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**RUCHI INFRASTRUCTURE LTD.**

101, The Horizon, 1st Floor, Nath Mandir Road,  
11/5, South Tukoganj, Indore - 452 001 (M.P.)  
Tel.: 91-731-4755209, 4755227  
CIN - L65990MH1984PLC033878

Date: 29<sup>th</sup> May, 2025

To,  
BSE Ltd.  
Phiroze Jeejeebhoy Tower,  
Dalal Street,  
Mumbai – 400 001

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

Dear Sirs,

**Ref: Regulation 24A(2): Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2025.**

Pursuant to provisions of Regulation 24A(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please do find enclosed herewith Secretarial Compliance Report for the financial year ended on 31<sup>st</sup> March, 2025.

Kindly acknowledge the receipt hereof.

**Thanking you,  
Yours faithfully,**

**For Ruchi Infrastructure Limited**

**Ashish Mehta  
Company Secretary**

**Encl: As above**

**PRASHANT DIWAN**

B.Com, LL.B, FCS, ACMA,IP

Practicing Company Secretary

B-703/704, Anand Sagar

M. G. Road, Kandivali (W), Mumbai 400067

Office:- First Floor D-1, Kandivali Shopping Centre, Dr Dalvi Road,, Kandivali (W), Mumbai 400067

**SECRETARIAL COMPLIANCE REPORT  
RUCHI INFRASTRUCTURE LIMITED  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

I, Prashant Diwan, Practicing Company Secretary have examined:

- (a) all the documents and records made available to me and explanation provided by **Ruchi Infrastructure 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 31<sup>st</sup> March, 2025("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:-

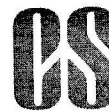
- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (e) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and
- (f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

As per representations made by the management and relied upon by me, during the year under review, provisions of the following regulations were not applicable to the Company:

- (a) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (b) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- (c) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
- (d) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; and
- (e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in "**Annexure A**".
- (b) The listed entity has taken the following actions to comply with the observations made in previous reports are specified in "**Annexure B**".



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II. I hereby report that, during the review period the compliance status of the listed entity is appended as below

Sr No	Particular	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
1	<b><u>Secretarial Standard</u></b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
2	<b><u>Adoption and timely updation of the Policies:</u></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 entity</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	
3	<b><u>Maintenance and disclosures on Website:</u></b> <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	
4	<b><u>Disqualification of Director:</u></b> None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5	<b><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes	
6	<b><u>Preservation of Documents:</u></b> 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.	Yes	
7	<b><u>Performance Evaluation:</u></b> 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.	Yes	
8	<b><u>Related Party Transactions:</u></b> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity has provided detailed reasons along with confirmation whether	Yes	



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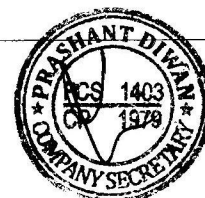
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	the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.		
9	<b><u>Disclosure of events or information:</u></b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10	<b><u>Prohibition of Insider Trading:</u></b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></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 (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	No	NSE Vide its email dated 24 <sup>th</sup> October, 2024 has advised the Company to be careful in future to avoid recurrence of lapses observed in Secretarial Compliance Report submitted for the Financial Year ended 31 <sup>st</sup> March, 2024.
12	<b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></b> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities	NA	
13	<b><u>Additional Non-compliances, if any:</u></b> No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above	Yes	

We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations—Not Applicable

During the period under review, a Designated Person of the Company has traded in equity shares of the Company in the last week of March, 2025, when the Trading Window was closed. The Company has issued Advisory letter on 4th April, 2025 to the Designated Person for due compliances in future and has also reported the said violation by the Designated Person to Stock Exchanges on 7th April, 2025.





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**ASSUMPTIONS & LIMITATION OF SCOPE AND REVIEW:**

- (1) Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- (2) My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- (3) I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
- (4) This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.
- (5) Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc
- (6) The compliance of the provisions of applicable laws, rules and regulations is the responsibility of management. My examination was limited to the verification of procedures on test basis.



