



## PRASHANT DIWAN

B.Com, LL.B, FCS, AICWA  
Practicing Company Secretary

B-703/704, Anand Sagar  
M. G. Road, Kandivali (W), Mumbai 400067

### Annexure IV

The Chief General Manager  
Listing Operation,  
BSE Limited,  
20<sup>th</sup> Floor, P. J. Towers,  
Dalal Street,  
Mumbai – 400 001.

National Stock Exchange of India Ltd.  
“Exchange Plaza”  
Bandra-Kurla Complex, Bandra (E)  
Mumbai – 400 051

Dear Sir,

**Sub: Application for “In-principle approval” prior to issue and allotment of 3,07,85,000 (Three Crore Seven Lakh Eighty Five Thousand) convertible warrants on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.**

I, Prashant Diwan Practicing Company Secretary, have verified the relevant records and documents of **RUCHI INFRASTRUCTURE LIMITED** with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- None of the proposed allottee(s) has/have sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, where the proposed allottee(s) are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the company during the 90 trading days preceding the relevant date.
- Indivar Foundation hold 1,50,00,000 Equity shares of the Company and Ruchi Realty Private Limited does not hold any equity shares of the issuer as on the date of certificate for a period starting from the relevant date till the date of preferential allotment.
- The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from 2<sup>nd</sup> January, 2023 till 31<sup>st</sup> July, 2023. The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of Proposed Allottee	DP ID	Pre-preferential holding	Lock-in details		Pledged with	Pledge end date
			From	To		
Indivar Foundation	1204060000020190	1,50,00,000	02.01.2023	31.07.2023	NA	





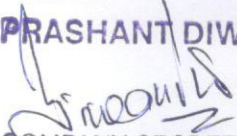
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- d) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
- e) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
- f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the determination of the price of the equity shares of the company as regard to the valuation requirement is not mentioned in the AoA of the company.
- g) The total allotment to the allottee or allottees acting in concert in the present preferential issue is more than 5% of the post issue fully diluted share capital of the issuer.

**PRASHANT DIWAN**

  
COMPANY SECRETARY  
FCS : 1403 / CP : 1979



Prashant Diwan  
Practicing Company Secretary  
FCS 1403 C. P. No.: 1979

UDIN: F001403D002846564  
PR No: 1683/2022

Place: Mumbai  
Date: 31.12.2022