

KAIZEN AGRO INFRABUILD LIMITED

(Formerly : ANUBHAV INFRASTRUCTURE LIMITED)



May 03, 2024

The Manager
Listing Department
BSE Limited
P. J. Towers, 1st Floor
Dalal Street
Mumbai – 400 001

Scrip Code in BSE: 538833

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2024

Dear Sir/Madam

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, BSE Notice No. 20230316-14 dated March 16, 2023, please find enclosed the Annual Secretarial Compliance Report of the Company dated May 03, 2024 issued by Mrs. Kalpana Tekriwal, Proprietor of M/s. Kalpana Tekriwal & Associates, Practicing Company Secretaries, for the financial year 2023-24.

This is for your information and records.

Thanking you,

Yours faithfully,

For Kaizen Agro Infrabuild Limited

Nikita Rateria

Nikita Rateria

(Company Secretary)

ACS No. – 36115



Encl : As Above



Kalpana Tekriwal & Associates

Company Secretaries

**Secretarial Compliance Report of
KAIZEN AGRO INFRATECH 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") (CIN L28219WB1997PLC083457)**,
- (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,
(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) (other regulations as applicable) and circulars/ guidelines issued thereunder;

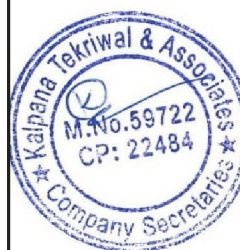
▪ We hereby report that during the financial year :

○ 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.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	None
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI. 	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>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/ information under a separate section on the website ● 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 	Yes	The Company has Updated its new Website “ www.kaizeninfra.com ” pursuant to name change of the Company



4.	<p>Disqualification of Director:</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>Details related to Subsidiaries of listed entities have been examined w.r.t.:</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>Preservation of Documents:</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>Performance Evaluation:</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
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(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.</p>	Yes	None
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	None
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	None



11.	Actions taken by SEBI or Stock Exchange(s), if any: 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.	Additional Non-compliances, if any: 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 :

Sr. No.	Com-pliance Require- ment (Regu- lations/ circulars/ guide- lines including specific clause)	Regu- lation/ Circul arNo.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Obser- vations/ Remarks of the Practicing Company Secretary	Man- age- ment Re- sponse	Re- marks
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 Secretaries**



Kalpna

**Place: Kolkata
Dated: 03.05.2024**

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