CS Prashant Diwan  
Practicing Company Secretary  
FCS: 1403 CP: 1979



PR: 1683/2022  
UDIN: F001403G000452832

Date: 27/05/2025  
Place: Mumbai



**PRASHANT DIWAN**

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**Annexure A**

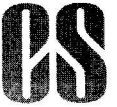
**SECRETARIAL COMPLIANCE REPORT  
RUCHI INFRASTRUCTURE LIMITED  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

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	Compliance Requirements (Regulations / circulars/ guidelines including specific clause)	Regulation/ Circular No	Deviations	Action taken by	Type of action	Details of violation	Fine amount (incl. of GST)	Observations/ Remarks of the Practicing Company Secretary	Management response	Remarks
					Advisory/ clarification / Fine /show cause Notice/ warning etc.					
1	100% Promoter shareholding in Demat. Regulation 31 (2) of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015	Regulation 31 (2) of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015	The Shareholdings of the Promoter (s) and promoter group are not 100% in dematerialized form.	NA	Advisory	The Shareholdings of the Promoter (s) and promoter group are not 100% in dematerialized form.	NA	The Shareholdings of the Promoter (s) and promoter group are not 100% in dematerialized form.	The Company has advised Promoter (s) and promoter group to dematerialize their entire shareholding.	NSE Vide its email dated 24 <sup>th</sup> October, 2024 has advised the Company to be careful in future to avoid recurrence of lapses observed in Secretarial Compliance Report submitted for the Financial Year ended 31 <sup>st</sup> March, 2024.

  
CS Prashant Diwan  
Practicing Company Secretary  
FCS: 1403 CP: 1979  
PR: 1683/2022  
UDIN: F001403G000452832  
Date: 27/05/2025  
Place: Mumbai





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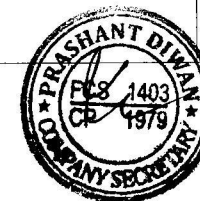
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**Annexure B**

**SECRETARIAL COMPLIANCE REPORT  
RUCHI INFRASTRUCTURE LIMITED  
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025**

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

Sr. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / Deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	100% Promoter shareholding in Demat. Regulation 31 (2) of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015	31.03.2019 31.03.2020 31.03.2021 31.03.2022 31.03.2023 31.03.2024	Regulation 31 (2) of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015	NSE Vide its email dated 24th October, 2024 has advised the Company to be careful in future to avoid recurrence of lapses observed in Secretarial Compliance Report submitted for the Financial Year ended 31st March, 2024.	The Company has further advised Promoter (s) and promoter group to dematerialize their entire shareholding.	Promoter (s) and promoter group were advised by the Company to dematerialize their entire shareholding.
2	Delayed Submission of Proceedings of General Meetings	31.03.2024	Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular SEBI/HO/CFD/CFD-	Not submitted within prescribed time. The Company was required to submit proceedings of General meeting within 12 hours.	NIL	No comment





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			PoD-1/P/CIR/2023/123 dated July 13, 2023			
3	The company has appointed Mr. Pavan Purohit as a CFO with effect from 1st February, 2024 and approved his appointment in Board Meeting dated 05th February 2024 and accordingly provided intimation on 5th February, 2024	31.03.2024	Regulation 30 of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015	The company has appointed Mr. Pavan Purohit as a CFO with effect from 1st February, 2024 and approved his appointment in Board Meeting dated 05th February 2024 and accordingly provided intimation on 5th February, 2024	NIL	No comment
4	Non submission of Board Meeting intimation for any alteration in the date on which, the redemption amount of redeemable preference shares shall be payable.  and Non submission of alteration in the date on which, the	31.03.2024	Regulation 29(3)(b) and 30 of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015  read with SEBI Circular- CIR/CFD/CMD/4/2015  September 09, 2015	Non submission of Board Meeting intimation for any alteration in the date on which, the redemption amount of redeemable preference shares shall be payable and Non submission of alteration in the date on which, the redemption amount of redeemable preference shares shall be payable	NIL	No comment





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	redemption amount of redeemable preference shares shall be payable					
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CS Prashant Diwan  
Practicing Company Secretary  
FCS: 1403 CP: 1979



PR: 1683/2022  
UDIN: UDIN: F001403G000452832

Date: 27/05/2025  
Place: Mumbai