’s website at [www.kaizeninfra.com](http://www.kaizeninfra.com).

**Human Resources :**

The Company believes in best HR practices by providing its employees a world class working environment, giving them equal opportunities to rise and grow. We continue to implement the best of HR policies so as to ensure that talent retention is ensured at all levels. Employee relations continued to be cordial and harmonious at all levels and in all divisions of the Company during the year. Presently your Company does not have any employee falling within the scope of prescribed Section of the Companies Act, 2013 read with companies applied rules.

Your Company has complied with all applicable laws. The Company has been complying with relevant laws and has been taking all necessary measures to protect the environment and maximize worker protection and safety.

**Details of Significant and Material Orders passed by the Regulators, Courts and Tribunals impacting the going concern status and Company's operation in future :**

There are no significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operation in future.

**Compliance with Secretarial Standards on Board and General Meetings :**

During the Financial Year, your Company has compiled with applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

**Indian Accounting Standards :**

Pursuant to the Companies (Indian Accounting Standards) Rules, 2015, your Company has to comply with Indian Accounting Standards (Ind-AS) from April 01, 2017. Accordingly, the financial statements of the Company for the financial year 2023-24 have been prepared as per Ind-AS.

**Compliance with Secretarial Standards on Board and General Meeting :**

During the Financial Year, your Company has compiled with applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

**Dematerialization of shares :**

100% of the Company's paid up Equity Share Capital is in dematerialized form as on March 31, 2024 and only 5 shares is being held in physical form. Your Company has already sent three reminders to all concerned shareholders advising them to convert physical shares into demat form. The Company Registrar is Maheshwari Datamatics Private Limited, 23 R. N Mukherjee Road, 5th Floor, Kolkata – 700 001.

**Boards and Committees :**

The details of Board and its Committees are given in the Corporate Governance Report.

**Disclosure requirements for certain types of agreements binding listed entities under Regulation 30A(2) of****Listing Regulations:**

There are no agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity as on the date of notification of clause 5A to Para A of Part A of Schedule III of Listing Regulations.

**General Disclosures :**

The details of Board and its Committees are given in the Corporate Governance Report.

**Details of Application made or proceeding pending under Insolvency and Bankruptcy Code, 2016 :**

During the year under review, there were no application made or proceedings pending in the name of the Company under Insolvency & Bankruptcy Code, 2016.

**Details of Difference between valuation Amount on One Time Settlement and valuation while availing loans from Banks & Financial Institution :**

During the year under review, there has been no one time settlement of loans taken from the Banks & Financial Institution.

**Details of one time settlement with the Banks**

The Company has not made any one time settlement with any Banks or Financial Institutions.

**Acknowledgement :**

Your Board sincerely places on record the support extended by the Trade, Shareholders, Company's Bankers, Central and State Government Authorities, Stock Exchanges, CDSL, NSDL and all other Business Associates for the growth of the organization. The Board further expresses its appreciation for the services rendered by the Executives, officers, staffs and workers of the Company at all levels.

We look forward to receiving the continued patronage from all quarters to become a better and stronger Company.

**By Order of the Board**  
**For Kaizen Agro Infrabuild Limited**

**Place :** Kolkata

**Date :** September 04, 2024

Ankur Hada  
**(Managing Director)**  
Din : 10163731

Pawan Kumar Jhunjunwala  
**(Whole- Time Director)**  
Din : 10049668



# Kalpana Tekriwal & Associates

## Company Secretaries

### ANNEXURE – I

FORM No. MR-3

#### SECRETARIAL AUDIT REPORT

For the Financial Year ended on March 31, 2024

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

To  
The Members  
**Kaizen Agro Infrabuild Limited**  
(Formerly: Anubhav Infrastructure Limited)  
CIN :- L47219WB2006PLC107433  
"Chatterjee International Centre",  
33A, Chowringhee Road, 6th Floor,  
Room No. 6A, Russel Street,  
Kolkata- 700 071

- 1 I have conducted the secretarial audit related to compliance of all applicable statutory provisions and adherence to good corporate practices by **M/s. Kaizen Agro Infrabuild Limited "Formerly: Anubhav Infrastructure Limited"** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.
- 2 Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also 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, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.
- 3 I further report that compliance with applicable laws is the responsibility of the Company and my report constitutes an independent opinion. My report is neither an assurance for future viability of the Company nor a confirmation of efficient management by the Company.
- 4 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, 2024 according to the provisions of the following laws :
  - a) The Companies Act, 2013 (the Act) and the Rules made thereunder ;
  - b) The Securities Contracts (Regulation) Act, 1956 (SCRA') and the Rules made thereunder;
  - c) The Depositories Act, 1996 and the Regulations and Bye Laws Framed there under;
  - d) Foreign Exchange Management Act, 1999 and the rules and regulations made there-under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - c) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act') viz.:-
    - The SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015: **Company has complied with all the requirements of Act.**
    - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018: **Company has complied with all the requirements of Act.**



# Kalpana Tekriwal & Associates

## Company Secretaries

- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Debentures) Regulations, 2011: **Company has complied with all the requirements of Act.**
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015: **Company has Complied with all the requirements of Act.**
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993: **Company has complied with all the requirements of Act.**
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable during the review period**
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable during the review period**
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable during the review period**
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable during the review period**

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

- i. Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited read with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records, the Compliance status has been mentioned below:-

- The Company has not paid Annual Listing Fees of the Exchange for the financial year 2024-25 till date.
- The Company has fully complied with all the quarterly, half-yearly and yearly compliance of the Exchange.
- The Company has received the advance of Rs. 1,94,700 against payment made towards SOP fines (dated 20-Oct-2022) which was subsequently waived by the Waiver Committee which shall be liable to be adjusted against the Annual Listing Fees invoice payable to the Exchange for the period 2024- 25.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

6 I further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- Mrs. Mandeep Kaur Jaiswal (Din: 10077160), has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f April 29, 2023.
- Mrs. Rima Chandra (Din: 07537182), Non-Executive Independent Director had resigned from the post of





## Kalpana Tekriwal & Associates Company Secretaries

director w.e.f April 29, 2023.

- Mr. Ankur Hada (Din: 10163731), has been appointed for the post of Managing Director (Whole-time Key Managerial Personnel) of the Company as per Section 203 of the Companies Act, 2013 w.e.f May 20, 2023.

According to Section 203(1) read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the changes in composition of Whole-time KMPs of the Company has been mentioned below:-

- Mrs. Pooja Agarwal, has been appointed for the post of Chief Financial Officer (Whole-time Key Managerial Personnel) of the Company as per Section 203 of the Companies Act, 2013 w.e.f April 29, 2023.
- Mr. Ankur Hada, has been appointed for the post of Managing Director (Whole-time Key Managerial Personnel) of the Company as per Section 203 of the Companies Act, 2013 w.e.f May 20, 2023.
- Mr. Dinesh Agarwal, has been appointed for the post of Chief Executive Officer (Whole-time Key Managerial Personnel) of the Company as per Section 203 of the Companies Act, 2013 w.e.f July 18, 2023.
- Mr. Dinesh Agarwal, had resigned from the post of Chief Executive Officer (Whole-time Key Managerial Personnel) W.e.f November 01, 2023.
- Mr. Ankur Hada, has been appointed for the post of Chief Executive Officer (Whole-time Key Managerial Personnel) of the Company as per Section 203 of the Companies Act, 2013 W.e.f November 01, 2023.

The Company has complied with the laws, rules & regulations of Companies Act, 2013.

- 7** Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- 8** Majority decision is carried through while the dissenting members' views if any, are captured and recorded as part of the minutes, as represented by the Management. Suggested timely entry the signed records into the minute's book.

I further report based on the explanations, that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the year under review:-

- The Board of Directors in its meeting held on April 29, 2023 had resolved to appoint M/s. Roshni K Gupta & Associates Practicing Company Secretary firm as an Internal Auditor of the Company for the Financial Year 2023-24 and accept resignation of Jain Prasad & Co. as an Internal Auditors of the Company.
- The Board of Directors in its meeting held on March 24, 2023 had resolved to amend the Object Clause of Memorandum of Association and approved the Change in Name of the Company which was subsequently approved by members of the Company on June 27, 2023 through Postal Ballot.



# Kalpana Tekriwal & Associates

## Company Secretaries

- The Board of Directors in its meeting held on May 20, 2023 had resolved to Increase of Authorized Share Capital of the Company from the present ₹ 23,00,00,000/- (Twenty Three Crores) consisting of 2,30,00,000 (Two Crores Thirty Lakhs) Equity Shares of Face Value ₹ 10/- (Rupees Ten only) each to ₹ 51,50,00,000/- (Rupees Fifty One Crores Fifty Lakhs) consisting of 5,15,00,000 (Five Crores Fifteen Lakhs) Equity Shares of Face Value ₹ 10/- (Rupee Ten) each of the Company which was subsequently approved by members of the Company on June 27, 2023 through Postal Ballot.
- The Board of Directors in its meeting held on May 20, 2023 had resolved to issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with ICDR Regulations, up to an aggregate of 3,00,00,000 (Three Crores only) numbers of Warrants, convertible into equivalent numbers of Equity Shares (i.e. one fully paid up Equity share upon conversion of every one Warrant held) of a Face Value of ₹ 10/- (Rupees Ten only) each of the Company which was subsequently approved by members of the Company on June 27, 2023 through Postal Ballot.
- The Board of Directors in its meeting held on June 01, 2023 had resolved to change the registered office of the Company from "1/A Fakir Dey Lane, 1st Floor, Bowbazar, Kolkata – 700 012" to Chatterjee International Centre, 33A, Chowringhee Road, 6th Floor, Room No. 6A, Russel Street Kolkata- 700 071.
- The Board of Directors has allotted 3,00,00,000 warrants dated March 28, 2024 which is converted into 3,00,00,000 equity shares of Rs. 10/- each fully paid up with Rs.5/- premium per share in pursuance of 1 warrant converted into 1 equity shares of Rs. 10/- each fully paid as per terms approved by shareholders through Postal Ballot. The Company after allotment of equity share has apply for listing of such shares to the Stock Exchange on March 29, 2023 which was approved on May 08, 2024 by the Stock Exchange. Subsequently Company has applied for trading approval for such shares which was approved by the Stock Exchange on May 16, 2024.

I further report that, the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the statutory financial auditors, tax auditors, and other designated professionals.

I have relied on the information supplied and representation made by the Company and its officers for systems and mechanism followed by the Company for compliance under the applicable Acts, Laws and Regulations to the Company. This Report is to be read with my letter of even date which is annexed as **Annexure - A** and forms an integral part of this Report.

**M/s. Kalpana Tekriwal & Associates**  
Practicing Company Secretary

**Place:** Kolkata  
**Date:** June 25, 2024

Kalpana Tekriwal  
C.P No. 22484  
Membership No. 59722  
UDIN: A059722F000615310

**Encl:** Annexure- A forming an internal part of this report.



# Kalpana Tekriwal & Associates

## Company Secretaries

### Annexure- A

(To the Secretarial Audit Report of M/s. Kaizen Agro Infrabuild Limited  
For the Financial Year Ended 31/03/2024)

To  
The Members  
**Kaizen Agro Infrabuild Limited**  
**Formerly: Anubhav Infrastructure Limited**  
**CIN: - L47219WB2006PLC107433**  
"Chatterjee International Centre",  
33A, Chowringhee Road, 6th Floor,  
Room No. 6A, Russel Street,  
Kolkata- 700 071

My Secretarial Audit Report for the financial year ended 31/03/2024 of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**M/s. Kalpana Tekriwal & Associates**  
Practicing Company Secretary

**Place:** Kolkata  
**Date:** June 25, 2024

Kalpana Tekriwal  
C.P No. 22484  
Membership No. 59722  
UDIN: A059722F000615310

**ANNEXURE-II  
FORM NO. AOC -2**

**(Pursuant to Clause (h) of sub-Section (3) of Section 134 of the Act and  
Rule 8(2) of the Companies (Accounts) Rules, 2014**

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 transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

Sl. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	NIL
2.	Nature of contracts/arrangements/transaction	NIL
3.	Duration of the contracts/arrangements/transaction	NIL
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
5.	Justification for entering into such contracts or arrangements or transactions'	NIL
6.	Date of approval by the Board	NIL
7.	Amount paid as advances, if any	NIL
8.	Date on which the special resolution was passed in General meeting as required under first proviso to Section 188	NIL

2. Details of contracts or arrangements or transactions at Arm's length basis.

Sl. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	NIL
2.	Nature of contracts/arrangements/transaction	NIL
3.	Duration of the contracts/arrangements/transaction	NIL
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
5.	Date of approval by the Board	NIL
6.	Amount paid as advances, if any	NIL

**By Order of the Board  
For Kaizen Agro Infrabuild Limited**

Place : Kolkata

Date : September 04, 2024

Ankur Hada  
**(Managing Director)**

Din : 10163731

Pawan Kumar Jhunjhunwala  
**(Whole- Time Director)**

Din : 10049668

**ANNEXURE - III**

**Disclosure of particulars under 134 (3) (m) of the Companies Act, 2013,  
Read with rule 8 of the Companies (Accounts) Rules, 2014**

<b>A</b>	<b>CONSERVATION OF ENERGY</b>	
a)	Steps taken or impacts on conservation of energy	NIL
b)	Steps taken by the company for utilizing alternate sources of energy.	NIL
c)	Capital investment on energy conservation equipment's	NIL

<b>B</b>	<b>TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION</b>	
1.	Efforts made towards technology absorption	NIL
2.	Benefits derived like product improvement, cost reduction, product development or import substitution.	NIL
3.	In case of imported technology (imported during last 5 years reckoned from the beginning of the financial year), following information may be furnished:	
i)	Technology imported	NIL
ii)	Year of import	NIL
iii)	Has technology been fully absorbed?	NIL
iv)	If not fully absorbed, areas where this has not taken place, reasons there for and future plans of action	NIL
4.	Expenditures incurred on Research & Development	NIL

<b>C.</b>	<b>FOREIGN EXCHANGE EARNING AND OUTGO</b>	
1.	Foreign Exchange earned in terms of actual inflows during the year 2022-2023	NIL
2.	Foreign Exchange outgo in terms of actual outflows during the year 2022-2023	NIL

**By Order of the Board**  
**For Kaizen Agro Infrabuild Limited**

Place : Kolkata

Date : September 04, 2024

Ankur Hada  
**(Managing Director)**

Din : 10163731

Pawan Kumar Jhunjhunwala  
**( Whole-Time Director)**

Din : 10049668

**Annexure- IV**

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12)  
OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (1) OF THE COMPANIES  
(APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- (i) **The ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year & the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;**

SI No.	Name	Designation	Ratio of the remuneration to the median Remuneration of the employees
1.	Ankur Hada	Managing Director cum Chief Executive Officer	70:309
2.	Pawan Kumar Jhunjhunwala	Whole- Time Director	70:309
3.	Pooja Agarwal	Chief Financial Officer	30:309
4.	Nikita Rateria	Company Secretary	70:309

**Note:**

- Mr. Ajay Kumar Khandelwal, Mr. Bitu Pal & Mrs. Mandeep Kaur Jaiswal are the Non-Executive Independent Directors and were paid sitting fees for attending the meetings.
- During the financial year, Mr. Dinesh Agarwal had resigned from Managing Director post.

