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: 22nd August, 2024

BSE Ltd.
Floor No. 25,
Phiroze Jeejeebhoy Tower
Dalal Street,
Mumbai – 400 001

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

Sub.: Submission of Annual Report of the Company for the financial year ended 31st March, 2024.
Ref: Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 34(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find attached herewith 40th Annual Report of the Company for the financial year 2023-24 including the Notice convening the 40th Annual General Meeting of the Company to be held on **Monday, 16th September, 2024 at 3.30 pm** through video conferencing ("VC") or other audio-visual means ("OAVM"), without the physical presence of the members at a common venue.

The Company has duly initiated the process of dispatch of such 40th Annual Report (including Notice of 40th AGM) to the shareholders via e-mail through electronic facility rendered by Central Depository Services (India) Limited (CDSL) on Thursday, 22nd August, 2024.

Kindly take the same on your record.

Thanking you,
Yours faithfully,

For Ruchi Infrastructure Ltd.

Ashish Mehta
Digitally signed by Ashish Mehta
Date: 2024.08.22 15:05:50 +05'30'

Ashish Mehta
Company Secretary

Encl.: As Above

40th Annual Report 2023-2024

RUCHI INFRASTRUCTURE LTD

Ruchi Infrastructure Limited

(CIN : L65990MH1984PLC033878)

Annual Report 2023-24

Board of Directors
Ruchi Joshi Meratia
Krishna Das Gupta
Mohan Das Kabra
Ashutosh Pandey
Parag Choudhary - Whole-time Director
Narendra Shah - Executive Director

Chief Financial Officer
Ravindra Kumar Kakani (Upto January 21, 2024)
Pavan Kumar Purohit (From February 1, 2024)

Company Secretary
Ashish Mehta

Statutory Auditors
SMAK & Co.
Chartered Accountants

Registrar & Share Transfer Agent
Sarthak Global Limited
170/10, Film Colony,
R.N.T. Marg,
Indore - 452001
Tel: +91 731 4279626, 2523545
e-mail: investors@sarthakglobal.com

Registered Office
706, Tulsiani Chambers, Nariman Point,
Mumbai - 400021, Maharashtra
Tel: +91 22 49712051
e-mail: ruchiinfrasecretarial@ruchiinfrastructure.com
Website : www.ruchiinfrastructure.com

Contents

Forward looking statement

In this Annual Report, we have disclosed forward looking information to enable investors to comprehend our prospects and take investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance.

We can not guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievements of results are subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumption prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should keep this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Notice

Notice is hereby given that the Fortieth Annual General Meeting of the members of Ruchi Infrastructure Limited will be held on Monday, September 16, 2024 at 3.30 pm through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited stand-alone financial statements of the Company for the financial year ended March 31, 2024, the reports of Board of Directors and Auditors thereon; and the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT the stand-alone and consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2024, the reports of Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted."

2. To appoint a Director in place of Mr. Parag Choudhary (DIN: 07845977), who retires by rotation and being eligible, offers himself for re-appointment and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT Mr. Parag Choudhary (DIN:07845977), Director of the Company, retiring by rotation at 40th Annual General Meeting of the Company, being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, who shall be liable to retire by rotation."

SPECIAL BUSINESS:

3. To approve change in designation of Mr. Parag Choudhary (DIN: 07845977), Whole-time Director of the Company to 'Director (Technical)' and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

   "RESOLVED THAT in modification to the special resolution passed by the members of the Company at their 39th Annual General Meeting of the Company held on September 21, 2023 approving re-appointment of Mr. Parag Choudhary (DIN: 07845977), as Whole-time Director of the Company for a period of three years with effect from June 29, 2023, the consent of the members of the Company be and is hereby accorded to change his designation from `Whole-time Director' to 'Director (Technical)' with effect from September 1, 2024 and his appointment as an Executive Director of a subsidiary, as mentioned in explanatory statement to this resolution, be and is hereby ratified.

   RESOLVED FURTHER THAT the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013."

4. To approve appointment of Mr. Narendra Shah (DIN:02143172) as Managing Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

   "RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder read with Schedule V of the Companies Act, 2013 {including any statutory modification(s) or re-enactment thereof for the time being in force}, the approval of the members of the Company be and is hereby accorded to appoint Mr. Narendra Shah (DIN: 02143172) as Managing Director of the Company for a period of three years with effect from September 1, 2024 on the following remuneration:

   (i) Basic Salary – ₹ 2,63,777/- per month

   (ii) House Rent Allowance – ₹ 1,31,889/- per month

   (iii) Other Allowance – ₹ 1,81,611/- per month

   (iv) Leave Travel Allowance, Child Education, National Pension Scheme, Leave encashment, contribution to provident fund, family pension fund, Bonus, vehicle expenses reimbursement, performance bonus and gratuity as per Policy of the Company.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to revise/vary the terms and conditions (including remuneration) of such appointment from time to time to the extent the Board of Directors may deem appropriate, provided that revised/increased remuneration, if any, shall not exceed ₹1.25 crore per annum subject to the provisions of the Companies Act, 2013 and Rules made thereunder and ad hoc payment made to him during the financial year 2024-25 as specified in explanatory statement to this resolution, be and is hereby ratified.

   RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, Mr. Narendra Shah, Managing Director shall be paid above referred remuneration or such revised/increased remuneration, as approved by the Board of Directors from time to time, as the case may be, as minimum remuneration in terms of Section 197 of the Companies Act, 2013.

   RESOLVED FURTHER THAT the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013."

5. To approve the appointment of Mr. Sankalp Ved (DIN: 10729867) as Director (Operations) of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder read with Schedule V of the Companies Act, 2013 {including any statutory modification(s) or re-enactment thereof for the time being in force}, the approval of the members of the Company be and is hereby accorded to appoint Mr. Sankalp Ved (DIN: 10729867) as Director (Operations) of the Company for a period of three years with effect from September 1, 2024 on the following remuneration:

(i) Basic Salary – ₹ 2,50,576/- per month

(ii) House Rent Allowance – ₹ 1,00,230/- per month

(iii) Other Allowance – ₹ 1,318/- per month

(iv) Leave Travel Allowance, Child Education, National Pension Scheme, Leave encashment, contribution to provident fund, family pension fund, Bonus, vehicle expenses reimbursement, performance bonus and gratuity as per Policy of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to revise/vary the terms and conditions (including remuneration) of the appointment from time to time to the extent the Board of Directors may deem appropriate, provided that such revised/increased remuneration shall not exceed ₹ 85 lacs per annum subject to the provisions of the Companies Act, 2013 and Rules made thereunder.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, Mr. Sankalp Ved, Director (Operations) shall be paid above referred remuneration or such revised/increased remuneration, as approved by the Board of Directors from time to time, as the case may be, as minimum remuneration in terms of Section 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013."

6. To approve the appointment of Mr. Ashutosh Pandey (DIN: 07828687) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), if any, read with the Rules made thereunder and Regulation 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members of the Company be and is hereby accorded to appoint Mr. Ashutosh Pandey (DIN: 07828687), as an Independent Director of the Company, not liable to retire by rotation, to hold office for five years with effect from September 16, 2024.

RESOLVED FURTHER THAT the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013."

7. To approve Material Related Party Transactions with Patanjali Foods Limited (Formerly known as Ruchi Soya Industries Limited) and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Regulation 23 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of members of the Company be and is hereby accorded to enter into Material Related Party Transaction(s) with Patanjali Foods Limited (Formerly known as Ruchi Soya Industries Limited)('PFL') in regard to rendering storage and cargo handling services, procurement of raw material and other transactions in ordinary course of business on arm's length basis, upto ₹15 crores of aggregate value of transactions to be entered into during the financial years commencing on or after April 1, 2024, including the transactions under the long-term storage agreements/rent agreements entered into by the Company and its subsidiary with PFL, as specified in the explanatory statement to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as it may deem fit, including but not limiting to, to authorise any Key Managerial Personnel, official or other person to finalise or vary the terms and conditions of the transactions with PFL and to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient in this regard for and on behalf of the Company."

8. To approve request received for re-classification from 'Promoter Group' Category to 'Public' Category and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** subject to necessary approvals of BSE Limited and National Stock Exchange of India Limited (collectively `Stock Exchanges') pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of members of the Company be and is hereby accorded for reclassification of Patanjali Foods Limited (earlier known as Ruchi Soya Industries Limited), an entity classified under `Promoter Group' category, to 'Public' category.

RESOLVED FURTHER THAT the Key Managerial Personnel of the Company be and are hereby severally authorized to sign and submit appropriate documents, information, submissions, application(s) for such reclassification to the Stock Exchanges and to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this resolution."

