

**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

29th May, 2019

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 8th February, 2019, please find enclosed herewith Annual Secretarial Compliance Report for the financial year ended on 31st March, 2019.

Kindly acknowledge the receipt hereof.

Thanking you,

Yours faithfully,
For Ruchi Infrastructure Limited


Ashish Mehta
Company Secretary

Encl: As above

**SECRETARIAL COMPLIANCE REPORT OF RUCHI INFRASTRUCTURE LIMITED FOR THE YEAR
ENDED 31ST MARCH, 2019**

[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 31st March, 2019 ("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 SEBI (Depositories and Participants) Regulations, 2018.

As per the explanations given to me in 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;





PRASHANT DIWAN

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

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

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

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 (Regulations / guidelines including clause) | Requirements / circulars/ specific | 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 63.10% of the Shares are in dematerialized form. | The Shareholding of the Promoter (s) and promoter group is 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 in so far 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 | |



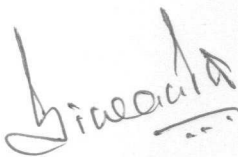
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No | Observation of the Practising Company Secretary in the previous reports | Observations made in thesecretarial compliance report for the year ended 31.03.2018 | Actions taken by the listed entity, if any. | Comments of the Practising Company Secretary on the actions taken by the listed entity. |
|------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------------------------|---------------------------------------------|-----------------------------------------------------------------------------------------|
| Not Applicable, as this being the first report | | | | |




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

Date: 24.05.2019
Place: Mumbai