- (ii) **The percentage of increase in the median remuneration of employees in the financial year :**

During the financial year, there were increase in the percentage of the median remuneration of employees which was mentioned hereunder:-

Sl.No.	Name	Percentage Increase in remuneration
1.	Nikita Rateria	16%

- (iii) **The number of employees on the rolls of the Company:**

There are 6 permanent employees on the rolls of the Company.

- (iv) **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 :**

There is a increase in the average salary of non- managerial employees and managerial employees. There is no exceptional circumstances in increase in managerial remuneration.

**(v) The key parameters for any variable component of remuneration availed by the Directors:**

There is no variable component of remuneration avail by the directors.

**(vi) Affirmation that the remuneration is as per the remuneration policy of the Company:**

Remuneration paid during the year ended March 31, 2024 is as per the Remuneration Policy of the Company.

**Notes :**

This Annexures is from the period from April 01, 2023 to March 31, 2024.

**By Order of the Board  
For Kaizen Agro Infrabuild Limited**

**Place :** Kolkata

**Date :** September 04, 2024

Ankur Hada  
**(Managing Director)**

Din : 10163731

Pawan Kumar Jhunjunwala  
**(Whole Time Director)**

Din : 10049668

**ANNEXURE – V****NOMINATION AND REMUNERATION POLICY****Introduction**

Pursuant to Section 178 of the Companies Act, 2013, the Board of Directors of every listed company shall constitute the Nomination and Remuneration Committee, to guide the Board on various issues on appointment, evaluate performance, remuneration of Directors, Key Managerial Personnel and Senior Management.

**Applicability**

This policy is applicable to all Directors, Key Managerial Personnel (KMP), and Senior Management team and other Employees of the Company.

**Effective Date :**

The following policy has been formulated by the Nomination and Remuneration Committee and revised and reviewed by the Board of Directors at its meeting held on April 29, 2024. This policy shall be operational with immediate effect.

**Objectives of the Committee :**

- a) To guide the Board in relation to the appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- c) To attract, retain and motivate the Senior Management including its Key Managerial Personnel, evaluation of their performance and provide necessary report to the Board for further evaluation.
- d) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- e) To devise a policy on Board diversity.
- f) The relationship of remuneration with performance is clear and meets appropriate performance benchmarks.
- g) To promote and develop a high performance workforce in line with the Company Strategy.
- h) To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Director (Executive & Non- Executive/Independent/Nominee) and persons who may be appointed in Senior Management, Key Managerial Personnel and determine their remuneration.
- i) To develop a succession plan for the Board and to regularly review the plan.



**Definitions :**

1. **“Act”** means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
2. **“Board”** means Board of Directors of the Company.
3. **“Directors”** mean Directors of the Company.
4. **“Key Managerial Personnel”** means
  - a) Chief Executive Officer or the Managing Director or the Manager;
  - b) Whole-time director;
  - c) Chief Financial Officer;
  - d) Company Secretary; and
  - e) Such other officer as may be prescribed.
5. **“Committee”** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
6. **“Company”** means **“Anubhav Infrastructure Limited”**.
7. **“Managerial Personnel”** means Managerial Personnel or Persons, applicable under section 196 and other applicable provisions of the Companies Act, 2013.
8. **“Independent Director”** means a Director referred to in Section 149 (6) of the Companies Act, 2013.
9. **“Senior Management”** mean personnel of the company who are members of its core management team excluding Board of Directors.

**Constitution of Nomination and Remuneration Committee :**

The Nomination and Remuneration Committee will consist of three or more non-executive Directors, out of which at least one-half shall be independent director(s), provided that Chairperson of the Company may be appointed as a member of this Committee but shall not chair such Committee.

The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirements including the Listing Agreement.

At present, the Nomination and Remuneration Committee comprises of following Directors:

- i. Mr. Amit Bajaj, Chairman (Non- Executive Independent Director).
- ii. Mr. Kanwar Nitin Singh, Member (Non- Executive Independent Director).
- iii. Mrs. Mandeep Kaur Jaiswal, Member (Non- Executive Independent Director).

The meeting of Committee shall be held at such regular intervals as may be required to carry out the objectives set out in the Policy.

**Appointment criteria and qualifications :**

- a. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c. Appointment of Independent Directors is also subject to compliance of provisions of section 149 of the Companies Act, 2013, read with Schedule IV and rules thereunder and the Listing Agreement.
- d. The Company should ensure that the person so appointed as Director/ Independent Director/ KMP/ Senior Management Personnel shall not be disqualified under the Companies Act, 2013, rules made thereunder, Listing Agreement or any other enactment for the time being in force.

**Term / Tenure****a. Managerial Personnel :**

The Company shall appoint or re-appoint any person as its Managerial Personnel for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

**b. Independent Director :**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for reappointment on passing of a special resolution by the Company and Disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

The maximum tenure of Independent Directors shall also be in accordance with the Companies Act, 2013 and clarifications/ circulars issued by the Ministry of Corporate Affairs, in this regard, from time to time.

**Removal :**

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

**Retirement :**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**Remuneration of Managerial Personnel, KMP and Senior Management :**

1. The Remuneration / Compensation / Profit linked Incentive etc. to Managerial Personnel, KMP and Senior Management will be determined by the Committee and recommended to the Board for approval. The Remuneration / Compensation / Profit Linked Incentive etc. to be paid for Managerial Personnel shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to Managerial Personnel shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
3. Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.
4. If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Personnel in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.
5. Where any insurance is taken by the Company on behalf of its Managerial Personnel, KMP and Senior Management for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

**Remuneration to Non- Executive / Independent Director :****1. Remuneration / Profit Linked Commission :**

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.

**2. Sitting Fees :**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

**3. Limit of Remuneration / Profit Linked Commission :**

Remuneration / profit linked Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1%/ 3% of the net profits of the Company respectively.

**Nomination Duties :**

The duties of the Committee in relation to nomination matters include:

1. Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
2. Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
3. Identifying and recommending Directors who are to be put forward for retirement by rotation.
4. Determining the appropriate size, diversity and composition of the Board;
5. Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
6. Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
7. Recommend any necessary changes to the Board; and
8. Delegating any of its powers to one or more of its members or the Secretary of the Committee;
9. Considering any other matters, as may be requested by the Board.

**Remuneration Duties :**

The duties of the Committee in relation to remuneration matters include :

1. To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
2. To approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
3. To consider any other matters as may be requested by the Board.

**Minutes of Committee Meeting :**

Proceedings of all meetings must be minuted and signed by the Chairperson of the said meeting or the Chairperson of the next succeeding meeting. Minutes of the Committee meeting will be circulated at the subsequent Board meeting for noting.

**Amendment to the Policy :**

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date a said down under such amendment(s), Clarification, circular(s) etc.

**Disclosure :**

The details of this Policy and the evaluation criteria as applicable shall be disclosed in the Annual Report as part of Board's Report therein or alternatively the same may be put up on the Company's website and reference drawn thereto in the Annual Report.



# Kalpana Tekriwal & Associates Company Secretaries

ANNEXURE – VI  
Secretarial Compliance Report of  
KAIZEN AGRO INFRABUILD LIMITED  
(Formerly Known as “Anubhav Infrastructure Limited”)  
For the financial year ended March 31, 2024

We M/s. Kalpana Tekriwal & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. Kaizen Agro Infrabuild Limited (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2024 (“Review Period”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable during the review period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable during the review period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable during the review period)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations,



# Kalpana Tekriwal & Associates

## Company Secretaries

2021; (Not applicable during the review period)

- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;  
(i) (other regulations as applicable) and circulars/ guidelines issued thereunder;

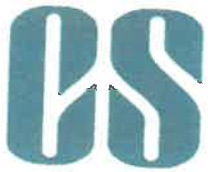
- We hereby report that during the financial year :
- The Company has issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with ICDR Regulations, up to an aggregate of 3,00,00,000 (Three Crores only) numbers of Warrants, convertible into equivalent numbers of Equity Shares (i.e. one fully paid up Equity share upon conversion of every one Warrant held) of a Face Value of ₹ 10/- (Rupees Ten only) each.
- The Company has decided and moved into the new line of Agriculture Business by manufacturing and trading into Agro products in the Country for which the Name and Object of the Company has changed from "Anubhav Infrastructure Limited" to "Kaizen Agro Infrabuild Limited" on August 22, 2023.

We hereby further report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	None
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"><li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li><li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI.</li></ul>	Yes	The Company has updated its policies and Code with the approval of Board of Director dated March 09, 2024 as per updated regulations/circulars/guidelines issued by SEBI pursuant to name change of the Company

3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>● The Listed entity is maintaining a functional website</li> <li>● Timely dissemination of the documents/ information under a separate section on the website</li> <li>● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website</li> </ul>	Yes	<p>The Company has Updated its new Website <a href="http://www.kaizeninfra.com">"www.kaizeninfra.com"</a> pursuant to name change of the Company</p>
4.	<p><b>Disqualification of Director:</b></p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	None
5.	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	NA	None
6.	<p><b>Preservation of Documents:</b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	None
7.	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	None





## Kalpana Tekriwal & Associates Company Secretaries

8.	<b>Related Party Transactions:</b>  (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or  <del>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</del>	Yes	None
9.	<b>Disclosure of events or information:</b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	No	None
12.	<b>Additional Non-compliances, if any:</b>  No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	No	None

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



# Kalpana Tekriwal & Associates

## Company Secretaries

Sr. No.	Compliance Requirement (Regulations/circulars / guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
NONE										

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

Sr. No.	Compliance Requirement (Regulations/circulars / guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
NONE										

For Kalpana Tekriwal & Associates  
Practicing Company Secretary

Place : Kolkata

Dated :03.05.2024

FRN : S2023WB917600  
UIDIN : A059722F000300633  
Cop No.: 22484  
Mem No.: 59722  
Peer Review No. 3366/2023

Address : 6B Bentinck Street, Opp. Shree Krishna Chambers, Lal Bazar, Kolkata - 700 001 (WB)  
Phone: +91 8619822950, Email: tekriwalkalpana@gmail.com



**POOJA BANSAL**  
Practicing Company Secretary  
Membership No. 50458  
COP No. 18524

Flat No. F1, 5th floor, Respect Home,  
Andul Road, Halderpara, Podrah,  
Howrah - 711109  
Email Id- [pujab35@gmail.com](mailto:pujab35@gmail.com)  
Contact No. 9038589527

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

**[Pursuant to Clause 10(i) of Para C of Schedule V of Securities and Exchange Board of India  
(Listing Obligations & Disclosure Requirements) Regulations, 2015]**

To,  
**Kaizen Agro Infrabuild Limited**  
(Formerly: Anubhav Infrastructure Limited)  
**CIN: - L47219WB2006PLC107433**  
"Chatterjee International Centre",  
33A Chowringhee Road, 6th Floor,  
Room No. 6A, Russel Street  
Kolkata- 700 071

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Kaizen Agro Infrabuild Limited having CIN : L47219WB2006PLC107433 and registered office at "Chatterjee International Centre, 33A Chowringhee Road, 6th Floor, Room No. 6A, Russel Street, Kolkata- 700 071, (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 Clause 10(i) of Para C of Schedule V of securities & exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal : [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending March 31, 2024 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.

Sl No.	Name of Director	Director Identification Number	Date of Appointment in the Company
1.	Mr. Pawan Kumar Jhunjunwala	10049668	30/12/2022
2.	Mr. Bitu Pal	01684171	23/06/2022
3.	Mr. Ajay Kumar Khandelwal	02186565	28/12/2022
4.	Mr. Ankur Hada	10163731	20/05/2023
5.	Mrs. Mandeep Kaur Jaiswal	10077160	29/04/2023

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



**POOJA BANSAL**  
Practicing Company Secretary  
Membership No. 50458  
COP No. 18524

Flat No. F1, 5th floor, Respect Home,  
Andul Road, Halderpara, Podrah,  
Howrah - 711109  
Email Id- [puiab35@gmail.com](mailto:puiab35@gmail.com)  
Contact No. 9038589527

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.

**Date:** September 04, 2024

**Place :** Kolkata

**Pooja Bansal**  
Practicing Company Secretary  
ACS No. 50458  
**C.P No. : 18524**  
Peer Review No. 1725/2022  
UDIN :

## **Management Discussion and Analysis Report**

The purpose of this discussion to provide an understanding of financial statements and a composite summary of performance of our business.

### **Management Discussion and Analysis (MDA) includes :**

- A. Indian Economy Overview
- B. Industry Overview
- C. Business Overview
- D. Business Outlook
- E. Significant developments subsequent to the last financial year
- F. Internal Control Systems and adequacy
- G. Financial And Operational Performance
- H. Material Development in Human Resources
- I. Opportunities And Threats
- J. Risks And Concerns
- K. Discussion On Financial Performance With Respect To Operational Performance
- L. Cautionary Statement

### **A. Indian Economy Overview :**

India is seeing a significant move towards urbanization and agriculture is the primary source of livelihood for about 58% of India's population. With rise in aspirations, there is a steady migration of young people from rural areas to urban areas. This affects the population engaged in agriculture and also the people dependent on it.

Infrastructure in any country plays a vital role for the economy's growth and development. The Indian economy is getting bigger and better with every passing year. And needless to say, Infrastructure will contribute significantly to the country's overall development. Nearly all the infrastructure sectors will provide excellent opportunities for investments, with roads, railways, ports, power and airports being the major attractions.

### **B. Industry Overview :**

The economy status of a country is greatly depicted by its rate of industrialization of the country. The type of industry that the country relies on, highly contributes to the economic status of the country. Industry analysis is a critical aspect of business management and planning that involves evaluating and understanding various factors that influence the performance of an industry. It involves assessing the current market conditions, trends, competition, and other significant aspects that impact the success and profitability of businesses.

It helps businesses identify opportunities, mitigate risks, make strategic decisions, and stay ahead of the competition. As such, it is an essential tool for businesses seeking to gain a competitive edge and increase their profitability.

- **Agriculture Industry Overview :**

Agriculture is the primary source of livelihood for about 58% of India's population. It contributes 17% of India's GDP. Indian food and grocery market is the world's sixth largest, with retail contributing 70 per cent of the sales. Agriculture Sector involves the production, processing, and distribution of agricultural products. It consists of all activities related to cultivating crops, raising livestock, and producing various food and non-food products derived from agricultural resources.

- **Construction Industry Overview :**

The Construction Industry in India plays a vital role in economic activity after agriculture and provides employment to large amount of people. Broadly, construction can be classified into two segments – infrastructure and real estate. The infrastructure segment involves construction projects in different sectors like roads, rails, ports, irrigation, power, etc. Investment in the infrastructure sector plays a crucial role in the growth of the economy of the country. Development of infrastructure in the country mainly depends upon the spending by GOI in various sub segments of infrastructure.

