

**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: 27th May, 2024

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 31st March, 2024.

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 31st March, 2024.

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 31ST MARCH, 2024**

I, Prashant Diwan, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Ruchi Infrastructure Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at 706, Tulsiani Chambers Nariman Point Mumbai - 400021 Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on **31st March, 2024** complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I, Prashant Diwan, Practicing Company Secretary have examined:

- all the documents and records made available to me and explanation provided by **Ruchi Infrastructure Limited** ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2024("Review period") in respect of compliance with the provisions of:

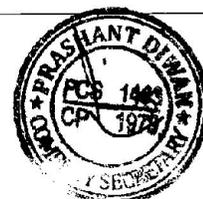
- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange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

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

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- 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
- 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:

- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; and



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(e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

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".

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	No such events took place
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	No such events took place
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	No such events took place
2	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings b. In case the auditor proposes to resign, all	NA	No such events took place

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	<p>concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.	NA	No such events took place

III. 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	Secretarial Standard 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	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity All the policies are in conformity with SEBI Regulations and has been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	

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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	
4	<p>Disqualification of Director:</p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	
5	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries</p>	Yes	
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	
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	
8	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (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	
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	
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	
11	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>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</p>	No	Details are provided in the Annexure A

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12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	YES	Details are provided in the Annexure A
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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: F001403F000458530

Date: 27.05.2024
Place: Mumbai

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Annexure A

**SECRETARIAL COMPLIANCE REPORT
RUCHI INFRASTRUCTURE LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024**

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	NA	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.	
2	Delayed Submission of	Regulation 30(6) of SEBI	Not submitted within prescribed	-	-	Not submitted within	-	Not submitted within prescribed	Post AGM in the evening hours, due noting and	



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	Proceedings of General Meetings	(Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023	time			prescribed time		time. The Company was required to submit proceedings of General meeting within 12 hours.	summarization of proceedings were contemplated and due to factors beyond control, the submission could not be made within the three working hours available on the date of AGM. Next day, it was submitted in the first working hour itself.	
3	Change in management in the board meeting held on February 05, 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 1 st February, 2024 and approved his appointment in Board Meeting	NSE	clarification	The company has appointed Mr. Pavan Purohit as a CFO with effect from 1 st February, 2024 and approved	NA	The company has appointed Mr. Pavan Purohit as a CFO with effect from 1 st February, 2024 and approved his appointment in Board Meeting	The Company has submitted clarification to NSE on 21st March, 2024	



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			dated 05 th February 2024			his appointment in Board Meeting dated 05 th February 2024 and accordingly provided intimation on 5 th February, 2024		dated 05 th February 2024 and accordingly provided intimation on 5 th February, 2024		
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.	Regulation 29(3)(b) and 30 of SEBI (Listing obligation s and Disclosure Requirements) Regulation , 2015 read with SEBI Circular-CIR/CFD/	Non submission of Board Meeting intimation and details of Revision of Terms of 6% Non-Convertible, Cumulative, Redeemable Preference Shares	-	-	Non submission of Board Meeting intimation for any alteration in the date on which, the redemption amount of redeemable preference shares shall be payable .	NA	Non submission of Board Meeting intimation. The Company was required to submit Board Meeting intimation at least eleven working days before Board Meeting	The Preference Shares are neither convertible into equity shares nor listed on any stock exchange. The deliberations of the Board of Directors were explorative in nature for revision in terms of such Preference Shares, including extension of validity period thereof and hence no	





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and Non submission of alteration in the date on which, the redemption amount of redeemable preference shares shall be payable	CMD/4/2015 September 09, 2015				and Non submission of alteration in the date on which, the redemption amount of redeemable preference shares shall be payable		Non submission of details of Revision of Terms of 6% Non-Convertible, Cumulative, Redeemable Preference Shares. The Company was required to submit the details within 24 hours	disclosure under Regulation 30/29 was required for such deliberations at the board meeting in terms of the Guidance on when an event/information has occurred, as per Annexure II to SEBI Circular dated 9/9/15. The disclosure under Regulation 30 was duly made on receipt of approval of shareholders for the revision in terms.	
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CS Prashant Diwan
Practicing Company Secretary
FCS: 1403 CP: 1979
PR: 1683/2022
UDIN: F001403F000458530
Date: 27.05.2024
Place: Mumbai





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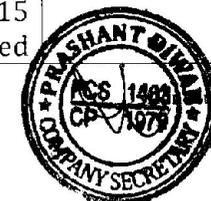
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Annexure B

SECRETARIAL COMPLIANCE REPORT
RUCHI INFRASTRUCTURE LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

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

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		The Shareholdings of the Promoter (s) and promoter group are not 100% in dematerialized form.	--	--	--	--	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 at the earliest.	
2	Non-submission of a declaration Regulation 33(3)(d) of SEBI (LODR) Regulations, 2015 for period ended March 2022.		The company has not submitted a declaration Regulation 33(3)(d) of SEBI (LODR) Regulations, 2015 for period ended March 2022	BSE	clarification	The company has not submitted a declaration Regulation 33(3)(d) of SEBI	NA	The company has not submitted a declaration Regulation 33(3)(d) of SEBI (LODR) Regulations, 2015 for period ended	The Company has submitted declaration to BSE on 8 th June,2022	





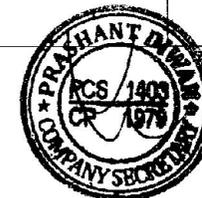
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					(LODR) Regulations, 2015 for period ended March 2022		March 2022		
3	Non-submission of a declaration Regulation 33(3)(d) of SEBI (LODR) Regulations, 2015 for period ended March 2022.	The company has not submitted a declaration Regulation 33(3)(d) of SEBI (LODR) Regulations, 2015 for period ended March 2022	NSE	clarification	The company has not submitted a declaration Regulation 33(3)(d) of SEBI (LODR) Regulations, 2015 for period ended March 2022	NA	The company has not submitted a declaration Regulation 33(3)(d) of SEBI (LODR) Regulations, 2015 for period ended March 2022	The Company has submitted declaration to NSE on 15 th June,2022	





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4	Non-submission of the Annual Report within the period prescribed under this Regulation 34 of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015	Non-submission of the Annual Report within the period prescribed under Regulation	BSE	Fine	Non-submission of the Annual Report within the period prescribed under Regulation	Rs.2360/-	Non-submission of the Annual Report within the period prescribed under Regulation	The Company explained the compliance of Regulation 34 to BSE Limited and later paid fine under protest, which was subsequently withdrawn on representation made to BSE Limited.
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CS Prashant Diwan
Practicing Company Secretary
FCS: 1403 CP: 1979



PR: 1683/2022
UDIN: F001403F000458530

Date: 27.05.2024
Place: Mumbai