Registered Office:
Ruchi Infrastructure Ltd.
706, Tulsiani Chambers,
Nariman Point, Mumbai – 400 021
Date : August 7, 2024
Place : Indore

By order of the Board of Directors

Ashish Mehta
Company Secretary

NOTES:

1. The explanatory statements pursuant to Section 102(1) of the Companies Act, 2013 relating to the businessess as to be transacted at the 40th AGM are annexed hereto.
2. The Ministry of Corporate Affairs (MCA) has vide General Circular No. 09/2023 dated September 25, 2023 read with General Circular No. 10/2022 dated December 28, 2022, General Circular No. 02/2022 dated May 5, 2022, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 (collectively "MCA Circulars"), permitted Companies to conduct Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM), subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 40th AGM of the Company is being convened and conducted through VC or OAVM, without the physical presence of the members at a common venue. Participation at the 40th AGM through VC or OAVM shall be allowed on a first-come-first-served basis.
3. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the 40th AGM and hence the proxy form and attendance slip are not annexed to this notice.
4. The Members can join the Meeting through VC/OAVM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Meeting through VC/OAVM will be made available to at least 1000 members on first come first served basis. However, the participation of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. are not restricted on first come first served basis.
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Corporate Shareholders/Societies intending to authorize their authorized representative to attend the AGM through VC or OAVM are requested to send a duly certified copy of Board Resolution to the Company or upload it on the e-voting portal, authorizing their representative to attend and vote on their behalf electronically or otherwise in terms of provisions of Section 47 of the Companies Act, 2013.The said resolution shall be sent to the scrutinizer by email through its registered email address to pddiwan@yahoo.co.in with a copy marked to ruchiinfrasecretarial@ruchiinfrastructure.com and helpdesk.evoting@cdslindia.com.
7. The relevant details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 (''SS-2''), in respect of re-appointment/appointment of Directors as mentioned under items no. 2 to 6 of Notice of this AGM, is provided in explanatory statements to items no. 2 to 6 of the Notice.
8. In compliance with the aforesaid MCA Circulars and SEBI Circular dated September 25, 2023, Notice of the 40th AGM (being part of the Annual Report for the financial year 2023-24) is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members may access the 40th Annual Report (inter- alia containing the Notice of 40th AGM and explanatory statement thereto) on the Company's website: www.ruchiinfrastructure.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL i.e. www.evotingindia.com.
9. The members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
10. In case of joint-holding, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. Members seeking any information with regard to the accounts are requested to write to the Company Secretary at least seven days before the date of 40th AGM so as to enable the management to keep the information ready at the meeting.
12. During the year under review, no amount of unpaid/unclaimed dividend/equity shares were required to be transferred to the Investor Education and Protection Fund (IEPF) by the Company.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in physical form are requested to submit their PAN and Bank Account Details to Registrar and Share Transfer Agent of the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque.
14. SEBI has issued Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, Circular No. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 for Common and Simplified Norms for processing investor's services request

by Registrar and Share Transfer Agents (RTAs) and norms for furnishing PAN, KYC details and Nomination, freezing of folios without valid PAN, KYC details; compulsory linking of PAN and Aadhar by Shareholders holding shares in physical form, among others.

Company has also sent an individual letter to physical shareholders requesting them to furnish PAN, KYC details and Nomination. Specimen copy of letter and prescribed formats for KYC and Nomination are available on website of Company at http://www.ruchiinfrastructure.com/KYC.html.

15. Members holding shares in physical form are requested to intimate changes pertaining to their bank account details, mandates, nominations, change of address, e-mail address etc., if any, to the Company or Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants.
16. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed Companies can be transferred only in dematerialized form (including transmission or transposition of securities). In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Share Transfer Agent for assistance in this regard.
17. The facility for making/varying/cancelling nominations is available for individual shareholders of the Company. Nominations can be made in Form SH-13 and any variation/cancellation thereof can be made by giving notice in Form SH-14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The forms can be obtained from the Company/Registrar and Share Transfer Agent or from the Website of the Ministry of Corporate Affairs at www.mca.gov.in.
18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by members during the annual general meeting. All documents referred to in the Notice will also be available for inspection on the basis of request of shareholder received by the Company.
19. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided facility to its members to exercise their right to vote at the 40th Annual General Meeting through the electronic voting (e-voting) service facilitated by the Central Depository Services (India) Limited (CDSL). The remote e-voting facility will also be made available from 9.00 am on Friday, September 13, 2024 to 5.00 pm on Sunday, September 15, 2024.The members who cast their votes by remote e-voting prior to the meeting may attend the meeting but shall not be entitled to cast their votes again at the meeting.
20. This AGM is being held through VC, therefore, the route map of venue is not annexed to this notice by the Company.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Friday, September 13, 2024 at 9.00 am and ends on Sunday, September 15, 2024 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, September 9, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in Demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants** (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Loging type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at Tollfree No. 1800225533.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-voting and joining virtual meeting for **physical shareholders and shareholders other than individuals holding shares in demat form :-**

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your user ID :-
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Characters DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter folio number registered with the Company.
4. Next enter the Image Verification as displayed and click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or Company, please enter the member id/folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for **RUCHI INFRASTRUCTURE LIMITED.**

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ruchiinfrasecretarial@ruchiinfrastructure.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at ruchiinfrasecretarial@ruchiinfrastructure.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at ruchiinfrasecretarial@ruchiinfrastructure.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Sarthak Global Limited at investors@sarthakglobal.com with copy to the Company at ruchiinfrasecretarial@ruchiinfrastructure.com**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to **helpdesk.evoting@cdslindia.com** or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

EXPLANATORY STATEMENTS

[Pursuant to provisions of Section 102(1) of the Companies Act, 2013]

Item No. 2 & 3

Mr. Parag Choudhary is 56 years old and holds Bachelor's Degree in Civil Engineering (Hons.) from Shri Govindram Seksaria Institute of Technology and Science, Indore, Madhya Pradesh. He has a wide experience in erection/implementation of civil engineering projects like offices, buildings, complexes, agri-warehouses, tank-terminals, edible oil refineries, etc. An expert in piling and foundation works, cross country pipeline projects for tanks terminal & refinery, industrial paint system, project material procurement, etc., he is associated with the Company since more than two and half decades and is heading the terminal business of the Company. He was promoted and inducted on the Board of Directors in June, 2020 and was re-appointed as Whole-time Director of the Company for a period of three years with effect from June 29, 2023 at the 39th Annual General Meeting of the Company. He is a director liable to retire by rotation in terms of Section 152 of the Companies Act, 2013.

Owing to a strategic decision, with effect from November 1, 2023, he has also been made an Executive Director of a subsidiary (Mangalore Liquid Impex Private Limited) on the terms (including remuneration) as approved vide Special Resolution passed at the 27th Annual General Meeting of the subsidiary. Since November 1, 2023, he continues to be the Whole-time Director of the Company on a notional remuneration of ₹1 per month, with no variation in other terms approved by the members of the Company. His aggregate remuneration from the Company and its subsidiary is within the limits approved by the members of the Company at the 39th Annual General Meeting of the Company. He continues to be responsible for the operations of Terminal Business of the Company and its subsidiary. He has drawn remuneration of ₹ 27.16 lakhs from the Company and ₹ 17.44 lacs (remuneration /consultancy fees) from such subsidiary during the financial year ended March 31, 2024.

The Board of Directors of the Company at its meeting held on August 7, 2024 approved to designate him as Director (Technical). He retires by rotation at this Annual General Meeting and being available offers himself for re-appointment.

Mr. Parag Choudhary is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013. He is not related to any director or key managerial personnel of the Company and does not hold any equity share of the Company. He has attended four meetings of the Board except the one held on November 7, 2023, during the financial year ended March 31, 2024. He is not on the Board of any other listed company. He is on the Board of Directors of Mangalore Liquid Impex Pvt. Ltd as its Executive Director. None of the directors of the Company holds any equity share of the Company.

The above brief profile of Mr. Parag Choudhary has been provided to the members in terms of secretarial standard on general meeting (SS-2) and regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.The Board recommends the resolution set forth in Item no. 2 of the Notice of 40th Annul General Meeting to be passed as an Ordinary Resolution in terms of Section 152 of the Companies Act, 2013 and that set forth in Item No.3 of such Notice to be passed as a Special Resolution as a matter of good governance.

Save and except Mr. Parag Choudhary and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution(s).

Item No. 4

Mr. Narendra Shah is on the Board of Directors of the Company since April 8, 2016 as an Executive Director. He was re-appointed as Executive Director for a further period of three years with effect from April 8, 2022. Owing to a proposed induction, the Board of Directors of the Company at its meeting held on August 7, 2024, appointed Mr. Narendra Shah (DIN: 02143172) as Managing Director of the Company for a period of three years with effect from September 1, 2024, subject to the approval of members of the Company. Such appointment has been made on recommendation of Nomination and Remuneration Committee on his existing remuneration and such other terms and conditions, as provided hereunder, pursuant to provisions of Section 196(4) of the Companies Act, 2013 and Schedule V thereto, read with other applicable provisions.

Mr. Narendra Shah is a Director liable to retire by rotation and is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has given his consent to be appointed as Managing Director. In the opinion of the Board, he fulfills the conditions for his appointment as Managing Director as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Narendra Shah has attended all four meetings of the Board held during the financial year 2023-24 and has drawn remuneration of ₹ 72.57 lakhs. An ad hoc medical assistance of ₹ 17.92 lacs has been facilitated to him during the financial year ending March 31, 2025, on recommendation of Nomination and Remuneration Committee and requisite approvals of Audit Committee and the Board of Directors of the Company. He is not on the Board of any other listed entity. He is on the Board of Directors of Mangalore Liquid Impex Pvt. Ltd. and Peninsular Tankers Private Limited. He is not debarred or disqualified from being appointed as Managing Director of the Company by SEBI or RBI or Ministry of Corporate Affairs or any such statutory authority.

Following information is provided in terms of provisions of Schedule V to the Companies Act, 2013 to enable the members to take an informed decision:

I. GENERAL INFORMATION:

(i) **Nature of Industry:** The Company is engaged in the business of infrastructure viz. storage of liquid commodities, Agri Warehousing Facilities, Wind power generation, trading of various commodities and manufacturing of soap.

(ii) **Date of commencement of commercial production:** The Company got certificate of commencement of business on October 5, 1984.

(iii) **In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

(iv) **Financial performance based on given indicators:** Figures of revenue and profit/(loss) recorded during last three financial years are as follows:

(₹ in lacs)

Financial year	Total Revenue	Profit/(Loss) after tax
2023-24	4,809.59	1,230.38
2022-23	4,499.28	99.69
2021-22	16,609.56	3,866.13

(v) **Foreign investments or collaborators, if any:** The Company has not entered into any foreign collaboration. As per the shareholding pattern of the Company as on March 31, 2024, Overseas corporate body holds 58,22,800 equity shares representing 2.59%, Foreign corporate bodies hold 2,03,54,775 equity shares representing 9.05% of the paid-up equity share capital of the Company. Two foreign body corporates also hold 54,60,613 redeemable preference shares representing 100% of preference share capital of the Company.