**C. Business Overview :**

"We, M/s. Anubhav Infrastructure Limited had entered into diversified area of business during the Financial Year 2022-23 by foraying into the trading of agro products within the country and with major focus on exports. Hence we have applied to change the name of the Company from "ANUBHAV INFRASTRUCTURE LIMITED" to "KAIZEN AGRO INFRABUILD LIMITED" which is approved by the Ministry of Corporate Affairs (MCA) with effect from August 22, 2023. The Company's primary business was of Civil & Construction Works along with Agro business.

**D. Business Outlook :**

Outlook remains stable for the current year. The Company has a Net Worth as on March 31, 2024 is Rs. 11494.35 Lacs. We had entered into a business of trading of agro products within the country and with major focus on exports. This assumes significance when we take into account that the leading infrastructure companies are passing on the projects awarded, to contractors down the line. Further, most of our clients are private sector entities and we have not faced many challenges as far as billing and collections are concerned. We have not had any bad debts so far and we do not have any outstanding debtor's position for more than six months.

**E. Significant developments subsequent to the last financial year :**

After the date of last financial year, i.e. March 31, 2024, the Directors of our Company confirm that, there is a significant material developments in the business line of a Company which was already stated above.

**Key factors affecting the Results of Operations :**

Our Company's future results of operations could be affected potentially by the following factors:

## KAIZEN AGRO INFRABUILD LIMITED



- ✓ Political condition: In case of political instability, government could change the spending pattern on infrastructure. This change in policy framework can affect our business.
- ✓ Stringent condition of our contract: Most of our contracts are time bound as well as put a condition of meeting the minimum standard requirement of such construction. Contract may stipulate penalty condition for non-closure of our project in time. This non completion of project in time could affect our financials. We are subject to blacklisting by the authority for non-full-filing our commitment.
- ✓ Our ability to attract and retain skilled and technical staff: Skilled and Technical Staffs are required by us for all our projects. We take up various projects based on availability of right mix of man power. Thus our growth is likely to be affected by our ability to attract and retain skilled and technical manpower.
- ✓ Effect of Inflation: We are affected by inflation as it has an impact on the operating cost, staff costs etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

### F. Internal Control System And Adequacy :

Internal Control Systems has been designed to provide reasonable assurance that assets are safeguarded, transactions are executed in accordance's with management's authorization and properly recorded and accounting records are adequate for preparation of financial statements and other financial information. Internal check is conducted on a periodical basis to ascertain the adequacy and effectiveness of internal control systems.

### G. Financial And Operational Performance :

(Amount in Lacs)

Sl.No.	Particulars	Year Ended 31st March 2024	Year Ended 31st March 2023
1	Turnover	3250.89	2218.35
2	Profit/(Loss) before taxation	14.08	56.48
3	Less: Tax Expense	3.66	(14.78)
4	<b>Profit/(Loss) after tax</b>	10.19	39.31
5	Add: Balance B/F from the previous year	234.73	195.42
6	Balance Profit / (Loss) C/F to the next year	244.92	234.73

### H. Material Development in Human Resources :

The Company continues to lay emphasis on developing and facilitating optimum human performance management was the key word for the Company this year.

**I. Opportunities And Threats :**

The performance of capital market in India has a direct correlation with the prospect of economic growth and political stability. Though the growth projections for FY. 2023-24 appear reasonable, there are certain downside risks such as pace and shape of global recovery, effect of withdrawal of fiscal stimulus and hardening of commodity prices. Our business performance may also be impacted by increased competition from local and global players operating in India, regulatory changes and attrition of employees. With growing presence of players offering advisory service coupled with provision of funds for the clients' needs, we would face competition of unequal proportion.

**J. Risks And Concerns :**

This section contains forward – looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these statements. As the industrial and economic growth of the country is showing steady improvement. There is no perceived risk and concern in this area of business and there is an ample scope for growth in India itself. Forward looking statements are based on certain assumptions and expectations of the future events that are subject to risks and uncertainties. Actual future results and trend may differ materially from historical results, depending on variety of factors. Their risk and concerns faced by the Company are similar to those faced by any growing organization in today dynamic industrial and economic scenario.

**K. Discussion on Financial Performance with Respect to Operational Performance :**

The details of the financial performance are appearing in the financial statements separately. The highlights of the same are also mentioned in the Directors' Report.

**L. Cautionary Statement :**

Certain statements under "Management Discussion & Analysis" describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statement within the meaning of applicable securities laws and regulations. Although the expectations are based on reasonable assumptions, the actual results could materially differ from those expressed or implied, since the Company's operations are influenced by many external and internal factors beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

**For and on behalf of the Board  
For Kaizen Agro Infrabuild Limited**

Place : Kolkata

Date : September 04, 2023

**Ankur Hada  
(Managing Director)**

**Din : 10163731**



## REPORT ON CORPORATE GOVERNANCE

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company considers good Corporate Governance a pre-requisite for meeting the needs and aspirations of its stakeholders and firmly believes that the same could be achieved by maintaining transparency in its dealings, creating policies and practices for key purposes and systems with clear accountability, integrity, transparent governance practices and highest standards of regulatory compliances.

Your Company also believes that good Corporate Governance makes good business sense. As such your Company not only complies with all the requirements of Corporate Governance under Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 but follows it in spirit also.

During the year ended March 31, 2024, your Company had complied with the provisions set out on Corporate Governance Practices required under Listing Regulations.

### BOARD COMPOSITION :

#### BOARD OF DIRECTORS

The Composition of the Board of Directors of the Company is in conformity with Regulation 17 of the SEBI's (Listing Obligations & Disclosure Requirement) Regulation, 2015 and Section 149 of the Companies Act, 2013. As at March 31, 2024 the Board consisted with optimum combination of Executive, Non-Executive and Independent Directors, including presence of a woman Director. More than fifty percent of the Directors comprised of Non-Executive Independent Directors.

The Composition of the Board of Directors of the Company at the beginning of the financial year dated April 01, 2023 :

Sl. No.	Name of the Director	Designation	Category
1.	Mr. Pawan Kumar Jhunjunwala	Whole-Time Director	Executive Director
2.	Mr. Bitu Pal	Director	Non- Executive Independent Director
3.	Mr. Ajay Kumar Khandelwal	Director	Non- Executive Independent Director
4.	Mrs. Rima Chandra	Director	Non- Executive Independent Director

- Mrs. Mandeep Kaur Jaiswal (DIN: 10077160), has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f April 29, 2023.
- Mrs. Rima Chandra (DIN: 07537182), Non-Executive Independent Director had resigned from the post of Director w.e.f April 29, 2023.
- Mr. Ankur Hada (DIN: 10163731), has been appointed for the post of Managing Director (Whole-time Key Managerial Personnel) of the Company as per Section 203 of the Companies Act, 2013 w.e.f May 20, 2023.

The Composition of the Board of Directors of the Company at the end of the financial year dated March 31, 2024:

Sl No.	Name of the Director	Designation	Category
1.	Mr. Ankur Hada	Managing Director	Executive Director
2.	Mr. Pawan Kumar Jhunjunwala	Whole Time Director	Executive Director
3.	Mrs. Mandeep Kaur Jaiswal	Director	Non- Executive & Independent Director
4.	Mr. Bitu Pal	Director	Non- Executive & Independent Director
5.	Mr. Ajay Kumar Khandelwal	Director	Non- Executive & Independent Director

- Mr. Kanwar Nitin Singh (DIN: 10204543) and Mr. Amit Bajaj (DIN: 10122918), has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f August 14, 2024.
- Mr. Bitu Pal (DIN: 01684171) and Mr. Ajay Kumar Khandelwal (DIN: 02186565), Non-Executive Independent Director had resigned from the post of director w.e.f August 14, 2024.

The Composition of the Board of Directors of the Company till the date is mentioned here below:

Sl. No.	Name of the Director	Designation	Category
1.	Mr. Pawan Kumar Jhunjhunwala	Whole-Time Director	Executive Director
2.	Mrs. Mandeep Kaur Jaiswal	Director	Non- Executive Independent Director
3.	Mr. Kanwar Nitin Singh	Director	Non- Executive Independent Director
4.	Mr. Amit Bajaj	Director	Non- Executive Independent Director

Name of the other listed in which Director having directorship and their category of directorship :

**Mrs. Mandeep Kaur Jaiswal**

Sl No.	CIN	Company Name	Category of Directorship
1.	L65993WB1979PLC032274	MULTICON REALTY LIMITED	Director
2.	L51909WB2001PLC093941	ABHA PROPERTY PROJECT LIMITED	Director

**Mr. Kanwar Nitin Singh**

Sl No.	CIN	Company Name	Designation
1.	L01100GJ1994PLC117990	SPRIGHT AGRO LIMITED	Additional Director
2.	L74899DL1994PLC057410	INTEC CAPITAL LIMITED	Director

**Mr. Amit Bajaj**

Sl No.	CIN	Company Name	Designation
1.	L01100GJ1994PLC117990	SPRIGHT AGRO LIMITED	Additional Director
2.	L74140MP1984PLC002592	INDRA INDUSTRIES LIMITED	Additional Director
3.	L65990MH1984PLC033919	BOMBAY TALKIES LIMITED	Additional Director
4.	L74899DL1994PLC061107	CORPORATE MERCHANT BANKERS LIMITED	Director

During the year, a separate meeting of the Independent Directors was held on March 09, 2024 without the attendance of non-independent directors and members of the management. All Independent Directors attended the said meeting.

All Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149(7) of the companies Act, 2013 and SEBI (Listing obligations & disclosure Requirements) Regulations, 2015.

Attendance of Directors at Board Meeting, Last Annual General Meeting (AGM) & number of other Directorship and Chairmanship/ Memberships of Committees of each Director in various Companies as on March 31, 2024.

**Board Meetings & Procedure**

The functioning of the Management is under the overall superintendence of the Board of Directors which provides strategic direction to cater to the exigencies of the Company's objectives and practices of governance by way of formulating or approving policies and procedures.

The agenda of the meeting are circulated well in advance to the Board members by comprehensive background information to enable them to take informed decisions. In addition to the information required under the Listing Regulations, the Board is also kept informed of major events/items and approvals are taken wherever necessary.

Fourteen Board Meetings were held during the period 01.04.2023 to 31.03.2024. The dates on which the Board meetings were held are as follows :

April 29, 2023	August 14, 2023	November 08, 2023
May 20, 2023	August 19, 2023	February 08, 2024
May 25, 2023	August 23, 2022	February 13, 2024
May 26, 2023	September 08, 2023	March 09, 2024
July 18, 2023	November 01, 2023	

The maximum time gap between any two meetings was less than 120 days as stipulated under Regulation 17 of the Listing Regulations.

**INFORMATION PLACE BEFORE THE BOARD :**

The Company has complied with Part-A of Schedule II of SEBI (LODR) Regulations, 2015 read with Regulation 17 of the said regulations with regard to information being placed before the Board of Directors.

**CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT**

The Board of Directors has laid down the code of conduct for all the Board Members and members of the Senior Management of the Company. Additionally all Independent Directors of the Company shall be bound by duties of Independent Directors as set out in the Companies Act, 2013 read with the Schedules and Rules thereunder.

All the Board members and Senior Management personnel have affirmed compliance with the code of conduct. The Code of Conduct is available on the website of the Company [www.kaizeninfra.com](http://www.kaizeninfra.com).

Sl.No.	Name of the Director	Board Meeting Attended	Attended last AGM held on 30.09.2023 at Registered office	No. of Directorship in other Listed Companies		No. of Membership in Committees of Directors in other Listed companies
				Chairman	Director	
1.	Mrs. Rima Chandra	1	No	-	-	-
2.	Mr. Ankur Hada	12	Yes	-	-	-
3.	Mr. Pawan Kumar Jhunjhunwala	14	Yes	-	-	-
4.	Mr. Bitu Pal	14	Yes	-	-	-
5.	Mr. Ajay Kumar Khandelwal	14	Yes	-	-	-
6.	Mrs. Mandeep Kaur Jaiswal	13	yes	-	2	-

- None of the Whole-time Directors are acting as Independent Directors in more than three listed companies. Besides, Independent Directors have been familiarized with their roles, rights and responsibilities through programmes undertaken in this regard.
- None of the Directors hold directorship in more than 20 companies including 10 public companies and private companies which are subsidiary or holding of public companies or is a Member of more than 10 Board-level Committees or Chairman of more than 5 such Committees as specified in SEBI (Listing Obligations & Disclosure Requirements) regulations, 2015, across all the companies in which he-she is a director.
- None of the non-Whole time Directors is acting as Independent Director is more than seven listed companies.

### **BOARD COMMITTEES**

The Board Committees have been constituted to review/deal with specific areas and activities, the relevant Committee is meant for. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles including roles mandated under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 which are to performed by members of the Committees' as part of good governance practice. The minutes of the meetings of all the Committees are placed before the Board for review. The Company Secretary acts as a Secretary of all the Committees

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has three committees i.e. Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

### **ROLE OF THE COMPANY SECRETARY IN OVERALL GOVERNANCE PROCESS**

The Company Secretary plays a key role in ensuring that the Board (including committees thereof) procedures are followed and regularly reviewed. The 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. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide guidance to Directors and to facilitate convening of Meetings. She interfaces between the management and regulatory authorities for governance matters.

### **AUDIT COMMITTEE**

#### **AUDIT & OTHER DUTIES**

- a. Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and internal Auditors considering their independence and effectiveness and their replacement and removal.
- b. To recommend to the Board the remuneration of the Statutory Auditors and Internal Auditors.
- c. 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.
- d. Discussion with internal auditors of any significant findings and follow up there on.

#### **NO. OF MEETINGS HELD DURING THE YEAR**

During the year the Committee had 8 Meetings i.e. on April 29, 2023; May 20, 2023; May 25, 2023; July 18, 2023; August 14, 2023; August 19, 2023; November 08, 2023 and February 08, 2024.

The gap between two meetings did not exceed 120 days complying with the Companies Act, 2013 and provisions of SEBI (LODR) Regulations, 2015.

#### **COMPOSITION**

The Composition of the Committee on the end of the financial year 2023-24:-

Sl. No	Name of the Director	Nature of Directorship	Designation in Committee	No. of Meetings held	No. of Meetings Attended
1.	Ajay Kumar Khandelwal	Non-Executive - Independent Director	Chairperson	8	8
2.	Bitu Pal	Non-Executive - Independent Director	Member	8	8
3.	Pawan Kumar Jhunjhunwala	Executive Director	Member	8	8

There is no change in the composition of the Audit Committee during the financial year 2023-24 but during the financial year 2024-2025 there has been change in the Board of Directors of the Company subsequently the Company has reconstituted the composition of committee which was mentioned hereunder :

Sl. No	Name of the Director	Nature of Directorship	Designation in Committee	No. of Meetings held	No. of Meetings Attended
1.	Amit Bajaj	Non-Executive - Independent Director	Chairperson	0	0
2.	Kanwar Nitin Singh	Non-Executive - Independent Director	Member	0	0
3.	Pawan Kumar Jhunjhunwala	Executive Director	Member	0	0

The Chairman of the Audit Committee is an Independent Director. Executives from different departments and Representatives of the Statutory Auditors/Internal Auditors are invited to attend the Audit Committee Meeting where their reports are discussed.

