



## **RUCHI INFRASTRUCTURE LTD.**

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

RIL/2020

29<sup>th</sup> July, 2020

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,

**Re: Annual Secretarial Compliance Report**

With reference to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019, please find enclosed herewith Annual Secretarial Compliance Report for the financial year ended on 31<sup>st</sup> March, 2020.

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, AICWA  
Practicing Company Secretary

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

**SECRETARIAL COMPLIANCE REPORT OF RUCHI INFRASTRUCTURE LIMITED FOR THE YEAR  
ENDED 31<sup>ST</sup> MARCH, 2020**

*[Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated February, 08, 2019]*

I have examined:

- (a) all the documents and records made available to us 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, 2020 ("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) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

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

- (a) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (c) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;



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(e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

(f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009

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

(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	Compliance Requirements (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 31 (2) of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015	Out of total Promoter (s) and promoter group shareholding only 67.13% of the Shares are in dematerialized form.	The Shareholdings of the Promoter (s) and promoter group are not 100% in dematerialized form

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letters, debarment etc.	Observations/ remarks of the Practicing Company Secretary, if any.
None				



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

Sr. No	Observation of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any.	Comments of the Practising Company Secretary on the actions taken by the listed entity.
1	The Shareholdings of the Promoter (s) and promoter group are not 100% in dematerialized form	31.03.2019	The Company has advised Promoter (s) and promoter group to dematerialize their entire shareholding at the earliest	The Company is required to take appropriate steps to convert Physical shares of Promoter (s) and promoter group into demat form.

**CS Prashant Diwan**  
**Practising Company Secretary**  
**FCS: 1403 CP: 1979**

**PR: 530/2017**  
**UDIN: F001403B000514454**

**Date: 28.07.2020**  
**Place: Mumbai**

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.



**PRASHANT DIWAN**

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

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

**Annexure A**

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
4. 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.
5. The Secretarial Compliance Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
6. I have not carried out the physical verification of any records due to prevailing conditions of COVID 2019 in the country. I have relied on the records as made available by the Company through digital mode as well as I have also relied on the Management representation made by the Company.

**CS PrashantDiwan  
Practicing Company Secretary  
FCS: 1403 CP: 1979**

**PR: 530/2017  
UDIN: F001403B000514454**

**Date: 28.07.2020  
Place: Mumbai**