II. INFORMATION ABOUT THE APPOINTEE:

a.	Background details & profile	Mr. Narendra Shah is 68 years old and holds Master's Degree in Commerce and LLB from Sagar University, Madhya Pradesh. He has more than 40 years' experience in the field of account and finance and is associated with the Company since 1986. He is actively involved in taxation, finance and business operations of the Company as an executive since last more than three decade. He is an Executive Director of the Company since April 8, 2016.
b.	Past remuneration	₹ 72.57 Lakhs during financial year 2023-24.
c.	Job profile & his suitability	As Managing Director of the Company, he shall be responsible for strategic decisions, taxation and corporate governance of the Company and its subsidiaries, subject to the superintendence, guidance and control of the Board of Directors. Taking into account his experience, educational background, skill-set, knowledge about the industry and having regard to the nature and size of operations of the Company, he is a fit and proper person to be appointed as the Managing Director of the Company.
d.	Remuneration proposed	(i) Basic Salary – ₹ 2,63,777/- per month (ii) House Rent Allowance – ₹ 1,31,889/- per month (iii) Other Allowance – ₹ 1,81,611/- per month (iv)Leave Travel Allowance, Child Education, National Pension Scheme, Leave encashment, contribution to provident fund, family pension fund, Bonus, vehicle expenses reimbursement, performance bonus and gratuity as per Policy of the Company.
e.	Recognition or awards	-
f.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the profile of Mr. Narendra Shah, the responsibilities shouldered by him and the industry bench marks, the proposed remuneration is reasonable, justified and commensurate with the remuneration packages paid in the comparable Companies. The same has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
g.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Narendra Shah has no pecuniary relationship directly or indirectly with the Company other than his remuneration in the capacity of the Managing Director. He does not hold any equity share of the Company or its subsidiaries in his personal capacity. He has no relationship with any of the managerial personnel or other directors of the Company.

III. OTHER INFORMATION:

(a) **Reasons of loss or inadequate profits:** Depreciation charged, Finance cost, impairment Expenses (including write offs), idle capacity due to maintenance of tanks, higher maintenance cost have been the main reasons for inadequate profits earned by the Company.

(b) **Steps taken or proposed to be taken for improvement:** The Company has taken initiatives to reduce the finance/administrative costs and variable expenses of the Company. Optimum utilization of capacities of the facilities are being targeted to improve the profitability.

(c) **Expected increase in productivity and profits in measurable terms:** The performance of the Company is expected to improve in the year ahead in terms of enhanced capacity utilisation, efficient operations and better profitability as a result of above measures being taken.

IV. DISCLOSURES

The remuneration paid to Mr. Parag Choudhary, Whole-time Director of the Company during the financial year 2023-24 is ₹ 27.16 lacs. Except the payment of sitting fees no other remuneration, commission, fee, etc. is paid to the Non-executive Directors. Mr. Krishna Das Gupta, Mr. Mohan Das Kabra, Mrs. Ruchi Joshi Meratia and Mr. Ashutosh Pandey, Non-executive Directors of the Company received ₹ 44,000/-, ₹ 68,000/-, ₹ 68,000/- and ₹32,000/- respectively as sitting fees for the meetings of the Board/Committees thereof attended by them during the financial year 2023-24.

None of the directors of the Company holds any equity shares of the Company. None of the directors of the Company is related with any other director or key managerial personnel of the Company. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013, Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

Such appointment is subject to approval of members of the Company required in terms of provisions of Section 196 and 197 of the Companies Act, 2013, Schedule V thereto and Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, made effective from January 1, 2022. Section 197 of the Act prescribes approval of members of the Company by way of Special Resolution. Board of Directors of the Company recommends the resolution set forth in Item no. 4 of the Notice to be passed as a Special Resolution. Subject to requisite approval for his appointment as Managing Director, his term as Executive Director in terms of Special Resolution passed on May 12, 2022 shall terminate on August 31, 2024.

None of the Directors or Key Managerial Personnel of the Company except Mr. Narendra Shah and his relatives, is in anyway concerned or interested financially or otherwise in the proposed resolution.

Item No. 5

Mr. Sankalp Ved is associated with the Company since September, 2016 and is currently heading warehouse business of the Company, wind projects and operations of the Company and its subsidiary. He is actively involved in business development and strategic decisions of the Company and its subsidiaries. Rewarding his skills sets, he has been promoted to be inducted on the Board of Directors of the Company. The Board of Directors at its meeting held on August 7, 2024 appointed him as an Additional Director with effect from September 1, 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013. Accordingly, he holds office upto the date of ensuing Annual General Meeting.

Pursuant to provisions of Section 196(4) of the Companies Act, 2013 and Schedule V thereto, read with other applicable provisions, the Board of Directors of the Company at its meeting held on August 7, 2024, further appointed Mr. Sankalp Ved (DIN: 10729867) as Director (Operations) of the Company for a period of three years with effect from September 1, 2024, subject to the approval of members of the Company. Such appointment has been made on recommendation of Nomination and Remuneration Committee on such remuneration and other terms and conditions, as provided hereunder.

He is a Director liable to retire by rotation and is not disqualified from being appointed as a Director (Operations) in terms of Section 164 of the Companies Act, 2013. He has given his consent and candidature to be appointed as Director. In the opinion of the Board, he fulfills the conditions for his appointment as Director as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Sankalp Ved has drawn remuneration of ₹ 46.21 lakhs during the financial year 2023-24, in the capacity of Assistant Vice President of the Company. He is not on the Board of any other listed entity. Mr. Sankalp Ved is not debarred or disqualified from being appointed as Director of the Company by SEBI or RBI or Ministry of Corporate Affairs or any such statutory authority.

Following information is provided in terms of provisions of Schedule V to the Companies Act, 2013 to enable the members to take an informed decision:

I. GENERAL INFORMATION:

(I) **Nature of Industry:** The Company is engaged in the business of infrastructure viz. storage of liquid commodities, Agri Warehousing Facilities, Wind power generation, trading of various commodities and manufacturing of soap.

(ii) **Date of commencement of commercial production:** The Company got certificate of commencement of business on 5th October, 1984.

(iii) **In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

(iv) **Financial performance based on given indicators:** Figures of revenue and profit/(loss) recorded during last three financial years are as follows:

(₹ in lacs)

Financial year	Total Revenue	Profit/(Loss) after tax
2023-24	4,809.59	1,230.38
2022-23	4,499.00	99.69
2021-22	16,609.56	3,866.13

(v) **Foreign investments or collaborators, if any:** The Company has not entered into any foreign collaboration. As per the shareholding pattern of the Company as on March 31, 2024, Overseas corporate body holds 58,22,800 equity shares representing 2.59%, Foreign corporate bodies hold 2,03,54,775 equity shares representing 9.05% of the paid-up equity share capital of the Company. Two foreign body corporates also hold 54,60,613 redeemable preference shares representing 100% of preference share capital of the Company.

II. INFORMATION ABOUT THE APPOINTEE:

a.	Background details & profile	He is 42 years old and having more than 22 years of experience exclusively in the Energy sector, renewable energy and warehousing business. He is an Electrical Engineer and Certified Energy Manager accredited by BEE (Bureau of Energy Efficiency, Govt. of India). He did PG Diploma in Finance management. In the past, he also worked in Tata Power Company Ltd. Suzlon Energy Ltd. and Secure Meters Ltd. He has a good understanding and knowledge of the Indian Power sector as well as the logistics sector. He has a good command of Energy Tariff, Policies and Regulations, Project funding, Contract negotiations, etc. and has executed many greenfield energy and warehousing projects.
b.	Past remuneration	₹ 52.34 Lakhs during financial year 2023-24, in the capacity of employee of the Company.
c.	Job profile & his suitability	As Director (Operations) of the Company, he is responsible for warehousing and wind projects and operations of the Company, subject to the superintendence, guidance and control of the Board of Directors. Taking into account his previous experience, educational background, knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person to be appointed as the Director (Operations) of the Company.
d.	Remuneration proposed	(I) Basic Salary – ₹ 2,50,576/- per month (ii) House Rent Allowance – ₹ 1,00,230/- per month (iii) Other Allowance – ₹ 1,318/- per month (iv) Leave Travel Allowance, Child Education, National Pension Scheme, Leave encashment, contribution to provident fund, family pension fund, Bonus, vehicle expenses reimbursement, performance bonus and gratuity as per Policy of the Company.
e.	Recognition or awards	-
f.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the profile of Mr. Sankalp Ved, the responsibilities shouldered by him and the industry bench marks, the proposed remuneration is reasonable, justified and commensurate with the remuneration packages paid in the comparable Companies. The same has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
g.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Sankalp Ved has no pecuniary relationship directly or indirectly with the Company other than his remuneration in the capacity of the Director. He does not hold any equity share of the Company or its subsidiaries. He has no relationship with any of the managerial personnel or other directors of the Company.

III. OTHER INFORMATION:

(a) **Reasons of loss or inadequate profits:** Depreciation charged, Finance cost, impairment Expenses (including write offs), idle capacity due to maintenance of tanks, higher maintenance cost have been the main reasons for inadequate profits earned by the Company.

(b) **Steps taken or proposed to be taken for improvement:** The Company has taken initiatives to reduce the finance/ administrative costs and variable expenses of the Company. Optimum utilization of capacities of the facilities are being targeted to improve the profitability.

(c) **Expected increase in productivity and profits in measurable terms:** The performance of the Company is expected to improve in the year ahead in terms of enhanced capacity utilisation, efficient operations and better profitability as a result of above measures being taken.

IV. DISCLOSURES

The remuneration paid to Mr. Narendra Shah, Executive Director and Mr. Parag Choudhary, Whole-time Director of the Company during the financial year 2023-24 was ₹ 72.57 lacs and ₹ 27.16 lacs respectively. Except the payment of sitting fees no other remuneration, commission, fee, etc. is paid to the Non-executive Directors. Mr. Krishna Das Gupta, Mr. Mohan Das Kabra, Mrs. Ruchi Joshi Meratia and Mr. Ashutosh Pandey, Non-executive Directors of the Company received ₹ 44,000/-, ₹ 68,000/-, ₹ 68,000/- and ₹ 32,000/- respectively as sitting fees for the meetings of the Board/ Committees thereof attended by them during the financial year 2023-24.