#### **Internal Audit & Control :**

M/s. Roshni K Gupta & Associates ., Company Secretary have conducted the Internal Audit for the period April 01, 2023 to March 31, 2024. The internal audit plan was approved by the Audit Committee. The Reports and findings of the Internal Auditor and the internal control system are periodically reviewed by the Audit Committee.

- The Chairman of the Audit Committee is an Independent Director and the Managing Directors & Chief Financial Officer also attended the Meetings of the Committees.
- The Company Secretary of the Company is the Secretary to the Committee.

M/s. Roshni K Gupta & Associates, has been given a consent dated July 27, 2024 to act as an internal auditor of the Company for Financial year 2024-2025 which was subsequently approved by Board of Director in the meeting held on July 31, 2024.

#### **NOMINATION AND REMUNERATION COMMITTEE :**

The composition, powers, roles and terms of reference of the Committee are in accordance with the requirements mandated under Section 178 of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of the SEBI (LODR) Regulations, 2015.

#### **THE TERMS OF REFERENCE OF THE COMMITTEE ARE AS FOLLOWS :**

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the Directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Recommending to the Board, the policy of remunerating Directors, Key Management Personnel and other employees;
5. 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 their appointment and removal.

To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification or modification as may be applicable;

**NO. OF MEETINGS HELD DURING THE YEAR**

- During the year the Committee had 4 Meetings i.e. on April 29, 2023; May 20, 2023; July 18, 2023 and February 13, 2024.

**COMPOSITION**

The Composition of the Committee on the end of the financial year 2023-24:-

Sl.No	Name of the Director	Nature of Directorship	Designation in Committee	No. of Meetings held	No. of Meetings Attended
1.	Ajay Kumar Khandelwal	Non-Executive - Independent Director	Chairperson	1	1
2.	Bitu Pal	Non-Executive - Independent Director	Member	1	1
3.	Rima Chandra	Non-Executive - Independent Director	Member	1	1

- Mrs. Rima Chandra, (Din: 07537182), Non-Executive Independent Director had resigned from the post of director w.e.f April 29, 2023.
- Mrs. Mandeep Kaur Jaiswal, (Din: 10077160) has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f April 29, 2023

**Subsequently from above appointment/resignation, the Composition of the Committee has changed dated April 29, 2023 which has been mentioned hereunder along with details of meeting held and attended by them and till end of the Financial year 2023-2024 there is no change in the Composition of the Committee.**

Sl. No	Name of the Director	Nature of Directorship	Designation in Committee	No. of Meetings held	No. of Meetings Attended
1.	Ajay Kumar Khandelwal	Non-Executive - Independent Director	Chairperson	3	3
2.	Bitu Pal	Non-Executive - Independent Director	Member	3	3
3.	Mandeep Kaur Jaiswal	Non-Executive - Independent Director	Member	3	3

There is no change in the composition of the Nomination and Remuneration Committee during the financial year 2023-24 but during the financial year 2024-2025 there has been change in the Board of Director of the Company subsequently the Company has reconstituted the composition of committee which was mentioned hereunder:

Sl. No	Name of the Director	Nature of Directorship	Designation in Committee	No. of Meetings held	No. of Meetings Attended
1.	Amit Bajaj	Non-Executive - Independent Director	Chairperson	0	0

2.	Kanwar Nitin Singh	Non-Executive - Independent Director	Member	0	0
3.	Mandeep Kaur Jaiswal	Non-Executive - Independent Director	Member	0	0

The Company Secretary of the Company is the Secretary to the Committee.

### **Performance Evaluation of Directors**

In compliance with the provisions of the Listing Regulations, 2015 the Nomination and Remuneration Committee on the basis of the Board Evaluation Policy and framework adopted by the Board contemplated by the evaluation process of the Independent Directors Evaluation criteria formulated for the Independent Directors are broadly based on :

- Leadership & stewardship abilities
- Contributing to clearly defined corporate objectives and plans
- Performance of duties and level of insight;
- Professional conduct and independence; and
- Qualification, experience and past track records.

### **Remuneration Policy**

The success of the organization in achieving good performance and good governing practices depends on its ability to attract and retain individuals with requisite knowledge and excellence as executive and non-executive Directors.

The Nomination & Remuneration policy of the Company is attached as Annexure-V to the Board's Report. The Policy is available on the website of the Company at [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com).

The composition, powers, role and terms of reference of the Audit Committee are in accordance with the requirements mandated Under Section 177 of the Companies Act, 2013 read with the Rules made thereunder and Regulation 18 & 21 read with Part C of Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The major task performed by the Audit Committee may be grouped under the following heads :

### **STATUTORY AUDIT, INTERNAL AUDIT, REPORTING AND OTHER ASPECTS**

- a.) The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial Reporting process The Committee acts as a link between the Management, Auditors and the Board of Directors of the Company and has full access to the financial Information.
- b.) Oversight of the Company's financial Reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible and ensuring timely submission to statutory authorities.
- c.) Reviewing the Management Discussion & Analysis of financial and operational performance.
- d.) Review the adequacy and effectiveness of the Company's system and internal control.



- e.) To review the functioning of the Whistle Blower mechanism.
- f.) Evaluation of internal financial controls and risk management systems.

**Details of Remuneration to all Directors :**

The details of remuneration paid to the Directors within the meaning of Section 197 of the Companies Act, 2013 for the year ended March 31, 2024 is being mentioned in the Financial Report.

None of the Independent Directors are holding shares of the Company.

**STAKEHOLDERS RELATIONSHIP COMMITTEE**

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 178 of the Companies Act, 2013 and Regulation 2015 read with Part D of Schedule II of SEBI (LODR) Regulations, 2015.

The Committee looks into Share transfer, reviews shareholders'/investors' complaints and resolution thereof.

**THE COMMITTEE PERFORMS FOLLOWING FUNCTIONS :**

1. Transfer/Transmission of shares.
2. Issue of Duplicate Share Certificates.
3. Review of Share dematerialization and re-materialization.
4. Monitoring the expeditious Redressal of Investor Grievances.
5. Monitoring the performance of Company's Registrar & Transfer Agent.
6. All other matters related to the shares.

**NO. OF MEETINGS HELD DURING THE YEAR**

During the year the Committee had 4 Meetings i.e. on April 29, 2023; August 14, 2023; November 08, 2023 and February 08, 2024.

**COMPOSITION**

The Composition of the Committee on starting of financial year 2023-24 :

Sl.No	Name of the Director	Nature of Directorship	Designation in Committee	No. of Meetings held	No. of Meetings Attended
1.	Ajay Kumar Khandelwal	Non-Executive - Independent Director	Chairperson	4	4
2.	Bitu Pal	Non-Executive - Independent Director	Member	4	4

3.	Pawan Kumar Jhunjhunwala	Executive Director	Member	4	4
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There is no change in the composition of the Stakeholder Remuneration Committee during the financial year 2023-24 but during the financial year 2024-2025 there has been change in the Board of Director of the Company subsequently the Company has reconstituted the composition of committee which was mentioned hereunder:

Sl.No	Name of the Director	Nature of Directorship	Designation in Committee	No. of Meetings held	No. of Meetings Attended
1.	Amit Bajaj	Non-Executive - Independent Director	Chairperson	0	0
2.	Kanwar Nitin Singh	Non-Executive - Independent Director	Member	0	0
3.	Pawan Kumar Jhunjhunwala	Executive Director	Member	0	0

- The Company Secretary of the Company is the Secretary to the Committee.

#### **Detail of Complaints:**

- No. of shareholders' complaints pending as on 1st April, 2023 : Nil
- No. of shareholders' complaints received during the Year : Nil
- No. of shareholders' complaints redressed during the Year : Nil
- No. of shareholders' complaints pending as on 31st March, 2024 : Nil
- The Company has generally attended to the investors' grievances. Shareholders' request for transfer/transmission of equity shares were effected within 15 days from the date of receipt. There were no valid transfers pending for registration as of March 31, 2024.
- The Company obtains half yearly certificate from a Company Secretary in Practice confirming the issue of certificates for transfer, sub-division, consolidation etc., and submits a copy thereof to the Stock Exchanges in terms of Regulation 40 (9) of SEBI (LODR) Regulations, 2015. Further, the Compliance Certificate under Regulation 7 (3) of the SEBI (LODR) Regulations, 2015 confirming that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Share Transfer Agent registered with the Board is also submitted to the Stock Exchange on a half year basis.

#### **INDEPENDENT DIRECTORS' MEETING**

During the financial year ended March 31, 2024, one separate meeting of the independent Directors was held on March 09, 2024 which was attended by Mr. Ajay Kumar Khandelwal, Mrs. Mandeep Kaur Jaiswal, and Mr. Bitu Pal.

1. Review the performance of non-independent Directors and the Board as a whole;
2. Review the performance of the Chairperson of the Company, taking into account the views of executive Directors and non-executive Directors;
3. Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors of the Company attended the Meeting.

The evaluation of performance was done in accordance with the “Guidance Note on Board Evaluation” issued by the SEBI vide its circular dated January 05, 2017.

#### **Familiarization Programme :**

The Company at its various meetings held during the financial year 2023-24 had familiarized the Independent Directors with regard to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the business models of the Company etc. The Independent Directors have been provided with necessary documents, Reports and internal policies to familiarize them with the Company’s policies, procedures and practices. The details of any such Familiarization Programmes for Independent Directors if happen will be disclosed on the website of the Company “www.kaizeninfra.com”

#### **SECURITIES ALLOTMENT COMMITTEE :**

The Composition of the Committee on starting of financial year 2023-24:

Sl. No.	Name of the Director	Category	Committee Membership
1.	Pawan Kumar Jhunjunwala	Whole –Time Director	Chairman
2.	Mandeep Kaur Jaiswal	Non- Executive Independent Director	Member
3.	Bitu Pal	Non- Executive Independent Director	Member

- Mr. Ankur Hada, has been appointed for the post of Managing Director (Whole-time Key Managerial Personnel) of the Company as per Section 203 of the Companies Act, 2013 w.e.f May 20, 2023.

The Composition of the Committee in the end of financial year 2023-24:

Sl. No.	Name of the Director	Category	Committee Membership
1.	Ankur Hada	Managing Director	Chairman
2.	Pawan Kumar Jhunjunwala	Whole –Time Director	Member
3.	Mandeep Kaur Jaiswal	Independent Director	Member
4.	Bitu Pal	Independent Director	Member

#### **Procedure at Committee Meetings :**

The Company’s guidelines relating to Board Meetings are applicable to Committee Meetings as far as practicable. Each Committee has the authority to engage outside experts, advisors and counsels to the extent it considers

appropriate to assist in its function. Minutes of proceedings of Committee Meetings are circulated to the Directors and placed before Board Meetings for noting.

**Recording Minutes of Proceedings at Board and Committee Meetings :**

The Company Secretary records minutes of proceedings of each Board and Committee Meeting. Draft minutes are circulated to Board/ Board Committee members for their comments. The minutes are entered in the Minutes Book within 30 days from the conclusion of the Meeting.

**Compliance :**

The Company Secretary, while preparing the agenda, notes on agenda and minutes of the Meeting(s), is responsible for and is required to ensure adherence to all applicable laws and regulations, including the Companies Act, 1956/ Companies Act, 2013 read with Rules issued thereunder, as applicable and the Secretarial Standards recommended by the Institute of Company Secretaries of India.

**RISK MANAGEMENT**

The Company has been addressing various risk impacting the Company and the policy of the Company on risk management is provided in the website of the Company [www.kaizeninfra.com](http://www.kaizeninfra.com)

**BSE CORPORATE COMPLIANCE & LISTING CENTRE (THE LISTING CENTRE) :**

BSE Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance Report, among others are also filed electronically on the Listing Centre.

**ANNUAL REPORT**

The Annual Report containing, inter alia, Audited Financial Statement, Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report.

**SEBI COMPLAINTS REDRESSAL SYSTEM (SCORES)**

SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The Company is in compliance with the SCORES and redressed the shareholders complaints well within the stipulated time.

**RELATED PARTY TRANSACTIONS**

There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. The Board has approved a policy for related party transactions which has been uploaded on the Company's website "[www.kaizeninfra.com](http://www.kaizeninfra.com)"

**DISCLOSURES**

The Company has always ensured fair code of conduct and maintained transparency. There were no instances of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

Compliances, Rules & regulations as laid down by various statutory authorities has always been observed by the Company since such change over both in letter as well as in spirit.

The Board has obtained certificates/disclosures from key management personnel confirming they do not have any material financial and commercial interest in transactions with the Company at large.

- Details of Non-compliance by the Companies, penalties and strictures imposed on the Company by Stock Exchange or Securities & Exchange Board of India or any statutory authority, on any matter related to capital markets, during the last three years: **Yes, The Company has delayed in declaring the Audited Financial Statement for the Financial year ended March 31, 2024, for which the Company has paid fine of Rs. 5,900/- (including GST) levied by the Stock Exchange.**
- Public, Rights and Other Issues : **Yes, The Company has issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with ICDR Regulations, up to an aggregate of 3,00,00,000 (Three Crores only ) numbers of Warrants, convertible into equivalent numbers of Equity Shares (i.e. one fully paid up Equity share upon conversion of every one Warrant held) of a Face Value of ₹ 10/- (Rupees Ten only) each of the Company.**
- Management & Discussion Analysis: This forms part of Directors' Report.
- Compliance Reports: The Board has noted and reviewed the compliance Reports from all functions pertaining to the respective laws applicable to them, which were placed before the Board at its meetings every quarter during the year under review.
- Code of Conduct: The Company has update and laid down a Code of Conduct for the members of the board as well as for all employees of the Company. The Code has also been posted on the Company's website "[www.kaizeninfra.com](http://www.kaizeninfra.com)".
- The Company has no subsidiary Company.
- During the year ended March 31, 2024 no complaints related to sexual harassment is received at work place.
- The Company has complied with Secretarial Standards viz. SS-1 and SS-2 with respect to General and Board Meetings issued by the Institute of Company Secretaries of India.
- The Company has complied with all the mandatory requirements specified in Regulation 17 to 27 regarding Board of Directors, audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee etc., and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.
- Certificate from Practicing Company Secretary: A certificate from Mrs. Pooja Bansal, Practicing Company Secretaries that none of the Directors on the Board of the Company 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 statutory authority is forming part of Annual Report.

The Board has reviewed the compliance reports pertaining to the laws applicable to the Company at its meeting on quarterly basis.

