

**Format as per Annexure D****Compliance Report to be submitted along with the draft scheme**

It is hereby certified that the draft Composite scheme of amalgamation involving merger by absorption of Lennox Investment Private Limited (Amalgamating Company No. 1) and Multiacre Investment Services Private Limited (Amalgamating No. 2) with Ruchi Infrastructure Limited (Amalgamated Company/Transferee Company) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

SN	Reference	Particulars	Remarks
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements.	Complied with.
2	Regulation 11 of LODR Regulations	Compliance with securities laws.	Complied with.
Requirements of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023.			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges.	Complied with.
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities.	Conditions of Para(I)(A)(3) (b) & (c) are satisfied.  We undertake to comply with the requirement specified under Para (I)(A)(3)(a) in relation to the draft Scheme involving unlisted entities.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report.	Complied with.

(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards.	Complied with.
(e)	Para (I)(A)(10)	Provision of approval of public shareholders through e-voting.	Complied with [Refer Para 25.1(c) of the Scheme].

  
Ashish Mehta  
Company Secretary



  
Narendra Shah  
Managing Director  
DIN: 02143172



Certified that the transactions/accounting treatment provided in the draft Composite scheme of amalgamation involving merger by absorption of Lennox Investment Private Limited (Amalgamating Company No. 1) and Multiacre Investment Services Private Limited (Amalgamating No. 2) with Ruchi Infrastructure Limited (Amalgamated Company/Transferee Company), are in compliance with all the Accounting Standards applicable to a listed entity.

  
Pavan Kumar Purohit  
Chief Financial Officer



  
Narendra Shah  
Managing Director  
DIN: 02143172



Date: 28<sup>th</sup> May, 2026  
Place: Indore