None of the non-executive directors of the Company holds any equity shares of the Company. None of the directors of the Company is related with any other director or key managerial personnel of the Company. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013, Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

Such appointment is subject to approval of members of the Company required in terms of provisions of Section 196 and 197 of the Companies Act, 2013, Schedule V thereto and Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, made effective from 1st January, 2022. Section 197 of the Act prescribes approval of members of the Company by way of Special Resolution. Board of Directors of the Company recommends the resolution set forth in Item no. 5 of the Notice for approval of the Members by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company except Mr. Sankalp Ved and his relatives, is in anyway concerned or interested financially or otherwise in the proposed resolution.

Item No. 6

The Nomination and Remuneration Committee of the Board of Directors of the Company at its meeting held on August 7, 2024 has recommended appointment of Mr. Ashutosh Pandey as an Independent Director, for five years effective from September 16, 2024, on the Board of the Company.

It may be noted that, Mr. Ashutosh Pandey, aged 42 years holds Bachelor's Degree in Arts and various industry certifications in technical domain like Adword optimization, SEO, Content Strategy, Social Media Marketing, etc. Based out of Mumbai, he is the first generation digital communications entrepreneur and is active in digital marketing domain since last fifteen years. He has spearheaded the digital communications mandates of leading companies across diverse industry verticals including, Agriculture, FMCGs, Finance, Banking and Polity. He speaks regularly on domestic and international forums on the importance of digital media and the leverage available for businesses. He is a Non-executive member of the Board of Directors of the Company since August, 2020. On the basis of his qualifications and experience, he possesses the skills and capabilities required for his role as an independent director of the Company. He is not related to any other director of the Company. He does not hold any equity share in the Company. He is not on the Board of any other listed Company since last three years.

He has attended all four meetings of the Board of Directors during the financial year ended March 31, 2024 and has not drawn any remuneration, other than the sitting fee payable for each of the meetings of Board and Committees thereof attended by him. None of the directors of the Company holds any equity share in the Company.

The Company has received a declaration from Mr. Ashutosh Pandey confirming that he meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received his consent to be appointed as an Independent Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He is not debarred or disqualified from being appointed as Director of the Company by SEBI or RBI or Ministry of Corporate Affairs or any such statutory authority. In the opinion of the Board, Mr. Ashutosh Pandey fulfills the conditions of his appointment specified in the Companies Act, 2013 and the Rules made there under and is independent of the management. Having regard to the skill sets and competencies, his candidature offers, it is justified and in the interest of the Company to appoint him as an Independent Director. The draft of his appointment letter (including terms and conditions) may be provided to members on specific request.

Section 149(10) of the Companies Act, 2013 and Regulation 25(2A) of the SEBI (Listing Obligations Disclosure Requirements), Regulations, 2015 require approval of members of the Company by way of Special Resolution for appointment of an Independent Director. Accordingly, it is proposed to appoint him as an Independent Director of the Company, not liable to retire by rotation, for the first term of 5 (five) consecutive years. Board of Directors of the Company recommends the resolution set forth in Item no. 6 of the Notice to be passed as Special Resolution.

None of the Directors or Key Managerial Personnel, except Mr. Ashutosh Pandey and his relatives, is in anyway concerned or interested financially or otherwise in the proposed resolution.

Item No. 7

It is emphasized that since December, 2017, there has been a change in management of Ruchi Soya Industries Limited (RSIL) now known as Patanjali Foods Limited (PFL) and since then, the Promoters of the Company have no control over the management and operations of RSIL (now known as PFL). It may further be emphasized that PFL is not a related party of the Company in terms of the applicable provisions of the Companies Act, 2013 and the applicable Indian Accounting Standards. However, due to amendment in the definition of Related Party under Regulation 2 (1) (zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

('Listing Regulations'), PFL (being an entity in the 'Promoter Group' category in the shareholding pattern of the Company) is a related party of the Company with effect from April 1, 2022. But, the Company is not a related party to PFL. It may also be noted that PFL is also listed with BSE Limited and National Stock Exchange of India Limited and its audited turnover is ₹ 31,721.36 crores during the financial year ended March 31, 2024. The consolidated annual turnover of the Company during the financial year ended March 31, 2024 is ₹ 63.84 crores.

It is submitted that despite the change in management of RSIL, as aforesaid, the operations and transactions of the Company have continued with RSIL in regular course of business on arm's length basis. The Company and one of its subsidiaries provide renting, leasing tanks/terminals for liquid cargo storage and cargo handling services at various locations (Haldia, Chennai, Kakinada and Mangalore) on arm's length basis to RSIL (now known as PFL) under long term storage agreements executed on July 1, 2020 for a period of five years, which are renewable on mutual basis. Such agreements include agreement entered into between RSIL and Mangalore Liquid Impex Pvt. Ltd. (subsidiary of the Company) the standalone turnover of which is ₹ 3.94 crores during the financial year ended March 31, 2024. It may be noted that the value of transactions by Company and aforesaid subsidiary with PFL on account of cargo storage/handling services aggregated to ₹ 9.85 crores approximately during the financial year ended March 31, 2024. The Company also procures raw material for its soap division from PFL on market rates on ad-hoc basis, however, no such material was procured from PFL during last two financial years. The Company has also entered into couple of rent/leave and license agreements for five years with PFL to provide/use office premises on rent/leave and license fee basis. The aggregate value of transactions under such rent/leave and license agreements entered into with PFL by the Company for office premises was ₹ 52.17 lakhs approximately during the financial year ended March 31, 2024. All such transactions are in regular course of business and are on similar and comparable terms and conditions of such transactions entered into with unrelated parties. Such agreements/arrangement have been entered into before PFL became a related party under the revised definition as per aforesaid Regulation 2(1)(zb) of Listing Regulations. The agreements referred to hereinabove are available for inspection at the registered office on all working days except Saturday upto the date of 40th Annual General Meeting on specific request of the member to the Company. Transactions with PFL are not covered under the provisions of Section 188 of the Companies Act, 2013.

The Audit Committee of the Board of Directors, based on the criteria for according omnibus approval and merits of each transaction, has accorded approvals for such transactions of the Company and its subsidiary with PFL, subject to approval of members of the Company.

Prior approval of members is solicited for the following proposed transactions during the financial years commencing on or after April 1, 2024:

S.No.	Nature of proposed transactions	Value of proposed transactions (₹ in crore)
1	Terminal leasing/Cargo Handling services (including such transaction between PFL and Mangalore Liquid Impex Pvt. Ltd.)	13.00
2	Raw material procurement.	1.25
3	Office Rent Agreement/Leave and License Agreement.	0.70
	Total	**14.95**

The transactions under the aforesaid agreements/arrangements are in the interest of the Company and are not detrimental to any of the stakeholders of the Company. Such proposed transactions are approximately 0.047% of the last audited annual turnover of PFL and is approximately 23.42% of the last audited consolidated turnover of the Company. The proposed transaction of the subsidiary (Mangalore Liquid Impex Pvt. Ltd.) with PFL is more than 75% of the last audited annual turnover of such subsidiary.

Pursuant to the amended Regulation 23 of SEBI Listing Regulations, the threshold limit for determination of material Related Party Transactions is the lower of ₹ 1,000 crores (Rupees One thousand crores) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity and proposed related party transactions, as aforesaid exceeding the limits, require prior approval of Members by means of an ordinary resolution in compliance to provisions of SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated 8th April, 2022. Accordingly, the Board of Directors of the Company recommends the resolution set forth in Item no. 7 of the Notice to be passed as an Ordinary Resolution.

The members may further note that the Board of Directors of the Company at its meeting held on August 7, 2024 analysed the request made by PFL for reclassification from 'Promoter Group' category to 'Public' category in terms of Regulation 31A of the Listing Regulations. The Board opined and concluded to place it before the shareholders of the Company for their approval. Such request is subject to approvals of the stock exchanges. If and when, such reclassification is approved by the stock exchanges, PFL shall cease to be a related party of the Company.

None of the Directors, Promoters or Key Managerial Personnel of the Company and/or their relatives is in any way, concerned or interested, financially or otherwise, in the said resolution. None of such persons holds more than two percent of paid up capital of PFL.

Item No. 8

The Company has received request dated June 3, 2024 from Patanjali Foods Limited (PFL) (formerly known as Ruchi Soya Industries Limited) on June 6, 2024 for reclassification from 'Promoter Group' category to 'Public' category shareholder in accordance with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations').

The members may note that :

a) The applicant was under Corporate Insolvency Resolution Process (CIRP) with effect from December, 2017 under the provisions of Insolvency and Bankruptcy Code, 2016 (IBC). Prior to CIRP, the applicant was under promoter group category of the Company due to common management.

b) The resolution plan submitted by Resolution Applicants (being consortium led by Patanjali Ayurved Limited) got approved by Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) and the same was successfully implemented in December, 2019. Accordingly, the Resolution Applicants took control over the affairs and management of PFL.

c) PFL does not exercise control over the affairs of the Company, directly or indirectly, other than in its capacity as a member of the Company. PFL was accorded a pre-clearance order by the Company on its request for disposal of 55,00,000 equity shares of the Company received in March, 2024 in terms of applicable provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015. Accordingly, PFL sold 54,02,116 equity shares during March, 2024 and duly complied with disclosure norms prescribed under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015 pertaining to such disposal.

d) PFL bears none of the disqualifications referred to in Regulation 31A (3)(b) of the Listing Regulations and in the request letter dated 3rd June, 2024, it has confirmed that :

   i) It does not hold more than ten percent of the total voting rights in the Company;

   ii) It does not exercise control over the affairs of the Company, whether directly or indirectly;

   iii) It does not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;

   iv) It is not represented on the Board of Directors (including not having a Nominee Director) of the Company;

   v) None of its Directors is acting as a Key Managerial Personnel in the Company;

   vi) It is not a 'willful defaulter' as per the Reserve Bank of India Guidelines;

   vii) It is not a fugitive economic offender.

e) PFL in its request has also undertaken to abide by the conditions listed in Regulation 31A(4) of the Listing Regulations.

f) The Company is in compliance with the requirement for minimum public shareholding as required under Regulation 38 of the Listing Regulations and the trading in its shares is not suspended by the Stock Exchanges. The Company has no outstanding dues to the Securities and Exchange Board of India, Stock Exchanges and the depositories.