**NAME, DESIGNATION AND ADDRESS OF COMPLIANCE OFFICER**

Ms. Nikita Rateria

**(Company Secretary and Compliance Officer)**

“Chatterjee International Centre”,  
33A, Chowringhee Road, 6th Floor,  
Room No. 6A, Russel Street  
Kolkata- 700 071

E-mail :- [info@kaizeninfra.com](mailto:info@kaizeninfra.com)

**Note :**

The Company has designated an E-mail ID exclusively for registering complaints by investors and investors can reach the Company at [info@kaizeninfra.com](mailto:info@kaizeninfra.com)

**GENERAL SHAREHOLDING INFORMATION**

<i>Annual General Meeting</i>	30.09.2024
<i>Financial year</i>	31.03.2024
<i>Book Closure Date</i>	24.09.2024 to 30.09.2024
<i>Registered Office</i>	“Chatterjee International Centre”, 33A, Chowringhee Road, 6th Floor, Room No. 6A, Russel Street Kolkata- 700 071
<i>Equity Shares Listed on</i>	12.12.2014
<i>Scrip ID/Code</i>	538833
<i>ISIN Number</i>	INE891N01017
<i>Stock Exchanges where securities are listed.</i>	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001

**COMPANY’S CORPORATE WEBSITE**

The Company’s website is a comprehensive reference on Corporate Information, Projects and Financials, Board of Directors, Shareholding Pattern and Corporate Governance. The Section on ‘Investor Information’ serves to inform the shareholders, by giving complete financial details, shareholding patterns, corporate benefits, information relating to Registrar & Transfer agents and the Compliance Officer etc. The website of the Company is “[www.kaizeninfra.com](http://www.kaizeninfra.com)”.

**SPECIAL RESOLUTION**

At the forthcoming Annual General Meeting, there is no resolution proposed to be approved by Shareholders.

**GREEN INITIATIVE IN THE CORPORATE GOVERNANCE**

As part of the green initiative process, the Company has taken an initiative of sending documents like notice of calling Annual General Meeting, Corporate Governance, Directors Report, Audited Financial Statements, Auditors Report etc., by e-mail. Physical copies are sent only to those shareholders whose email addresses are not registered with the Company. Shareholders are requested to register their E-mail Id with Registrar and Share Transfer Agent/concerned depository.

**FINANCIAL CALENDAR (TENTATIVE AND SUBJECT TO CHANGE) :**

The details of last three Annual General Meeting of the Company held are given below :

<b><u>Particulars</u></b>	<b><u>Tentative Period 1st April, 2023 to 31st March, 2024</u></b>
Submission of Un-audited result for the half year ending 30th September, 2024	Within 45 days of the end of the half year.
Submission of Audited Result for the year ending 31st March, 2024	Within 60 days of the end of the half year.
Annual General Meeting for the year ending March 31, 2024	Last week of September, 2024

- **POSTAL BALLOT**
  - Date of Postal Ballot : June 01, 2023
  - Resolutions passed through Postal Ballot : **Special Resolution**
    - a. To Consider and approve the Change in Name of the Company
    - b. Change in Object Clause of the Company
    - c. To increase the Authorized Share Capital of the Company
    - d. Alteration in the Memorandum of Association of the Company
    - e. Adoption of amended and restated Articles of Association of the Company
    - f. Issuance of 30,000,000 fully convertible Equity warrant on preferential basis to the persons belonging to promoter, promoter group & non-promoter category.
    - g. Appointment and Resignation of Independent Director

**SHARE TRANSFER SYSTEM**

Share Transfer / De-materilisation / Re-materilisation are handled by professionally managed Registrar and Transfer Agents, appointed by the Company in terms of SEBI's direction for appointment of Common Agency for physical as well as demat shares. Share transfers in physical form are registered and returned within a period of 13-15 days from the date of receipt, in case documents are complete in all respects. The Share Transfer & Shareholders' / Investors' Grievance Committee meets at least every fortnight. A Certificate is being obtained from Company Secretary in Practice of half yearly Certificate of Compliance with the Share Transfer formalities and files a Certificate with BSE Limited. The share transfer process is reviewed by the said Committee.

Certificate of compliance under Regulation 40(10) of the Listing Regulations are filed with Stock Exchanges on half yearly basis.

**MARKET PRICE DATA**

<b><i>MONTH</i></b>	<b><i>STOCK PRICE AT BSE</i></b>	
	<b><i>HIGH (Rs.)</i></b>	<b><i>LOW (Rs.)</i></b>
APRIL, 2023	12.85	9.81
MAY, 2023	12.53	8.94
JUNE, 2023	15.65	11.03
JULY, 2023	14.74	11.20
AUGUST, 2023	13.11	10.28
SEPTEMBER, 2023	12.11	10.18
OCTOBER, 2023	14.98	10.36

NOVEMBER, 2023	13.19	10.43
DECEMBER, 2023	12.84	11.07
JANUARY, 2024	13.44	11.10
FEBRUARY, 2024	20.40	12.67
MARCH, 2024	20.15	14.60

**DISTRIBUTION OF SHAREHOLDINGS AS ON 31ST MARCH, 2024**

Number of Equity Shareholdings	No. of Share Holders	Percentage of Shareholders (%)	Number of Shares	Percentage of Shares (%)
1 To 100	1086	60.8062	25929	0.0504
101 To 500	286	16.0135	86571	0.1684
501 To 1000	129	7.2228	109798	0.2135
1001 To 5000	150	8.3986	368981	0.7176
5001 To 10000	48	2.6876	376532	0.7323
10001 To 20000	25	1.3998	356398	0.6931
20001 To 30000	7	0.392	170526	0.3317
30001 To 40000	8	0.448	283009	0.5504
40001 To 50000	3	0.168	135942	0.2644
50001 To 100000	7	0.3919	562669	1.0944
100001 To above	37	2.0717	48938533	95.1836
<b>TOTAL</b>	<b>1786</b>	<b>100</b>	<b>51414888</b>	<b>100</b>

**EMATERILISATION OF SHARES :**
**Number of Shares in :-**

Physical Form : 30000005\*

Electronic Form in NSDL : 12901103

Electronic Form in CDSL : 8513780

\*The Company has allotted 30000000 Equity Shares pursuant to conversion of warrants to promoter group/non promoter group and authority for admission of 30000000 Equity Shares with NSDL/CDSL and its listing to BSE.

**WHISTLE BLOWER POLICY / VIGIL MECHANISM**

The Company has implemented Whistle Blower Policy by way of forming vigil Mechanism headed by the chairman of the Audit Committee as required under section 177 of the Companies Act, 2013 as per the provisions of the Companies Act, 2013 and Regulation 27 of SEBI (LODR) Regulations, 2015 which provides a channel to the employees and Directors to report to the management, concerns about unethical behavior, actual or suspected fraud or violation of the codes of conduct or policy. The said policy may be referred to, at the Company's Website "www.kaizeninfra.com".

**RECONCILIATION OF SHARE CAPITAL AUDIT**

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central



Securities Depository Limited (CDSL) and the total issued and paid-up capital. This audit is carried out every quarter and the Report thereon is submitted to the Stock Exchanges and is placed before the Board of Directors of the Company. The audit, inter-alia, confirms that the total issued and paid up capital of the Company is in agreement with the aggregate of the total number of shares in dematerialized form held with NSDL & CDSL and total number of shares in physical form.

#### **AUDITORS CERTIFICATION ON CORPORATE GOVERNANCE**

The Company has obtained a Certificate from the Auditors of the Company regarding compliance with the provisions relating to Corporate Governance prescribed by Listing Regulations, which is attached herewith.

#### **COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

The quarterly compliance Report on Corporate Governance is submitted to the Stock Exchange within 21 days from the close of each quarter as per the format specified in SEBI (LODR) Regulations, 2015.

#### **DISCLOSURE OF ACCOUNTING TREATMENT**

In the preparation of the financial statement, the company has followed the Accounting Standards referred to in Section 133 of the Companies act 2013. The significant accounting policies which are consistently applied are set out in the notes to the Financial statements.

The Company has no subsidiary and hence there is no need to frame any policy for determining “material Subsidiary”.

#### **MEANS OF COMMUNICATION**

The quarterly financial results as well as the official press releases are generally communicated to the stock exchanges immediately and usually published in the respective newspapers and are also hosted on the website of the Company, i.e. “[www.kaizeninfra.com](http://www.kaizeninfra.com)”. During the year under review, the Company has not made any presentation to institutional investors or analysts.

#### **INVESTORS’ CORRESPONDENCE**

The Shareholders can contact the Company for Secretarial matters at “Chatterjee International Centre”, 33A, Chowringhee Road, 6th Floor, Room No. 6A, Russel Street Kolkata- 700 071.

#### **CORPORATE IDENTITY NUMBER (CIN)**

CIN of the Company as allotted by the Ministry of Corporate Affairs, Government of India is L47219WB2006PLC107433.

#### **DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT**

As on March 31, 2024 there are no shares lying in the demat suspense account or unclaimed suspense account.

#### **INFORMATION FLOW TO THE BOARD MEMBERS**

Information is provided to the Board Members on a continuous basis for their information, review, inputs and approval from time to time. The quarterly Financial Statements are first presented to the Audit Committee

and Risk Management Committee for its review approval and subsequent recommendation to the Board of Directors for their approval. All the relevant information to Directors is submitted along with the agenda papers well in advance of the Board and Committee Meetings.

**COMPLIANCE WITH MANDATORY REQUIREMENTS**

During the financial year 2023-24, the Company has complied with Corporate Governance requirements specified in the Listing Regulations.

**ADOPTION, COMPLIANCE AND NON-ADOPTION OF NON-MANDATORY REQUIREMENTS**

- The Board :

The Company does not maintain a separate office for non-executive chairman.

The independent directors are having requisite qualification and experience to act as a director on the Board.

- Shareholder Rights :

The Company's quarterly and half yearly results are published in the newspaper and also uploaded on its website "[www.kaizeninfra.com](http://www.kaizeninfra.com)". However, the Company furnishes the quarterly and half-yearly results on receipt of a request from the Shareholders. These were not sent individually to the shareholders.

- Audit Qualifications :

There are no qualifications in the Independent Auditor's Report on the financial statements for the financial year 2023-24.

- Reporting of Internal Auditors :

The Internal Auditors report directly to the Audit Committee.

- Separate post of Chairman and Chief Executive Officer :

The Company has no separate post of Chairman and Managing Director.

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

This is to confirm that the Company has adopted a code of conduct for its employees including the Managing Director, Whole-time/ Executive Directors, Non-Executive Directors and Independent Directors. The code is available on the Company's Website.

I confirm that the Company has in respect of the year ended March 31, 2024, received from the Senior Management Team of the Company and the Members of the Board a declaration of Compliance with the code of conduct as applicable to them.

For the purpose of this declaration , Senior Management Teams means the Chief Executive Officer, Chief Financial Officer, Head –Commercial, Head-HR & Legal, unit heads, Departmental Heads and the Company Secretary.

**For Kaizen Agro Infrabuild Limited**

**Place :** Kolkata

**Date :** September 04, 2024

Ankur Hada  
**(Managing Director)**

Din : 10163731

**CHIEF EXECUTIVE OFFICER & CHIEF FINANCIAL OFFICER CERTIFICATION**  
(Pursuant to Regulation 17(8) read with Schedule II of the Listing Regulations)

To,  
The Board of Directors  
**M/s. Kaizen Agro Infrabuild Limited**  
(Formerly : “Anubhav Infrastructure Limited”)  
CIN: L47219WB2006PLC107433  
Chatterjee International Centre,  
33A, Chowringhee Road, 6th Floor,  
Room No. 6A, Russel Street  
Kolkata- 700 071

Pursuant to Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, We Mr. Ankur Hada ,Chief Executive Officer and Mrs. Pooja Agarwal, Chief Financial Officer together certify to the Board that :

- a) We have reviewed the financial statements and the cash flow statement for the financial year ended March 31, 2024 and based on our knowledge and belief, We state that :
- i) These statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
  - ii) These statements together present a true and fair view of the Company’s affairs and are in compliance with the existing accounting standards, applicable laws and regulations;
- b) We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2024 are fraudulent, illegal or violate the Company’s code of conduct;
- c) We accept responsibility for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated wherever applicable, to the Auditors and the Audit Committee, that :
- i) there have been no significant changes in internal control over financial reporting system during the year under reference.
  - ii) there have been no significant changes in accounting policies during the year except for the changes disclosed in the notes to the financial statements; if any: and
  - iii) there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company’s internal control system over financial reporting.

***For Kaizen Agro Infrabuild Limited***

**Place :** Kolkata  
**Date :** September 04, 2024

**Mr. Ankur Hada**  
**(Chief Executive Officer)**

**Mrs. Pooja Agarwal**  
**(Chief Financial Officer)**



**POOJA BANSAL**  
Practicing Company Secretary  
Membership No. 50458  
COP No. 18524

Flat No. F1, 5th floor, Respect Home,  
Andul Road, Halderpara, Podrah,  
Howrah - 711109  
Email Id- [pujab35@gmail.com](mailto:pujab35@gmail.com)  
Contact No. 9038589527

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**CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members of  
**M/s. Kaizen Agro Infrabuild Limited**  
(Formerly : "Anubhav Infrastructure Limited")  
CIN:- L47219WB2006PLC107433  
Chatterjee International Centre,  
33A, Chowringhee Road, 6th Floor,  
Room No. 6A, Russel Street  
Kolkata- 700 071

We have examined the compliance of conditions of Corporate Governance by M/s. Kaizen Agro Infrabuild Limited ("the Company") for the year ended on March 31, 2024 as stipulated in the applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, pursuant to the Listing Agreement of the Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of procedures and implementations thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

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

**For Pooja Bansal**  
**Practicing Company Secretary**

**Place : Kolkata**  
**Date : September 04, 2024**

**Pooja Bansal**  
**C.P No. 18524**  
**Membership No. 50458**  
**UDIN :**



# HARSH MITA & ASSOCIATES

CHARTERED ACCOUNTANTS

191 Chittaranjan Avenue, 4th Floor, Suite 7, Kolkata 700007

Tel. : +91 98316 54929 / +91 98831 19394. +91 33 4064 2186

Email : harshpoddar4@gmail.com ; mita.dhuwalia@yahoo.in

Web : www.hmaa.in

## Independent Auditor's Report

To the Members of

**M/s KAIZEN AGRO INFRABUILD LIMITED (FORMERLY KNOWN AS ANUBHAV INFRASTRUCTURE LIMITED)**

### **1. Report on the Financial Statements**

We have audited the accompanying financial statements of **M/s. KAIZEN AGRO INFRABUILD LIMITED (FORMERLY KNOWN AS ANUBHAV INFRASTRUCTURE LIMITED)** ("the Company"), which comprises the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss and statement of cash flows for year ended on 31st March, 2024, and a summary of significant accounting policies and other explanatory information.

### **2. Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at March 31, 2024, the profit and total income, changes in equity and its cash flows for the year ended on that date.

### **3. Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, 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.

### **4. Key Audit Matters**

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.

### **5. Emphasis of Matter**

We draw attention to Note 4 of the financial statements, which includes Investment of Rs. 1250 lakhs made during the year but same is yet not transferred in the name of company because of the unavoidable circumstances. However these does not effect the going concern of the company. Our opinion is not modified in respect of this matter.

## **6. Management's Responsibility for the Standalone Financial Statements**

Management is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 judgements 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is 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.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

## **7. Auditor's Responsibility for the Audit of the Financial Statements**

Our objective is to obtain reasonable assurance about whether the 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 on these financial statements.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the Auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

## **8. Report on Other Legal and Regulatory Requirements**

8.1 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 Act, we give in the "Annexure A" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

8.2 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 purpose 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; The Balance Sheet, Statement of Profit and Loss and cash flow statement dealt with by this Report are in agreement with the books of account;
- c) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under the Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.
- d) On the basis of written representations received from the directors as on March 31, 2024, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of section 164 (2) of the Act;
- e) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B", and
- f) 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, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The company does not have any pending litigations which would impact its financial position;
  - (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.
- g) with respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and according to the information and explanations given to us, the company has paid remuneration to its directors during the current year in compliance with section 197(16) of the Act.

- h) No dividend have been declared or paid during the year by the company.
- i) Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility but the accounting software did not have the audit trail feature enabled throughout the year.

**For HARSH MITA & ASSOCIATES**  
Chartered Accountants  
FRN No – 327904E

*Sd/-*  
**MITA PODDAR**

Partner

Place : Kolkata  
Date : 31<sup>ST</sup> May, 2024

Membership No. : 303343  
UDIN : 24303343BKANZQ8344



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

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of report of even date to the standalone financial statements of the company for the year ended March 31, 2024; we report that:

### **1. PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS [Clause 3(i)]:**

- (a) The company has maintained proper records showing full particulars, including quantitative details and situation of its Property, Plant and Equipment.
- (b) The company is maintaining proper records showing full particulars of intangible assets.
- (c) As explained to us, these Property, Plant and Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- (d) The title deeds of immovable properties are held in the name of the company.
- (e) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (f) No proceedings have been initiated or are pending against the company for holding any Benami property under the “Benami Transactions (Prohibition) Act, 1988 and Rules made thereunder.

### **2. INVENTORY [Clause 3(ii)]**

- a According to the information and explanations given to us, the physical verification of inventory has been conducted at reasonable intervals by the management and in our opinion, the coverage and procedure of such verification by the management is appropriate; and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed.
- b According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not been sanctioned during any point of time of the year, working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

### **3. LOAN GIVEN BY COMPANY [Clause 3(iii)]**

The company has not made 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 during the year.

The company has not provided loans or provided advances in the nature of loans to any other entity during the year.

The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to subsidiaries, joint ventures and associates – NIL

The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to parties other than subsidiaries, joint ventures and associates are as follows:

Amount during the year:	Nil
Outstanding as on 31.03.2024:	3734.24 Lacs

The investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company’s interest; In respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated.

If the amount is overdue, state the total amount overdue for more than ninety days, and whether reasonable steps have been taken by the company for recovery of the principal and interest- The schedule of repayment of principal and payment of interest has been stipulated.

There is no loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

The Company has granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment:

	<i>(Rs. In Lakhs)</i>		
	All Parties	Promoters (Including Directors)	Related Parties
Aggregate amount of loans/advances in nature of loans- - Repayable on demand (A)	3734.24 Lacs	--	--
Aggregate amount of loans/advances in nature of loans- - Agreement does not specify any terms or period of repayment (B)	--	--	--
Total (A+B)	3734.24 Lacs	--	--
Percentage of loans/ advances in nature of loans to the total loans	100%	--	--

#### **4. LOAN TO DIRECTORS AND INVESTMENT BY COMPANY [Clause 3(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 Companies Act, 2013 in respect of loans, investments, guarantees, and security.

#### **5. DEPOSITS [Clause 3(v)]**

According to the information and explanation given to us the company has not accepted deposits from the public during the financial year under audit. Accordingly, the paragraph 3(v) of the order is not applicable to the company and hence not commented upon.

#### **6. COST RECORDS [Clause 3(vi)]**

As informed to us, 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.

#### **7. STATUTORY DUES [Clause 3(vii)]**

(a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax, customs duty, cess and any other statutory dues which were in arrears as on 31st March, 2024 for a period of more than Six months from the date that they became payable.

(b) According to the information and explanations given to us there are no dues of sales tax, income tax, goods and service tax, customs duty, cess and any other statutory dues which have been deposited.

#### **8. SURRENDERED OR DISCLOSED AS INCOME [Clause 3(viii)]**

There are no such 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.

#### **9. REPAYMENT DUES [Clause 3(ix)]**

In our opinion and according to information and explanations given to us, the company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and government. The company has not issued any debentures.

The company is not a declared willful defaulter by any bank or financial institution or other lender.

According to the information and explanation given to us, no term loans were availed by the company.

According to the information and explanation given to us, no funds were raised on short term basis or for long term purposes.

The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

#### **10. UTILISATION OF INTIAL AND FURTHER PUBLIC OFFER [Clause 3(x)]**

Based on our audit procedures and according to the information given by the management, moneys raised by way of initial public offer or further public offer (including debt instruments) during the year were applied for the purposes for which those are raised.

#### **11. FRAUD AND WHISTLE-BLOWER COMPLAINTS [CLAUSE 3(xi)]**

To the best of our knowledge and according to the information and explanations given to us, no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.

No report under sub-Section (12) of Section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 with the Central Government.

Whistle-blower complaints have not been received during the year by the Company.

#### **12. NIDHI COMPANY [Clause 3(xii)]**

In our opinion and according to information and explanations given to us, clause (xii) of para 3 to Companies (Auditor's Report) Order, 2020 w.r.t. Nidhi Company is not applicable to company. Accordingly, the paragraph 3(xii) of the order is not applicable to the company and hence not commented upon.

#### **13. RELATED PARTY TRANSACTION [Clause 3(xiii)]**

In our opinion and according to information and explanations given to us all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

#### **14. INTERNAL AUDIT: [CLAUSE 3(xiv)]**

The company have an internal audit system commensurate with the size and nature of its business.

#### **15. NON-CASH TRANSACTION [Clause 3(xv)]**

In our opinion and according to information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the paragraph 3(xv) of the order is not applicable to the company and hence not commented upon.

#### **16. REGISTER WITH RBI ACT, 1934 [Clause 3(xvi)]**

The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the paragraph 3(xvi) of the order is not applicable to the company.

The Company has not conducted any Non-Banking Financial or Housing Finance activities during the year.

The Company is not a Core Investment Company (CIC) as defined under the Regulations by the Reserve Bank of India.

#### **17. CASH LOSSES [Clause 3(xvii)]**

The Company has not incurred cash losses in the Financial Year and in the immediately preceding financial year.

#### **18. RESIGNATION OF STATUTORY AUDITORS [Clause 3(xviii)]**

There has been no resignation of the statutory auditors during the year and accordingly, the provisions of clause 3(xviii) of the Order is not applicable.

#### **19. MATERIAL UNCERTAINTY ON MEETING LIABILITIES [Clause 3(xix)]**

On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

#### **20. TRANSFER TO FUND SPECIFIED UNDER SCHEDULE VII OF COMPANIES ACT, 2013 [Clause 3(xx)]**

The provision relating to transfer to fund specified under schedule vii of the Companies Act, 2013 is not applicable to the company.

#### **21. ADVERSE REMARKS IN CONSOLIDATED FINANCIAL STATEMENTS [Clause 3(xxi)]**

The company is not required to prepare consolidated financial statements for the period under review, accordingly, the paragraph 3(xxii) of the order is not applicable to the company.

For HARSH MITA & ASSOCIATES  
Chartered Accountants  
FRN No – 327904E

*S.D.J.*  
MITA PODDAR

Partner

Membership No. : 303343  
UDIN : 24303343BKANZQ8344

Place : Kolkata

Date : 31<sup>ST</sup> May, 2024

## "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 **M/s. KAIZEN AGRO INFRABUILD LIMITED (FORMERLY KNOWN AS ANUBHAV INFRASTRUCTURE LIMITED)** ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone 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' Responsibility**

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 judgement, including the assessment of the risks of material misstatement of the 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 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, 2024, 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).

**For HARSH MITA & ASSOCIATES**  
Chartered Accountants  
FRN No – 327904E

*S D / -*  
**MITA PODDAR**

Partner

Membership No. : 303343  
UDIN : 24303343BKANZQ8344

Place : Kolkata

Date : 31<sup>ST</sup> May, 2024

# FINANCIAL STATEMENT



Kaizen Agro Infrabuild Limited  
Formerly Known as Anubhav Infrastructure Limited  
Chatterjee International Centre, 33A Chowringhee Road, 6th Floor Room 6A, Kolkata: 700071  
CIN - L47219WB2006PLC107433

Balance Sheet as at 31st March, 2024

(₹ in lacs)

Particulars	Note No.	As at 31st March 2024	As at 31st March 2023
<b>Assets</b>			
<b>Non Current Assets</b>			
Property Plant & Equipment	3	6.75	0.70
<b>Financial Assets</b>			
- Investments	4	5,000	5,000.00
Deferred Tax Assets	5	-	0.06
Other Assets	6	711.05	-
<b>Total Non Current Assets</b>		<b>5,717.81</b>	<b>5,000.76</b>
<b>Current Assets</b>			
- Inventories	17	128.50	4.44
<b>Financial Assets</b>			
- Investments	4	2,360	-
- Trade Receivables	7	101.70	1,104.17
- Cash & Cash Equivalents	8	160.39	71.74
- Loans & Advances	9	3,132.27	858.77
Other Assets	6	24.47	1,075
<b>Total Current Assets</b>		<b>5,906.89</b>	<b>3,114.06</b>
<b>Total Assets</b>		<b>11,624.69</b>	<b>8,114.82</b>
<b>Equity &amp; Liabilities</b>			
<b>Shareholder's Fund</b>			
Equity Share Capital	10	5,141.49	2,141.49
Other Equity	11	6,352.87	4,842.68
<b>Total Shareholder's Fund</b>		<b>11,494.35</b>	<b>6,984.17</b>
<b>Non Current Liabilities</b>			
Deferred Tax Liability	5	0.14	-
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
- Trade Payables	12	0.45	-
a. Total outstanding dues of micro and small enterprises		121.66	1,106.94
b. Total outstanding dues of creditors other than micro and small enterprises			
- Other Financial Liabilities	13	4.63	0.45
Short Term Provisions	14	3.46	23.26
<b>Total Current Liabilities</b>		<b>130.20</b>	<b>1,130.65</b>
<b>Total Equity &amp; Liabilities</b>		<b>11,624.69</b>	<b>8,114.82</b>
Notes forming part of the financial statements	3 - 20	For and on behalf of the Board of Directors	

In terms of our report attached

For Harsh Mita & Associates  
Chartered Accountants  
FRN : 327904E

Ankur Hada  
Managing Director  
DIN - 10163731

Pooja Agarwal  
CFO  
DIN - 06875010

Mita Poddar  
Partner  
Membership No. - 303343  
UDIN: 243033438KANZQ8344  
Kolkata, May 31, 2024

Nikita Raterla  
Company Secretary  
M. No: 36115



Kaizen Agro Infrabuild Limited  
 Formerly Known as Anubhav Infrastructure Limited  
 Chatterjee International Centre, 33A Chowringhee Road, 6th Floor Room 6A, Kolkata: 700071  
 CIN - L47219WB2006PLC107433

**Statement of Profit and Loss for the year ended March 31, 2024**

( ₹ in lacs )

Particulars	Note No.	As at 31st March 2024	As at 31st March 2023
Revenue from Operations	15	3,250.89	2,218.35
Other income	16	17.74	7.50
<b>Total Income</b>		<b>3,268.63</b>	<b>2,225.85</b>
<b>Expenses:</b>			
Purchase of Stock-in-Trade	17	3,246.57	2,114.98
Changes In Inventory	17	-124.06	-4.44
Employee Benefit Expenses	18	43.66	38.30
Depreciation & Amortization Expenses	3	1.57	0.36
Finance Cost	19	3.73	-
Other Expenses	20	83.09	20.17
<b>Total Expenses</b>		<b>3,254.55</b>	<b>2,169.37</b>
<b>Profit / (loss) before exceptional items and tax</b>		<b>14.08</b>	<b>56.48</b>
<b>Exceptional items:</b>			
<b>Profit / (loss) before tax</b>		<b>14.08</b>	<b>56.48</b>
<b>Tax Expense:</b>			
Current Tax		3.46	14.79
Deferred Tax		0.20	-0.02
Expenses for Earlier Year		0.23	2.40
<b>Profit / (loss) after tax</b>		<b>10.19</b>	<b>39.31</b>
<b>Other Comprehensive Income / (Loss)</b>			
A. (i) Items that will not be reclassified subsequently to profit and loss:		-	-
(ii) Income tax on items that will not be reclassified subsequently to profit and loss		-	-
B. (i) Items that will be reclassified subsequently to profit and loss:		-	-
(ii) Income tax on items that will be reclassified subsequently to profit and loss		-	-
<b>Total other comprehensive Income / (loss) for the year</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive Income / (loss) for the year</b>		<b>10.19</b>	<b>39.31</b>
<b>Earnings per share</b>			
-Basic		0.05	0.18
-Diluted		0.05	0.18

Notes forming part of the financial statements

In terms of our report attached

For Harsh Mita & Associates  
 Chartered Accountants  
 FRN : 327904E

Ankur Hada  
 Managing Director  
 DIN - 10163731

Pooja Agarwal  
 CFO  
 DIN - 06875010

Mita Poddar  
 Partner  
 Membership No. - 303343  
 UDIN: 24303343BKANZQ8344  
 Kolkata, May 31, 2024

Nikita Rateria  
 Company Secretary  
 M. No: 36115



Kaizen Agro Infrabuild Limited

Formerly Known as Anubhav Infrastructure Limited

Chatterjee International Centre, 33A Chowringhee Road, 6th Floor Room 6A, Kolkata: 700071

CIN - L47219WB2006PLC107433

Statement of Cash Flow for the year ended March 31, 2024

( ₹ in lacs )

SL. NO.	PARTICULARS	As at 31st March, 2024	As at 31st March, 2023
(A)	<b>Cash flow from Operating Activities:</b>		
	Profit Before Tax	14.08	56.48
	Adjustments for:		
	Depriciation	1.57	0.36
	Expenses for Earlier Year	(0.23)	(2.40)
	Operating Capital before Working capital charges	15.41	54.44
	<u>Change in Working Capital</u>		
	Deposits (Increase)/decrease	(9.20)	-
	Inventories (Increase)/decrease	(124.06)	(4.44)
	Receivables (Increase)/decrease	1,002.47	(1,100.17)
	Trade payables Increase/(decrease)	(984.83)	634.20
	Short Term Borrowings - Increase/(Decrease)	-	(70.50)
	Provisions - Increase/(Decrease)	(19.80)	23.26
	Other Current Assets - (Increase) / Decrease	950.59	(1,074.94)
	Other Current Liabilities - Increase / (Decrease)	4.18	(0.04)
	Cash Flow from Operating Activities before Income Tax	819.34	(1,592.63)
	Income Tax Paid / Adjustments	(3.46)	(14.79)
<b>Net cash flow from/(used in) operating activities (A)</b>	<b>831.29</b>	<b>(1,552.98)</b>	
(B)	<b>Cash Flow From Investing Activities:</b>		
	proceeds from sale/(purchase)of investments	(2,359.55)	1,983.50
	proceeds from sale/(purchase)of Fixed Assets	(7.62)	32.50
	Short Term Loans & Advances - (Increase)/Decrease	(2,875.47)	(392.64)
	<b>Net Cash flow from /(used in) investing activities (B)</b>	<b>(5,242.64)</b>	<b>1,623.36</b>
(C)	<b>Cash Flow From Financing Activities:</b>		
	Share Capital Increase/(decrease)	3,000.00	-
	Premium on Share Capital Increase/(decrease)	1,500.00	-
	<b>Net Cash Flow from (used in) financing activities (C)</b>	<b>4,500.00</b>	<b>-</b>
	Net cash flow after adjusting (A+B+C)	88.65	70.38
	Cash and cash equivalents at the beginning of the year	71.74	1.36
	<b>Cash and cash equivalents at the end of the year</b>	<b>160.39</b>	<b>71.74</b>
	<b>Components of cash and cash equivalents</b>		
	Balances with Banks in Current Account	159.09	71.69
	Cash in Hand	1.30	0.05
<b>Total cash and cash equivalents</b>	<b>160.39</b>	<b>71.74</b>	

Notes forming part of the financial statements

In terms of our report attached

For Harsh Mita & Associates

Chartered Accountants

FRN : 327904E

Mita Poddar

Partner

Membership No. - 303343

UDIN: 243033436KANZQ8344

Kolkata, May 31, 2024

Ankur Hada  
Managing Director  
DIN - 10163731

Pooja Agarwal  
CFO  
DIN - 06875010

Nikita Rateria  
Company Secretary  
M. No: 36115

**Notes: Forming Part of the Financial Statement****Corporate Information**

**Kaizen Agro Infrabuild Limited (previously Anubhav Infrastructure Limited)** (the Company) is a Limited Company domiciled in India and incorporated under the provisions of the Companies Act, 1956.