The Board of Directors of the Company at its meeting held on August, 7, 2024 analyzed the request made by PFL and reviewed the fulfillment of applicable requirements of Regulation 31A to process such request. Having regard to the merits of the request, the Board of Directors of the Company opined and concluded to place it before the shareholders of the Company for their approval.

In accordance with Regulation 31A of the Listing Regulations, the reclassification of status of a shareholder from the 'Promoter Group' category to the 'Public' category, shall be permitted by the Stock Exchanges upon satisfaction of conditions mentioned therein, which includes that approval of shareholders for such request accorded by an ordinary resolution in which the shareholder seeking reclassification and the person(s) related to it have not voted to approve such reclassification request.

The Board of Directors of the Company recommends the resolution set forth in item no. 8 of the Notice to be passed as an Ordinary Resolution. PFL and persons related to it may abstain from approving the resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is in any way, concerned or interested, financially or otherwise, in the said resolution.

Registered Office:
Ruchi Infrastructure Ltd.
706, Tulsiani Chambers,
Nariman Point, Mumbai – 400 021
Date : August 7, 2024
Place : Indore

By order of the Board of Directors

Ashish Mehta
Company Secretary

Directors` Report

Dear Shareholders,

Your Directors have pleasure in presenting the Fortieth Annual Report together with the Audited Financial Statements of the Company for the year ended March 31, 2024.

FINANCIAL RESULTS

(₹ in crores)

	2023-24	2022-23
Revenue from operations	39.88	41.41
Other Income	8.22	3.58
Total Income	48.10	44.99
Profit/(Loss) before depreciation, tax and exceptional items	15.28	12.37
Exceptional items	7.25	-
Profit/(Loss) before depreciation and tax	22.53	12.37
Depreciation	9.74	9.93
Profit/(Loss) before taxation	12.79	2.44
Provision for taxation	0.49	1.45
Profit/(Loss) after taxation	12.30	0.99
Balance brought forward from previous year	3.21	2.22
Re-measurement of the defined benefit plans through other comprehensive income (net of tax)	(0.20)	-
Transfer of equity instruments through other comprehensive income/Adjustment on account of Ind AS 116 (net of tax)	0.54	-
Balance as at end of year	15.85	3.21

OPERATIONS AND STATE OF COMPANY'S AFFAIRS

The Company recorded revenue of ₹ 39.88 Crore from operations during the financial year under review as against ₹ 41.41 Crore in the previous financial year. The profit before depreciation and tax during the year under review was ₹ 22.53 Crore as against profit of ₹ 12.38 Crore during the previous year. The profit after tax of the Company for the year under review was ₹ 12.30 Crore as against profit of ₹ 1.00 Crore recorded during the previous financial year. Management Discussion and Analysis Report, separately annexed to and forming part of Directors Report may be referred for specific information pertaining to the industry affecting the business of the Company and the market in which it operates. Refer note no. 49 for detailed segment reporting and performance of the Company. There is no change in the nature of business during the year under review. No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year under review and the date of this Report.

CHANGES IN SHARE CAPITAL

During the year ended March 31, 2023, the Company made a preferential issue of 3,07,85,000 warrants each convertible into one equity share at a price of ₹ 10.30 per warrant within the validity period of 18 months from the date of allotment, to two promoters group entities. Out of such warrants, 1,02,62,000 warrants were converted during the year ended March 31, 2023 and as on March 31, 2023, 2,05,23,000 warrants were outstanding for conversion.

During the financial year ended March 31, 2024, further 94,00,000 warrants were converted into equal number of equity shares and as on March 31, 2024, remaining 1,11,23,000 warrants were outstanding for conversion. Pursuant to allotment of 94,00,000 equity shares, paid-up equity share capital of the Company was increased to ₹ 22,49,01,942/- during the year under review.

The Committee (Warrants Conversion) of the Board of Directors of the Company at its meeting held on August 5, 2024 has allotted 1,11,23,000 equity shares against application for conversion of 1,11,23,000 warrants and due to such corporate action, paid up equity share capital of the Company has been increased to ₹ 23,60,24,942/-.

Proceeds of such preferential issue are being utilised in accordance with the objects of issue as approved by the members of the Company.

TRANSFER TO RESERVES

The Company has not transferred and not proposed to be transferred any amount to the reserves during the year under review.

DIVIDEND

The Board of Directors did not recommend any dividend for the year under review.

DIRECTORS

As on March 31, 2024, the composition of the Board of Directors of the Company was as follows:

- Mr. Krishna Das Gupta – Non-executive Independent Director, Chairperson
- Mr. Narendra Shah – Executive Director
- Mr. Parag Choudhary – Whole-time Director
- Mr. Mohan Das Kabra – Non-executive Independent Director
- Mrs. Ruchi Joshi Meratia – Non-executive Independent Director
- Mr. Ashutosh Pandey – Non-executive Non-Independent Director

Mr. Parag Choudhary (DIN: 07845977) Whole-time Director of the Company was re-appointed as Whole-time Director for further period of three years with effect from June 29, 2023, by way of special resolution passed at 39th Annual General Meeting of the Company held on September 21, 2023.

As per the provisions of Section 152 of the Companies Act, 2013, he retires by rotation at the 40th Annual General Meeting of the Company and being eligible, offers himself for re-appointment. Owing to a strategic decision he has also been made Executive Director of subsidiary (Mangalore Liquid Impex Pvt Ltd) with effect from November 1, 2023. He continues to be the Whole-time Director of the Company at a notional remuneration of ₹ 1/- per month.

The Board of Directors of the Company at its meeting held on August 7, 2024 changed the designation of Mr. Parag Choudhary to 'Director (Technical)' with effect from September 1, 2024, subject to the approval of members of the Company.

The Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee, at its meeting held on August 7, 2024 has appointed Mr. Narendra Shah as Managing Director of the Company for the period of three years with effect from September 1, 2024, subject to the approval of members. Requisite special resolution along with terms and conditions of the appointment of Mr. Narendra Shah including remuneration, provided in explanatory statement thereto, are set out in the Notice convening the 40th Annual General Meeting of the Company.

On recommendation of the Nomination and Remuneration Committee, at its meeting held on August 7, 2024, the Board of Directors of the Company has appointed Mr. Sankalp Ved as an Additional Director and also appointed him as 'Director (Operations)' for a period of three years with effect from September 1, 2024 and Mr. Ashutosh Pandey as an Independent Director of the Company for the period of five years with effect from 16th September, 2024, subject to the approval of members by way of special resolution. Requisite special resolutions along with terms and conditions of the appointment of Mr. Sankalp Ved and Mr. Ashutosh Pandey including remuneration, provided in respective explanatory statements thereto, are set out in the Notice convening the 40th Annual General Meeting of the Company.

Necessary information required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards in respect of the appointment of Directors (including their brief profile) at the ensuing Annual General Meeting is given in such Notice.

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors of your Company is disqualified for being appointed as Director, as specified in Section 164(2) of the Act, read with Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 or barred by SEBI or any other authority from holding the office of director. During the year under review, Executive Director and Whole-time Director of the Company did not receive any remuneration or commission from any of its subsidiaries, except that the Whole-time Director of the Company has received remuneration/consultancy fee of ₹ 17.14 lacs from Mangalore Liquid Impex Pvt. Ltd. (Subsidiary Company) for the financial year under review. Since November 1, 2023, no amount is payable to Mr. Parag Choudhary (Whole-time Director) by the Company (Ruchi Infrastructure Limited) except a notional amount of ₹1/- per month.

The details of programs for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are available on the website of the Company i.e. http://www.ruchiinfrastructure.com/Familiarizationprog.html. In the opinion of the Board, each of the Independent Directors has integrity, expertise, requisite experience and proficiency to perform his/her duties as an Independent Director.

KEY MANAGERIAL PERSONNEL

During the year under review Mr. Ravindra Kumar Kakani resigned from the office of Chief Financial Officer with effect from January 21, 2024. Mr. Pavan Kumar Purohit, Associate General Manager (Accounts) of the Company was appointed as Chief Financial Officer of the Company.

The Key Managerial Personnel of the Company as at March 31, 2024 are as follows:

Mr. Narendra Shah, Executive Director, Mr. Parag Choudhary, Whole-time Director, Mr. Pavan Kumar Purohit, Chief Financial Officer (with effect from February 1, 2024) and Mr. Ashish Mehta, Company Secretary.

Further, the Board of Directors of the Company at its meeting held on August 7, 2024 appointed Mr. Sankalp Ved as the Director (Operations) of the Company with effect from September 1, 2024, subject to approval of members of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Act, your directors confirm that:

a) in the preparation of the annual accounts for the financial year ended March 31, 2024, the applicable accounting standards had been followed along with proper explanation relating to material departures;

b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the profit of the Company for that period;

c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the directors had prepared the annual accounts on a going concern basis;

e) the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors in the manner as enumerated in the Nomination, Remuneration and Evaluation Policy as well as, in accordance with the provisions of the Act and the Listing Regulations. The performance of the Board of Directors was evaluated by it after seeking inputs from all the directors on the basis of criteria formulated by the Nomination and Remuneration Committee, including, the board composition and structure, effectiveness of board processes, information provided and functioning, etc. The performance of the committees was evaluated by the respective committees and the Board of Directors after seeking inputs from the committee members on the basis of selected criteria. Performance evaluation of Independent Directors was done by the entire Board, excluding the independent director being evaluated.