The Company is in the business of providing land development, construction services and other related services for civil & structural construction and infrastructure sector projects.

**1. Significant Accounting Policies & Notes:****1.1 Statement of Compliance**

These financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 as applicable. Up to the year ended March 31, 2017, the Company prepared its financial statements in accordance with the requirements of previous GAAP, which includes Standards notified under the Companies (Accounting Standards) Rules, 2006. These are the company's first Ind AS financial statements. The date of transition to Ind AS is April 1st, 2016. Refer Note 27 for the details of first-time adoption exemptions availed by the Company. In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standard, the Company has presented a reconciliation under Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP" or "Indian GAAP") to Ind AS.

**1.2. Basis of Preparation of Financial Statements**

These financial statements are prepared on historical cost basis, except for certain financial instruments which are measured at fair values as explained in the accounting policies below.

**1.3. Presentation and disclosure of Financial Statements**

During the year ended 31st March 2011, Revised Schedule VI notified under the Companies Act 1956, has become applicable to the Company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the previous year figures in accordance with the requirements applicable in the current year. The revised schedule VI allows line items, sub-line items and sub-totals to be presented as an addition or substitution on the face of the financial statements when such presentation is relevant to an understanding of the Company's financial position or performance or to cater to industry/sector-specific disclosure requirements. As per Companies Act 2013 Schedule VI name has been replaced by Schedule III.

**1.4. Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

**1.5. Cash and cash equivalents**

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

**1.6. Provision For Current & Deferred Tax**

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

**1.7. Investments**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as Current Investments. All other investments are classified as Long-Term Investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. Both current investments and long-term investments are carried in the financial statements at cost. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

**1.8. Current Assets & Loans**

In the opinion of the Board and to the best of its knowledge and belief the value on realization of current assets in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet and repayable on demand.

**1.9. Property, Plant & Equipment**

**Tangible Assets:**

Tangible assets are stated at their cost of acquisition net of receivable CENVAT and VAT Credits. All costs, direct or indirect, relating to the acquisition and installation of fixed assets and bringing it to its working condition for its intended use are capitalized and include borrowing costs and adjustments arising from foreign exchange rate variations directly attributable to construction or acquisition of fixed assets. Depreciation on fixed assets is provided on straight line method (SLM) on a pro-rata-basis at the rates and in the manner specified in part C of Schedule II to the Companies Act, 2013. In respect of assets acquired/sold during the period, depreciation has been provided on pro-rata basis with reference to the days of addition/put to use or disposal.

**Impairment of tangible and intangible Assets:**

Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use i.e. the present value of

future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if there has been a change in the estimates used to determine the recoverable amount since the last impairment loss was recognized.

**1.10. Recognition of Income & Expenditure**

Income and expenditure are recognized and accounted for on accrual basis. 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. Revenue from sale of goods is recognized on transfer of significant risks and rewards of ownership to the customer and when no significant uncertainty exists regarding realization of the consideration. Sales are recorded net of sales returns, sales tax/VAT, cash and trade discounts.

**1.11. Earning Per Shares**

The Company reports Basic and Diluted earnings per equity share in accordance with the Accounting Standard - 20 on Earning Per Share. In determining earning per share, the Company considers the net profit after tax and includes the post tax effect of any extraordinary/exceptional items. The number of shares used in computing basic earnings per share is the weighted average number of equity shares outstanding during the period. The numbers of shares used in computing diluted earnings per share comprises the weighted average number of equity shares that would have been issued on the conversion of all potential equity shares. Dilutive potential equity shares have been deemed converted as of the beginning of the period, unless issued at a later date.

**1.12. Provision, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

The Company are not recognized any Contingent Liabilities and Contingent Assets in the financial statements.

**1.13. Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals or accruals of past & future operating cash receipts or payments and item of income or expenses associated with investing and financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**1.14. Borrowing Cost**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

**1.15. Foreign Currency Transactions**

Earnings in Foreign Currency - Nil (Previous year: Nil)

Expenditure in Foreign Currency - Nil (Previous Year: NIL)

**1.16. Contingent Liabilities not provided for**

The company does not have any Contingent liability that need to disclosed in the notes on accounts.

**1.17. MSMED Act, 2006**

The Government of India has promulgated an Act namely The Micro, Small and Medium Enterprises Development Act, 2006 which comes into force with effect from October 2, 2006. As per the Act, the company is required to identify the Micro, Small & Medium suppliers and pay them interest on over dues beyond the specified period irrespective of the terms agreed with the suppliers. The Company does not have any dues to any entity covered under The Micro, Small and Medium Enterprises Development Act, 2006.

**1.18. COVID -19**

The outbreak of Coronavirus (COVID-19) pandemic globally and in India has caused significant disturbance and slowdown of economic activity. During the year ended March 31, 2024, there is no significant impact on the operations of the Company. The Company has taken into account the possible impact of COVID-19 in preparation of financial statements, including its assessment of recoverable value of its assets based on internal and external information up to the date of approval of these financial statements and current indicators of future economic conditions.

**1.19. Contingent Liabilities & Pending Litigations**

The company does not have any Contingent Liabilities & pending litigations as on the Balance Sheet date and hence no provision is required under any law or accounting standard, for material foreseeable losses if any on long term contracts including derivative contracts.

**1.20. Related Party Disclosures**

In accordance with the provisions of AS 18 "Related Party Disclosures" and the Companies Act, 2013, Subsidiary company and Company's Directors, are considered as Key Management Personnel.

**(a) Holding Companies**

I.NIL

**(b) Associate Companies**

I.NIL

**(c) Subsidiary Companies**

I.NIL

**1.21. Transactions with related parties**

NIL

**1.22. Other Regulatory Information**

- I. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- II. The Company does not have any transactions or relationships with any companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.
- III. The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.
- IV. The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year ended March 31, 2023.
- V. The Company have not advanced or given loan 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.
- VI. The Company have not received any fund from any person(s) or entity(s), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (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.
- VII. The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- VIII. The Company has not been declared as willful defaulter by any Banks, Financial institution or other lenders.

**1.23 Dividend**

The company has not declared or paid any dividend during the year and has not proposed final dividend for the year

**1.24 Impairment of Assets**

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of the asset's net selling price and value in use, which is determined by the present value of the estimated future cash flows

- 1.25** Medium Enterprises Development Act, 2006 and hence disclosures have been made only for the parties from whom the declaration has been received. In respect of other vendors from whom declaration has not been received disclosure has not been made for those which have not been received disclosure has not been made.
- 1.26** Party's Balance with respect to the Trade Receivables, Trade & Other Payables, Loans & advances are subject to confirmation/reconciliation. In the opinion of management, the same are receivable/ payable as stated in the books of accounts. Hence, no effect on the profitability due to the same for the year under review.
- 1.27** Previous year's figure has been regrouped/rearranged whenever necessary to conform to the current year's presentation.



Kaizen Agro Infrabuild Limited  
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Chatterjee International Centre, 33A Chowringhee Road, 6th Floor Room 6A, Kolkata: 700071  
CIN - L47219WB2006PLC107433

**NOTES : Statement of Accounting Ratio**
*(Amount in Lacs)*

Note No.	Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023	% of Change	Remarks for Variances		
2	CURRENT ASSERS	5,882.86	2,039.12	2515.28%	Increase in Current Investments		
	CURRENT LIABILITIES	122.11	1,106.94				
	<b>CURRENT RATIO</b>	<b>48.18</b>	<b>1.84</b>				
	DEBT						
	EQUITY						
	<b>DEBT-EQUITY RATIO</b>	<b>NA</b>	<b>NA</b>				
	EARNINGS AVAILABLE FOR DEBT SERVICE						
	DEBT SERVICE						
	<b>DEBT-SERVICE COVERAGE RATIO</b>	<b>NA</b>	<b>NA</b>				
	NET PROFIT AFTER TAX	10.19	39.31				
	AVERAGE SHAREHOLDER'S EQUITY	9,239.26	6,964.52				
	<b>RETURN TO EQUITY RATIO</b>	<b>0.00</b>	<b>0.01</b>			-80.46%	Increase in Equity
	COST OF GOODS SOLD	3,122.51	2,110.54				
	AVERAGE INVENTORY	66.47	2.22				
	<b>INVENTORY TURNOVER RATIO</b>	<b>0.01</b>	<b>0.01</b>			0.00%	
	NET CREDIT SALES	3,250.89	2,218.35				
	AVERAGE TRADE RECEIVABLES	602.94	554.09				
	<b>TRADE RECEIVABLES TURNOVER RATIO</b>	<b>5.39</b>	<b>4.00</b>			34.67%	Increase in Sales
	NET CREDIT PURCHASE	3,246.57	2,114.98				
	AVERAGE TRADE PAYABLES	614.53	789.84				
	<b>TRADE PAYABLES TURNOVER RATIO</b>	<b>5.28</b>	<b>2.68</b>			97.30%	Increase in Purchase
	NET SALES	3,250.89	2,218.35				
	CURRENT ASSETS	5,882.86	2,039.12				
CURRENT LIABILITIES	122.11	1,106.94					
AVERAGE WORKING CAPITAL	3,346.47	476.45					
<b>WORKING CAPITAL TURNOVER RATIO</b>	<b>0.55</b>	<b>1.09</b>	-49.20%	Increase in Current Investments			
NET PROFIT	10.19	39.31					
NET SALES	3,250.89	2,218.35					
<b>NET PROFIT RATIO</b>	<b>0.00</b>	<b>0.02</b>	-82.31%	Increase in Sales			
EARNING BEFORE INTEREST & TAXES	17.81	39.31					
CAPITAL EMPLOYED	11,494.35	6,984.17					
<b>RETURN ON CAPITAL EMPLOYED</b>	<b>0.00</b>	<b>0.01</b>	-72.47%	Increase in Equity			
NON RETURN OF INVESTMENT	-	-					
COST OF INVESTMENT	7,360.00	5,000.00					
<b>RETURN OF INVESTMENT</b>	<b>-</b>	<b>-</b>	0.00%				

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(₹ in lacs)

**3. Property, Plant and Equipment**

Particulars	Computer & Printer @ 40%	Plant & Machine @ 15%	Furniture & Fixture @ 10%	Total
Cost / Deemed Cost as at April 1, 2023	0.72	-	1.33	2.05
Additions	5.22	2.37	0.02	7.62
Disposals	-	-	-	-
Classified as held for sale	-	-	-	-
Other re-classifications	-	-	-	-
Cost / Deemed Cost as at March 31, 2024	5.94	2.37	1.35	9.67
Accumulated Impairment as at April 1, 2023	-	-	-	-
Charge for the year	-	-	-	-
Disposals	-	-	-	-
Classified as held for sale	-	-	-	-
Other re-classifications	-	-	-	-
Accumulated Impairment as at March 31, 2024	0.34	0.14	1.01	1.35
Accumulated depreciation as at April 1, 2023	1.30	-	0.13	1.57
Charge for the year	-	-	-	-
Disposals	-	-	-	-
Classified as held for sale	-	-	-	-
Other re-classifications	-	-	-	-
Accumulated depreciation as at March 31, 2024	1.64	0.14	1.14	2.92
Total accumulated depreciation and impairment as at March 31, 2024	1.64	0.14	1.14	2.92
Net carrying value as at April 1, 2023	0.38	-	0.32	0.70
Net carrying value as at March 31, 2024	4.31	2.23	0.22	6.75

**4. Investments**

**A. Non-current**

	As at 31st March 2024	As at 31st March 2023
(i) Carrying value of unquoted investments is as below:		
(a) Investments in unquoted instruments:	5,000	5,000
Aggregate carrying value	5,000	5,000

**B. Current**

	As at 31st March 2024	As at 31st March 2023
(i) Carrying value of unquoted investments is as below:		
(a) Investments in unquoted instruments:	2,256	-
Aggregate carrying value	103	-
(b) Investment in Fixed Deposits	2,360	-

\* Unquoted equity instruments for which cost has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range.

**5. Deferred Tax Asset / (Liability)**

	As at 31st March 2024	As at 31st March 2023
Deferred Tax Asset - Opening Balance	0.05	
Less: Deferred Tax Liability created during the year	0.19	
	-0.14	0.06

**6. Other Assets**
**A. Non-current**

	As at 31st March 2024	As at 31st March 2023
<b>Advance with Revenue Authorities</b>		
Considered good - Unsecured	109.08	-
	109.08	-
<b>Others</b>		
Loans & Advances	601.97	-
	601.97	-
	711.05	-

**B. Current**

	As at 31st March 2024	As at 31st March 2023
<b>Advance with Revenue Authorities</b>		
Considered good - Unsecured	14.61	-
	14.61	-
<b>Others</b>		
Security Deposits	9.20	-
Other Advances	0.66	-
	9.86	-
	24.47	-

**7. Trade Receivables**

	As at 31st March 2024	As at 31st March 2023
Considered good - Unsecured	101.70	1,104.17
	101.70	1,104.17

(i) Ageing of trade receivables and credit risk arising therefrom is as below:

As at March 31, 2024

	Not Due	Outstanding for following periods from due date of payment Less than 6 months	Outstanding for following periods from due date of payment 6 Months - 1 Year	Total
Undisputed – considered good	-	87.32	14.38	101.70
Disputed – considered good	-	-	-	-
	-	87.32	14.38	101.70

As at March 31, 2023

	Not Due	Outstanding for following periods from due date of payment Less than 6 months	Outstanding for following periods from due date of payment 6 Months - 1 Year	Total
Undisputed – considered good	-	1,059.86	-	1,059.86
Disputed – considered good	-	-	-	-
	-	1,059.86	-	1,059.86

**8. Cash and Cash Equivalents**

	As at 31st March 2024	As at 31st March 2023
Cash on hand	1.30	-
Unrestricted balances with banks	159.09	-
	160.39	-

(i) Currency profile of cash and cash equivalents is as below:

	As at 31st March 2024	As at 31st March 2023
INR	160.39	-
	160.39	-

**9. Loans & Advances**

	As at 31st March 2024	As at 31st March 2023
Loans to Body Corporates & Non-Corporates Entities	3,132.27	858.77
	3,132.27	858.77



**10. Equity Share Capital**

	As at 31st March 2024		As at 31st March 2023	
<b>Authorised:</b>				
5,15,00,000 (2,30,00,000) Equity Shares of Rs. 10/- each	5,150		2,300	
<b>Issued, Subscribed &amp; Paid-up</b>				
5,14,14,888 (2,14,14,888) Equity Shares of Rs. 10/- each	5,141.49		2,141.49	
	5,141.49		2,141.49	

(i) Details of movement in subscribed and paid-up share capital is as below:

	Year ended 31st March 2024		Year ended 31st March 2023	
	No. of Shares	₹ lacs	No. of Shares	₹ lacs
Ordinary Shares of ₹ 10 each				
Balance at the beginning of the year	214,14,888		214,14,888	
Fully paid shares allotted during the year	300,00,000		3,000.00	
Partly paid shares allotted during the year	-		-	
Partly paid shares converted to fully paid-up shares during the year	-		-	
Balance at the end of the year	514,14,888	5,141.49	214,14,888	2,141.49

(ii) Details of shareholding of Promoters in the Company is as below:

Name of the Promoters	Year ended 31st March 2024		Year ended 31st March 2023	
	No. of shares	% Holding	No. of shares	% Holding
Dinesh Agarwal	22,000	0.04	22,000	0.10
Naresh Kumar Agarwal	5,500	0.01	5,500	0.03
Nitu Kanodia	5,500	0.01	5,500	0.03
Pallavi Agarwal	5,500	0.01	5,500	0.03
Parmeshwar Barter Private Limited	70,62,630	13.74	20,62,630	9.63
Parmeshwar Mercantile Private Limited	121,86,016	23.70	76,86,016	35.89
Santosh Devi Agarwal	5,500	0.01	5,500	0.03

(iii) Details of shareholders holding more than 5% shares in the Company is as below:

Name of the Shareholders	Year ended 31st March 2024		Year ended 31st March 2023	
	No. of shares	% Holding	No. of shares	% Holding
AG Dynamics Funds Limited	50,00,000	9.72	-	-
Baba Bhoothnath Nirman Pvt Ltd	35,00,000	6.81	-	-
Maimheet Investment	-	-	19,54,896	9.13
Pranir Investment	-	-	19,97,150	9.33
Parmeshwar Barter Private Limited	70,62,630	13.74	20,62,630	9.63
Parmeshwar Mercantile Pvt Ltd	121,86,016	23.70	76,86,016	35.89

(iv) The rights, powers and preferences relating to each class of share capital and the qualifications, limitations and restrictions thereof are contained in the Memorandum.

**11. Other Equity**

**A. Retained Earnings**

	As at 31st March 2024	As at 31st March 2023
Balance at the beginning of the year	234.73	195.42
Profit for the year	10.19	39.31
Dividend	-	-
Transfers within equity	-	-
<b>Balance at the end of the year</b>	<b>244.92</b>	<b>234.73</b>

**B. Other reserves**

**(a) Securities Premium**

Securities premium is used to record premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

The details of movement in securities premium is as below:

	As at 31st March 2024	As at 31st March 2023
Balance at the beginning of the year	4,607.95	4,607.95
Received / transfer on issue of Ordinary Shares during the year	1,500.00	-
Equity issue expenses written (off) / back during the year	-	-
<b>Balance at the end of the year</b>	<b>6,107.95</b>	<b>4,607.95</b>
	<b>6,352.87</b>	<b>4,842.68</b>

**12. Trade Payables**

**A. Total outstanding dues of micro and small enterprises**

	As at 31st March 2024	As at 31st March 2023
Dues of micro and small enterprises	0.45	-
	<b>0.45</b>	<b>-</b>

**B. Total outstanding dues of creditors other than micro and small enterprises**

	As at 31st March 2024	As at 31st March 2023
Creditors for supplies and services	121.66	1,106.94
	<b>121.66</b>	<b>1,106.94</b>

(i) Ageing schedule of trade payable is as below:

As at March 31, 2024

Not Due	Outstanding for following periods from due date of payment		
	less than 1 year	1 - 3 Year	> 3 Years
Undisputed – MSME	-	0.45	-
Undisputed – Others	-	111.63	-
<b>As at March 31, 2023</b>		<b>112.08</b>	<b>10.03</b>

Not Due	Outstanding for following periods from due date of payment		
	less than 1 year	1 - 3 Year	> 3 Years
Undisputed – MSME	-	-	-
Undisputed – Others	-	-	-
	1,006.78	-	10.03
	<b>1,006.78</b>		<b>10.03</b>

**13. Other Financial Liabilities**

**A. Current**

	As at 31st March 2024	As at 31st March 2023
Creditors for Other Liabilities	1.24	0.45
Statutory Dues	3.39	-
	<b>4.63</b>	<b>0.45</b>

(i) Statutory dues primarily relate to payables in respect of tax deducted at source and tax collected at source

**14. Provisions**

**A. Current**

	As at 31st March 2024	As at 31st March 2023
Others	3.46	14.79
Provision for tax deducted at source	-	8.47
	<b>3.46</b>	<b>23.26</b>

Current other provisions primarily include:

(i) Provision for tax for the current financial year (2023-24) Rs. 3.46 (lakhs)

( ₹ in lacs )

**15. Revenue From Operations**

	As at 31st March 2024	As at 31st March 2023
Sale of Products*	2,675.91	2,218.35
Other operating revenues **	574.98	-
	<b>3,250.89</b>	<b>2,218.35</b>

\*Sales include Sale to Cos other Branch

\*\* Other operating revenues include sale of unquoted shares.

**16. Other Income**

	As at 31st March 2024	As at 31st March 2023
Interest income	15.07	4.50
Discount Received	2.67	-
Consultancy Fees	-	3.00
	<b>17.74</b>	<b>7.50</b>

**17. Changes in Inventory**

	As at 31st March 2024	As at 31st March 2023
Opening Stock	4.44	-
Add: Purchase **	3,246.57	2,114.98
Less: Closing Stock	128.50	4.44
	<b>-124.06</b>	<b>-4.44</b>

\*\*Purchase include purchase from Cos other Branch

**18. Employee Benefit Expenses**

	As at 31st March 2024	As at 31st March 2023
Salaries & wages	42.04	37.71
Staff welfare expenses	1.62	0.59
	<b>43.66</b>	<b>38.30</b>

**19. Finance Cost**

	As at 31st March 2024	As at 31st March 2023
Interest Expenses	3.73	-
	<b>3.73</b>	<b>-</b>



**20. Other Expenses**

	As at 31st March 2024	As at 31st March 2023
Audit Fees	1.20	0.45
Bank Charges	0.00	0.01
Board Meeting Fees	0.28	0.15
Brokerage & Commission	2.35	-
Boarding & Lodging Expenses	3.71	-
Conveyance Expenses	0.67	0.82
Discount Allowed	2.82	-
Donation & Subscription	0.22	-
EDP Expenses	1.30	0.90
Electricity Expenses	0.43	0.25
Freight Charges	1.81	-
General Expenses	1.21	0.21
Legal & Professional Fees	31.24	2.31
Maintenance & Repairs	0.46	-
Office Expenses	0.38	0.17
Printing & Stationary	2.21	0.74
Rates & Taxes	7.50	-
Registration Fees	3.25	-
Sales Promotion (incl. Advertisement)	5.65	0.77
Sitting Fees	1.20	-
Stock Exchange Fees	9.80	11.56
Travelling Expenses	5.41	1.83
	<b>83.09</b>	<b>20.17</b>

**KAIZEN AGRO INFRABUILD LIMITED**

(Formerly: Anubhav Infrastructure Limited)

**REGISTERED ADDRESS:** "Chatterjee International Centre, 33A,  
Chowringhee Road, 6th Floor, Room No. 6A, Russel Street Kolkata- 700 071",

**CIN No.:** L47219WB2006PLC107433, **Contact No. :** 82320 13440

**EMAIL ID:** [info@kaizeninfra.com](mailto:info@kaizeninfra.com)

**WEBSITE:** [www.kaizeninfra.com](http://www.kaizeninfra.com)

**ATTENDANCE SLIP**

**Nineteenth Annual General Meeting – September 30, 2024 at "Diamond Plaza", 5, Gopi Bose Lane, Kolkata- 700 012**

Name and Registered Address of the attending Member: \_\_\_\_\_

Name and Registered Address of the attending Proxy: \_\_\_\_\_

Folio No. : _____	Client ID No. : _____	DP ID No. : _____
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Number of Shares held: \_\_\_\_\_

I hereby record my presence at the Nineteenth Annual General Meeting of the Company held on Monday, the September 30, 2024 at 10:00 A.M.

\_\_\_\_\_  
**Member's Signature**

\_\_\_\_\_  
**Proxy's Signature**

**Note:**

- Shareholders / Proxy holder wishing to attend the meeting should bring the Attendance Slip at the meeting and hand over at the entrance duly signed.
- Shareholders / Proxy holder wishing to attend the meeting should bring his / her copy of the Notice for reference at the meeting.

**ELECTRONIC VOTING PARTICULARS**

EVSN (Remote E-voting Event Number)	User Id	Password / PIN

Note: Please read the notes / instructions printed on the Notice carefully before exercising your vote.

**Form No. MGT – 12**

**Polling Paper**

[Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21(1)(9)(c) of the Companies (Management Administration) Rules, 2014]

**CIN :** L47219WB2006PLC107433

**Name of the Company :** Kaizen Agro Infrabuild Limited  
(Formerly : Anubhav Infrastructure Limited)

**Registered Office:** "Chatterjee International Centre, 33A, Chowringhee Road, 6th Floor, Room No. 6A, Russel Street, Kolkata- 700 071".

**BALLOT PAPER**

Sl No.	Particulars	Details
1.	Name of the first named Shareholders (In block Letters)	
2.	Postal address	
3.	Registered folio No. / Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Shares	

I hereby exercise my vote in respect of Ordinary /Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner :

No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Ordinary Resolution: Adoption of Audited Balance Sheet for March 31, 2024.			
2.	Ordinary Resolution: Appointment of Director in place of Mr. Pawan Kumar Jhunjhunwala (DIN: 10049668) who retire by rotation, eligibly offers himself for re-appointment.			
3.	Ordinary Resolution: Appointment of Statutory Auditor of the Company.			
4.	Special Resolution : Appointment of Mr. Kanwar Nitin Singh (Din : 10204543) as a Non-Executive Independent Director.			
5.	Special Resolution : Appointment of Mr. Amit Bajaj (Din : 10122918) as a Non-Executive Independent Director.			

**Place:**

**Date:**

*(Signature of the Shareholder)*

**Notes:**

1. Please read the instructions overleaf before exercising your vote through Ballot Form.
2. If you opt to cast vote by e-voting, there is no need to fill up and sign this Ballot Form.
3. Last date for the receipt of Ballot Form by Scrutinizer is Monday, September 30, 2024 (5.00 p.m. IST)

**INSTRUCTIONS**

**I. General Instructions:**

1. A Member can opt for only one mode of voting i.e, either through e-voting or by Ballot Form. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot Form shall be treated as invalid.
2. Instructions for voting electronically through e-voting process has been mentioned in detail in the Notice of the 19th Annual General Meeting of the Company and instruction for voting through Ballot Form is mentioned as hereunder.
3. Mrs. Pooja Bansal (Practicing No. 18524), Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the E-voting process (remote e-voting) in a fair and transparent manner.

**II. Instruction for voting physically on Ballot Form**

1. A Member desiring to exercise vote by Ballot should complete this Ballot Form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer in the enclosed self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Ballot Forms, if deposited in person or sent at the expense of the Member will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. Assent/Dissent to the proposed resolutions may be recorded by placing a tick (v) in appropriate column. The assent/dissent in any other format shall be considered invalid.
4. This Form should be completed and signed by the Member(s) as per specimen signature(s) registered with the Company or with the Depository Participant as the case may be. In case of joint shareholding, this Form should be completed and signed by the first named Member and in his absence, the next named Member.
5. Please note that Ballot Form shall not be signed by proxy.
6. Incomplete, unsigned, improperly and incorrectly tick marked Ballot Forms will be rejected. Members are requested to fill in the Ballot Form in indelible ink and not in any erasable writing mode. The Scrutinizer's decision on the validity of the Ballot Form shall be final.
7. Duly completed Ballot Form should reach the Scrutinizer not later than the close of working hours on Monday, September 30, 2024 (5.00 p.m. IST). All Ballot Forms received after this date will be strictly treated as if reply from such Member(s) has not been received.

**PROXY FORM**

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies Management and Administration) Rules, 2014]

CIN: L47219WB2006PLC107433

**Name of the Company:** Kaizen Agro Infrabuild Limited  
(Formerly: Anubhav Infrastructure Limited)

**Registered Office:** "Chatterjee International Centre, 33A, Chowringhee Road, 6th Floor, Room No. 6A, Russel Street Kolkata- 700 071"

Name of the Member(s) :	
Registered Address:	
E-mail Id:	
Folio No. / Client Id :	
DP ID:	

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

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ 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 19th Annual General Meeting of the Company, to be held on September 30, 2024 at 10:00 A.M at "Diamond Plaza", 5, Gopi Bose Lane, Kolkata- 700 012, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
<b>Ordinary Business :</b>	
1.	Adoption of Audited Balance Sheet for March 31, 2024.
2.	Appointment of Director in place of Mr. Pawan Kumar Jhunjhunwala who retire by rotation and eligibly offers himself for re-appointment.
3.	Appointment of Statutory Auditor of the Company.
<b>Special Business :</b>	
4.	Appointment of Mr. Kanwar Nitin Singh (Din : 10204543) as a Non-Executive Independent Director.
5.	Appointment of Mr. Amit Bajaj (Din : 10122918) as a Non-Executive Independent Director.

Signed this ..... day of ..... 2024

Signature of shareholder(s).....

Signature of Proxy holder(s).....

Affix Revenue Stamp
---------------------------

**Notes:**

1. 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.
2. A proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty 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 and such person shall not act as a proxy for any other person or shareholder.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.