MEETINGS OF THE BOARD

The Board of Directors of the Company met four times during the financial year 2023-24. The meetings were held on May 29, 2023, August 7, 2023, November 7, 2023 and February 5, 2024.

ANNUAL RETURN

The Annual Return of the Company as on March 31, 2024 is available on the Company's website and can be accessed at web- link https://www.ruchiinfrastructure.com/Annual_Return.html.

AUDITOR AND AUDITORS' REPORT

STATUTORY AUDITORS

M/s. SMAK & Co., Chartered Accountants (Firm Registration No. 020120C) were appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years at the 36th Annual General Meeting of the Company held on 26th September, 2020. The notes on financial statements referred to in the Auditors' Report on the financial statements for the year ended March 31, 2024 are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

COST AUDITORS

The Company is not required to maintain cost record as per the Companies (Cost Records and Audit) Amendment Rules, 2014 for the year under review.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Secretarial Audit Report for the financial year ended March 31, 2024 issued by Mr. Prashant Diwan, Practising Company Secretary is annexed herewith as **Annexure I**. Mr. Prashant Diwan also issued Secretarial Compliance Report for the year under review in terms of provisions of Regulations 24A(2) of the Listing Regulations which has been duly submitted to the Stock Exchanges. The Company has advised the promoters and promoter group to comply with provisions of Regulation 31 of the Listing Regulations, pertaining to dematerialization of their shareholding. For the other observation in Secretarial Audit

Report, management is of the view that the preference shares are neither convertible into equity shares nor listed on any stock exchanges and hence disclosure under Regulation 29 of the Listing Regulations is not triggered.

Pursuant to provisions of Regulation 24A of Listing Regulations, the Secretarial Audit Report of material unlisted subsidiary (Ruchi Renewable Energy Pvt. Ltd.) is attached as **Annexure III** to the Corporate Governance Report (being part of this Annual Report).

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Your Company has three subsidiaries as at March 31, 2024 i.e. Mangalore Liquid Impex Pvt. Ltd., Peninsular Tankers Pvt. Ltd. and Ruchi Renewable Energy Pvt. Ltd. The Company does not have any joint venture or associate Company during the year under review, however financials of an associate partnership firm, namely, Narang & Ruchi Developers have been consolidated in terms of applicable Accounting Standards. No company became or ceased to be subsidiary during the year under review.

The statement containing salient features of the financial statements and performance of subsidiaries and associate partnership firm and their contribution to the overall performance of the Company during the period is attached with the audited financial statements in form **AOC-1**. The audited financial statements of each of the subsidiaries have also been placed on the website of the Company at http://www.ruchiinfrastructure.com/Annual_Reports.html. The policy for determining material subsidiary as approved by the Board of Directors of the Company is available on the website of the Company at http://www.ruchiinfrastructure.com/Policyfordeterminingmaterialsubsidiary.pdf.

PARTICULARS OF LOANS/ADVANCES, GUARANTEES, INVESTMENTS AND SECURITIES

Particulars of loans/advances, investments, guarantees made and securities provided during the year as required under the provisions of Section 186 of the Act and Schedule V of the Listing Regulations, are provided in the notes to the standalone financial statements (Please refer note no. 40, 42 and 43 to the standalone financial statements).

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions were entered into by the Company with the prior approval of the Audit Committee. During the financial year under review, all the transactions with related parties were entered into at arm's length and in the ordinary course of business and none of such related party transactions required the approval of the Board of Directors or the Shareholders in terms of the provisions of Section 188 of the Act or Regulation 23 of the Listing Regulations. Pursuant to the amendment in Regulation 23 of the Listing Regulations, made effective from April 1, 2022, the Company sought prior approval of shareholders by way of resolution passed on September 21, 2023 for entering into proposed material transactions during the financial year 2023-24. Further there, were no materially significant related party transactions that may have potential conflict of interests of the Company at large. All related party transactions were placed before the Audit Committee for review and approval.

Pursuant to the amendment in Regulation 23 of the Listing Regulations, made effective from April 1, 2022, the Company sought prior approval of shareholders in this 40th Annual General Meeting of the Company for entering into proposed transactions during the financial year 2024-25, which are material in nature and may exceed the stipulated limits as specified under said regulation.

The policy on materiality of related party transactions and on dealing with related party transactions as approved by the Audit Committee and the Board of Directors may be accessed on the Company's website at http://www.ruchiinfrastructure.com/Policy%20on%20Dealing%20with%20Related%20Party%20Transactions.pdf. Your directors draw attention of the members to Note no. 50 to the standalone financial statements which set out related party disclosures in terms of the provisions of the Listing Regulations.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company is engaged in service industry and no major expenses have been incurred during the year under review towards technology absorption/capital investments on energy conservation equipments. Relevant information under section 134(3)(m) of the Act, read with rule 8 of the Companies (Account) Rules, 2014 is provided in Management Discussion and Analysis Report forming part of this Directors' Report and 40th Annual Report.

There was no foreign exchange earning or outgo during the financial year under review and the previous financial year.

INTERNAL CONTROL SYSTEM AND ADEQUACY THEREOF

The Company has an adequate internal control system commensurate with the size and nature of its business. These controls ensure that the transactions are authorized, recorded and reported correctly and assets are safeguarded and protected against the loss from unauthorized use or disposition. In addition, there are operational controls and fraud risk controls, augmenting the internal control mechanism.

An internal audit programme covering various activities and periodical reports are submitted to the management as well as Audit Committee of the Board. The Audit Committee, comprises of professionally qualified directors, who interact with the statutory auditors, internal auditors and management on the matters within its terms of reference. Effective policies, guidelines and procedures are in place for effective management of internal financial controls. To maintain its objectivity and independence, the Internal Auditor has access to the Chairperson of the Audit Committee of the Board. The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of Internal Auditor, process owners undertake corrective action in their respective areas and thereby strengthen the controls.

The internal auditors also perform an independent check of effectiveness of key controls in identified areas of internal financial control reporting. The Statutory Auditors Report includes a report on the internal financial controls over financial reporting. The Audit Committee and the Board are of the opinion that the Company has sound Internal Financial Control commensurate with the nature and size of its business operations and operating effectively. During the year, no reportable material weakness in the design or operation of internal control system or their inadequacy was observed.

RISK MANAGEMENT

Risk Management is a strategic business discipline and a continuous process that supports to achieve the Company's objectives by addressing the full spectrum of its risks and managing the impact of those risks. The Company uses the risk management framework as a key tool to proactively identify, assess, treat, monitor and report risks as well as to create a risk- aware culture within the Company. The Board regularly reviews the risk management strategy of the Company with focused approach towards risk associated with core business of storage infrastructure and renewable energy. The Audit Committee of the Board monitors effectiveness of risk management systems. The detailed analysis of risk and concerns of the Company is provided in the Management Discussion and Analysis Report forming part of this Directors' Report and 40th Annual Report.

CORPORATE GOVERNANCE

The Company adheres to the Corporate Governance requirements set out by the Securities and Exchange Board of India (SEBI) and considers Corporate Governance as an instrument to maximize value for all Stakeholders i.e. investors, employees, shareholders, customers, suppliers, environment and the community at large. Good governance practices emerge from the culture and mind-set of the organization. The Company has adopted fair and transparent governance and disclosure practices. A separate report on Corporate Governance forms an integral part of this Annual Report. Certificate of Practising Company Secretary regarding compliance of conditions of Corporate Governance as stipulated under Schedule V of the Listing Regulations, is annexed herewith as **Annexure II** to this Report.

PARTICULARS OF EMPLOYEES

The information required under Section 197(12) of the Act, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed herewith as **Annexure III** to this Report.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has Whistle Blower Policy and has established the necessary Vigil Mechanism in accordance with the provisions of Section 177(9) of the Act and the Listing Regulations. The Company's Vigil Mechanism/Whistle Blower Policy aims to provide the appropriate platform and protection for whistle blowers to report instances of unethical practices, violation of applicable laws and regulations. All employees and Directors have access to the Chairperson of the Audit Committee and the policy also provides adequate safeguards against victimization of persons who use such mechanism and makes provisions for direct access to the Vigilance Officer. The Vigil Mechanism/Whistle Blower Policy is uploaded on the website of the Company at http://www.ruchiinfrastructure.com/vigil-mechanism.html. No complaint is received or pending during the year.

NOMINATION, REMUNERATION AND EVALUATION POLICY

The Nomination, Remuneration and Evaluation Policy of the Company as recommended by the Nomination and Remuneration Committee has been approved by the Board of Directors of the Company in accordance with the provisions of Section 178 of the Act and the Listing Regulations and is available on the website of the Company i.e. http://www.ruchiinfrastructure.com/NominationRemunerationEvaluationPolicy.pdf. The salient features of the policy are:

(a) It applies to the Board of Directors (the "Board"), Key Managerial Personnel (the "KMP") and the Senior Management Personnel of the Company. The primary objective of the Policy is to provide a framework and set standards for the selection, nomination, remuneration and evaluation of the Directors, Key Managerial Personnel and officials comprising the senior management.

(b) It deals with functions, responsibilities and Composition of Nomination and Remuneration Committee.

(c) It sets guidelines/principles for recruitment/appointment of Directors/KMPs/Senior Officials and remuneration thereof.

(d) It deals with evaluation/assessment of Directors/KMPs/Senior Officials of the Company.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company has a duly constituted Corporate Social Responsibility (CSR) Committee, which is responsible for fulfilling the CSR objectives of the Company. The Committee comprises of Mr. Mohan Das Kabra (Chairman), Mrs. Ruchi Joshi Meratia and Mr. Parag Choudhary, as members. The CSR Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) which was approved by the Board and is available on the website of the Company at http://www.ruchiinfrastructure.com/CSR%20Policy%20RIFL.pdf.

The Company's CSR initiatives and activities are aligned to the requirements of Section 135 of the Act and applicable rules thereof. The brief outline/Annual report on the initiatives undertaken by the Company on CSR activities during the year under review is annexed herewith as **Annexure IV** to this report in the format as prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

AUDIT COMMITTEE AND OTHER COMMITTEES OF THE BOARD

Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Committee (Warrants Conversion) have been duly constituted by the Board and the Board has approved their terms of reference/role in compliance with the provisions of the Act and Listing Regulations. The Audit Committee comprises of Mr. Mohan Das Kabra, as the Chairman, Mr. Krishna Das Gupta and Mr. Narendra Shah as the members.

The details of the role and composition of the aforesaid Committees, including the number of meetings held during the financial year under review and attendance at the meetings, are provided in the Corporate Governance Report forming part of this Annual Report.

SECRETARIAL STANDARDS

The Company has duly complied with the applicable 'Secretarial Standards on Meetings of the Board of Directors - SS 1' and 'Secretarial Standards on General Meetings - SS 2' during the year under review.

TRANSFERS TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

During the year under review, no unpaid/unclaimed dividend/equity shares were required to be transferred by the Company to Investor Education and Protection Fund (IEPF).

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

Your Company maintains a safe and healthy work environment, where every employee is treated with respect and is able to work without fear of discrimination, prejudice, gender bias or any form of harassment. Your Company has in place a Prevention of Sexual Harassment Policy in accordance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder to uphold the objectives of the said Act. The policy covers all employees irrespective of their nature of employment and also applicable in respect of all allegations of sexual harassment made by an outsider against an employee. An Internal Complaints Committee (ICC) has also been set up to redress complaints received on sexual harassment. No complaint was pending at beginning of the year and none has been received during the year under review.

GENERAL DISCLOSURES

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions pertaining to such matters during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. No significant or material orders were passed by the Regulators/Courts/Tribunals/any other authority impacting the going concern status of the Company and its operations in future.
5. No instances of fraud were reported by the Statutory Auditors under Section 143(12) of the Act and the rules framed thereunder either to the Company or to the Central Government.
6. No instance of default in repayment of loan or payment of interest thereon was observed during the year under review and no application has been made under the provisions of the Insolvency and Bankruptcy Code, 2016 against the Company.

ACKNOWLEDGEMENT

Your Directors place on record their gratitude for the valued support and assistance extended to the Company by the Share-holders, Banks, Government Authorities and other stakeholders of the Company and look forward to their continued support. Your directors also express their appreciation for the dedicated and sincere services rendered by employees of the Company.

For and on behalf of the Board of Directors

	Narendra Shah	**Krishna Das Gupta**
Date : August 7, 2024	Executive Director	Chairman
Place : Indore	DIN: 02143172	DIN:00374379

ANNEXURE I TO THE DIRECTORS' REPORT

SECRETARIAL AUDIT REPORT
Form No. MR-3
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024

[Pursuant to section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
Ruchi Infrastructure Limited
706, Tulsiani Chambers
Nariman Point
Mumbai -400021

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Ruchi Infrastructure Limited** having CIN: L65990MH1984PLC033878 (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2024 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;
(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
(iii) The Depositories Act,1996 and the Regulations and Bye-laws framed thereunder;
(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment.
(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
   (c) 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;
   (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) 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:

(i) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment and External Commercial Borrowings.
(ii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
   (a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
   (b) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
   (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
   (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: and
   (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards 1 & 2 issued by the Institute of Company Secretaries of India under the Companies Act, 2013.
(ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to this report to the extent applicable, except following

1) *the shareholdings of promoter(s) and promoter group are not 100% in dematerialized form as required under Regulation 31(2) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
2) *Proceedings of Annual General Meetings held on September 21,2023 at 3.30 pm was not submitted within prescribed time of 12 hours from the conclusion of meeting as per Regulation 30(6) of SEBI (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 however it was submitted on September 22, 2023 at 10:32 a.m.*
3) *Non submission of intimation of Board meeting 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 as per 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

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non – Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is generally given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and as informed, there were no dissenting members' views and hence not recorded as part of the minutes.

I further report that as per the explanations given to me and representations made by the management and relied upon by me there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

As per the explanations given to me in the representations made by the management and relied upon by me, I further report that, the following are the specific events/ actions took place, having a major bearing on the Company's affairs, in pursuance of the above referred laws, rules, regulations, guidelines, etc.,

1) The Board of Directors of the Company has issued and allotted 50,00,000 equity shares of face value of Re. 1/- each on 30th January, 2024 consequent to exercise of option of conversion of 50,00,000 convertible warrants (out of 3,07,85,000 convertible warrants issued and alloted in the financial year ended 31st March, 2023).
2) The Board of Directors of the Company has issued and allotted 44,00,000 equity shares of face value of Re. 1/- each on 21st March, 2024 consequent to exercise of option of conversion of 44,00,000 convertible warrants (out of 3,07,85,000 convertible warrants issued and alloted in the financial year ended 31st March, 2023).

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

PR: 1683/2022
UDIN: F001403F000917054

Date: 07.08.2024
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.

Annexure "A"

To
The Members
Ruchi Infrastructure Limited
706, Tulsiani Chambers
Nariman Point
Mumbai – 400 021

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. I have not verified the correctness and appropriateness of financial records and books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate, Specific and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit 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.

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

PR: 1683/2022
UDIN: F001403F000917054

Date: 07.08.2024
Place: Mumbai

ANNEXURE II TO THE DIRECTORS' REPORT

CERTIFICATE ON CORPORATE GOVERNANCE

To the Members,

Ruchi Infrastructure Limited

I have examined the compliance of conditions of Corporate Governance by **Ruchi Infrastructure Limited** for the year ended **31st March 2024**, as stipulated in the Regulation 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanation given to me and based on the representations made by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Regulation 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

CS Prashant Diwan
Practicing Company Secretary
FCS No.: 1403 / CP No.: 1979
PR: 1683/2022
UDIN: F001403F000917111
Date: 07.08.2024
Place: Mumbai

ANNEXURE III TO THE DIRECTORS' REPORT

The information pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as given below:

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:

Mr. Narendra Shah, Executive Director	17.19 : 1.00
Mr. Parag Choudhary, Whole-time Director	11.56: 1.00

   The other Directors are non-executive and hence were paid only sitting fee.

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

Mr. Narendra Shah, Executive Director	9.1%
Mr. Parag Choudhary, Whole-time Director	20.3%
Mr. Ashish Mehta, Company Secretary	11.6%
Mr. Ravindra Kumar Kakani, Chief Financial Officer (upto 21.01.2024)	16.9%
Mr. Pavan Kumar Purohit, Chief Financial Officer (w.e.f 01.02.2024)	Not Applicable

3. The percentage increase in the median remuneration of employees in the financial year: 7.6%
4. The number of permanent employees on the rolls of Company: 122 as on March 31, 2024.
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Managerial	11.33
Non-managerial	9.76

6. Affirmation that the remuneration is as per the remuneration policy of the Company:
   The remuneration is as per the Nomination, Remuneration and Evaluation policy of the Company.

None of the employees has received remuneration equal to or in excess of the limit specified in Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

For and on behalf of the Board of Directors

	Narendra Shah	**Krishna Das Gupta**
Date : August 7, 2024	Executive Director	Chairman
Place : Indore	DIN: 02143172	DIN:00374379

ANNEXURE IV TO THE DIRECTORS' REPORT

ANNUAL REPORT ON CSR ACTIVITIES

To the Members,

1. Brief outline on CSR Policy of the Company**:** CSR Policy of the Company identifies Preventive healthcare, Education, Sustainable Livelihood Development and Rural Infrastructure Development, as thrust areas in meeting its social responsibility. The Company has always been committed to the cause of social service and has repeatedly channelized a part of its resources and activities, such that it positively affects the society socially, ethically and also environmentally.
2. Composition of CSR Committee:

Sr. N.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Mohan Das Kabra	Chairperson of the Committee/ Independent Director of the Company	One (1)	One (1)
2	Mrs. Ruchi Joshi Meratia	Member of the Committee/Independent Director of the Company		One (1)
3	Mr. Parag Choudhary	Member of the Committee/Whole-time Director of the Company		One (1)

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: The Composition of CSR Committee, CSR Policy and Annual Action Plan with projects approved are placed on the website of the Company and are available respectively at http://www.ruchiinfrastructure.com/Compositionofcommittee.html and http://www.ruchiinfrastructure.com/CSR-Policy.html.
4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule 93) of rule 8, if applicable: **Not Applicable.**
5. (a) Average net profit of the company as per section 135(5):**₹ 1,764.29 lacs.**
   (b) Two percent of average net profit of the company as per section135(5): **₹ 35.29 lacs.**
   (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **Nil**
   (d) Amount required to be set off for the financial year, if any: **Nil**
   (e) Total CSR obligation for the financial year [(b) + (c)-(d)]: **₹ 35.29 lacs.**
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):
   (b) Amount spent in Administrative Overheads: **Nil**
   (c) Amount spent on Impact Assessment, if applicable: **Nil**
   (d) Total amount spent for the Financial Year [(a) + (b) + (c)] : **₹ 36 lacs.**
   (e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (₹ in lacs)	Amount Unspent (₹ in lacs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the fund	Amount	Date of transfer
36.00	-	-	-	-	-

   (f) Excess amount for set off, if any

Sr. No.	Particular	Amount (₹ in lacs)
(i)	Two percent of average net profit of the company as per section 135(5)	**35.29**
(ii)	Total amount spent for the Financial Year	**36.00**
(iii)	Excess amount spent for the financial year [(ii)-(i)]	**0.71**
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	**-**
(v)	Amount available for setoff in succeeding financial years [(iii)-(iv)]	**0.71**

7. Details of Unspent CSR amount for the preceding three financial years:

Sr. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section135(6) (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Amount spent in the reporting Financial Year (in ₹).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.		Amount remaining to be spent in succeeding financial years. (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of transfer		
-	-	-	-	-	-	-	-	-

8. Whether any capital assets have been created or acquired through Corporate Social responsibility amount spent in the Financial Year: **No**

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): **Not Applicable**

For and on behalf of the Board of Directors

Date : August 7, 2024
Place : Indore

Narendra Shah
Executive Director
(DIN : 02143172)

Mohan Das Kabra
(Chairman CSR Committee)
(DIN : 07896243)

Management Discussion and Analysis Report

INDUSTRY STRUCTURE AND DEVELOPMENT

Company is primarily engaged in the business of storage infrastructure and renewable energy, viz.

(a) Liquid storage facilities for handling bulk storage of liquid commodities such as edible oils, petroleum products, bitumen, paraffins, liquid chemicals, with transfer via pipeline etc.

(b) Warehousing facilities including storing agri commodities such as wheat, maize, soybean, cotton, chana etc. as well as extending customised warehousing facility for various industries dealing in FMCG, E-commerce, cement, white goods, soap, adhesive, paint etc. and

(c) Renewable Energy – The Company has set up wind energy projects in MP including through 100% subsidiary. The Company is also evaluating opportunities for expansion in this sector.

India comprises a significant size maritime sector with 13 Major and 200+ Non-Major Ports situated along its 7500 km long coastline spanning 13 maritime States and Union Territories and a vast network of navigable waterways. The country's maritime sector plays a crucial role in its overall trade and growth, with 95% of the country's trade volume and 65% of the trade value of India's International trade being undertaken through maritime transport.

Liquid storage tank terminal facility business is increasing in India amid challenges like increasing traffic and limited storage capacities. Tanks for storage of Edible oil, black oil, Bitumen, Chemicals, LPG, etc., has boomed in recent years.

Bulk liquids consisting of Petroleum, Oil & Lubricants (POL), Bulk Liquid Chemicals, etc., feed a reasonable number of significant market sectors and industries such as petrochemicals, chemicals, synthetic fibers, power generation, food processing and pharma are in requirement of amicable handling solutions for the same.

Government is keen and giving top priority to port-led infrastructural development so that the immense potential of Indian coastline strength can be harnessed to the fullest.

India is the 6th largest chemicals producer in the world and the 4th largest agro-chemical producer globally. India's chemical's trade balance is negative with imports being significantly higher than exports. The critical challenges faced in Liquid bulk handling facility is above optimum capacity utilization because of capacity mismatch and inadequate port infrastructure.

In recent times, Indian warehousing market has been on a high growth trajectory. Also, since the outbreak of COVID-19, the usage of warehousing facilities by e-commerce platforms has risen sharply as demand for goods has been at an unprecedented high, boosting the e-commerce market and warehousing space requirements alike. Further, after e-commerce, Quick-Commerce and instant delivery modal has generated tremendous demand. This kind of demand has got focus and attention of many domestic and international investors. Growth of new segments like organized food delivery, has also fueled because of the pandemic, resulting in incremental demand for customized warehousing space.

As a result of such demands, the warehousing industry has emerged as a resilient asset class and continues to show an uptrend within the real estate sector. A lot of capital is also being allocated to the technological infrastructure of the warehouse, to ensure automation and efficient operations.

As per the information and reports available in public domain, it is estimated that the annual warehousing transactions for the top eight Indian cities (primary markets) will grow at a compound annual growth rate (CAGR) of 19% to 76.2 mnsqft (7.08 mnsq m) by the financial year 2025-26. The warehousing sector of India is set to cross the 300 million square feet (MSF) mark by 2025, according to a report jointly launched by CREDAI and CRE Matrix. Currently, the overall Grade A warehousing stock stands at 216.2 MSF. In Q1CY24, India witnessed a 5 per cent increase in rentals, reflecting how India's warehousing demand continues to surpass supply with the absorption to supply ratio standing at 1.4 in the quarter. Thus, there is wonderful growth opportunity in all the sub-verticals of Warehousing and Storage business. The annual investments in the logistic sector are expected to reach $500 billion by 2025-26.

Thrust to infrastructure development across sectors such as roads, ports, economic corridors, affordable housing, solar and wind energy is identified by the Government as an important lever to generate growth and employment. The government's impetus to the national infrastructure pipeline (NIP) is one of the examples. The Government has rightly recognized the need to lessen the burden of the budgetary support for the vast amount of funds required for infrastructure sector. The Government has emphasized the role of private investment and the PPP route for funding the developmental of infrastructural initiatives. Government's project DMIC (Delhi Mumbai Industrial corridor is covering the maximum area from MP and the company's 5 warehouses are now in the proximity of the corridor.

The Indian warehousing industry accounts for around 15% of the total logistics market in globe. It is the second most important component after transportation and also expected to add more capacity in next two-three years. The industry structure is highly fragmented especially the industrial warehousing segment with the un-organised players accounting for 70 to 75 percent of the total warehousing space. However, the logistics industry faces challenges such as under-developed material handling infrastructure, fragmented warehousing, multiple regulatory & policy making bodies, lack of seamless movement of goods across modes, minimal integrated IT infrastructure. In order to develop this sector, focus on new technology, improved investment, skilling, removing bottlenecks, improving inter-modal transportation, automation, single window system for giving clearances, and simplifying processes are being considered. The industry believes that the concerns are in process of being addressed.

In the same manner, Renewable Energy is also accorded priority in the Energy sector in the country for past years. As a part of its Paris Agreement commitments, the Government of India has set an ambitious target of achieving 175 GW of renewable energy capacity .These include100 GW of solar capacity addition and 60 GW of wind power capacity.

INDUSTRY OUTLOOK

The Indian warehousing industry is set to grow at a CAGR of 8 to 10 percent and modern warehousing at 25 to 30 percent over the next five years due to various factors including anticipated increase in global demand, growth in organized retail coupled with increasing manufacturing facilities, presence of extremely affordable and desirable e-commerce options and growth in international trade. Agri spot market is on growing trend on all exchanges, including NCDEX, MCX and BSE's portal. Going forward, a responsive supply chain will be a combination of speed, cost and efficiency. Market and demand patterns are changing very rapidly and the ultimate strategy would be opting for agile supply chain management.

Edible oil and chemicals are mostly stored in commercial tank farms. Demand for liquid storage is increasing in India amid increasing traffic and limited existing capacities. Currently, the utilization of commercial farm tanks in India is around 80 percent. Bitumen is used as a binder in road construction and in roofing and waterproofing applications. Almost 90% of the bitumen is used in India in road construction with the balance of 10% shared for roofing and waterproofing, adhesives, insulation, etc. In the construction and industrial sector, bitumen is an important raw material for manufacturing road, water tanks, dams, and bridges due to its high viscosity, stickiness, and water-resistance properties. According to government data, highway construction works are done on an average to 25 kms per day but due to the pandemic impact it fell to 21.3 kms in the last fiscal year.

Government of India under its flagship schemes- Sagarmala Project, Bharatmala Project, Parvatmala Project, etc. aims to enhance the logistics sector by building new mega ports, connecting waterways to coastline and make an alternative to conventional roads in difficult hilly areas. The goal is to improve commuter connectivity and convenience while also promoting tourism.

India is the one of the largest importers of Bitumen and imports most of its Bitumen from United Arab Emirates, Iraq and Belgium. It is sure that in coming times, demand and supply for Bitumen Storage will enhance. Capacity to store Bitumen is limited in India as it requires insulated tanks, pipelines & allied infrastructure and skilled labour. Company is well placed to capitalize by initiating construction of tanks dedicated for storage of Bitumen.

Tank Farm Industry is on the threshold of phenomenal growth in India. There is a good demand for SS tanks, Floating Roof Tanks, storage tanks for specialized products like Bitumen & Coal Tar and bunkering fuels supply.

The factors influencing the aggregate demand are as follows:

1. Consumption led demand by per capita income, booming e-commerce industry and Fast Moving Consumer Goods market gaining traction.
2. Manufacturing led demand -Make in India campaign is expected to increase the manufacturing activities in India, entailing demand for warehousing. The warehousing segment is expected to attract an investment of close to '150 billion in the next five years. The "Make in India initiative" is expected to boost the manufacturing sector to 10 percent growth. The manufacturing sector spends 2 to 20 percent of its revenue on logistics.
3. Improvement in International trade (Export and Import).
4. Emergence of organized retail and E-commerce and other online delivery modules.
5. Increasing private and foreign investments in infrastructure and logistics.
6. Easing of Government regulations in Agriculture sector.
7. Rapid expansion of highway and expressway infrastructure

The new growth drivers such as organised retail, information technology (IT), telecommunications and health care can be considered as high potential sectors. The growth of these drivers, backed by the advent of technological advancements, is likely to rise the demand for organised and automated warehouses going forward.

The industry is trying to address the structural limitations of the warehousing industry viz. lack of alignment of capacity, absence of appropriate scale to support value-oriented pricing, low capital and operating efficiencies, in-appropriate level of automation. Established players are also bringing in new technologies in the market. This is leading to focus on mechanization and better cost management.

From a mere combination of transportation and storage services, logistics is fast emerging as a strategic function that involves end to end value added solutions to improve the efficiency of the supply chain and to offer better value to the consumers of the services. Growing demand for better services at lower costs has led to the emergence of organized warehousing in the country. Appropriate size of storage, locational factors to facilitate better connectivity between the provider, aggregator and end user, Efficient inventory management systems, Modern storage solutions, automation of warehouses for the effective utilization of space and MIS implementation are key differentiating factors which would be considered in future investments in the sector for the organized players, keeping in view the long term and sustainable advantage.

It is believed that the following initiatives would contribute towards creating a sustainable roadmap for the growth of the logistics sector in the years to come:

(a) Infrastructure enablement

The government has reiterated its steadfast commitment to modernizing the functionalities of Indian logistics with a key focus on infrastructure development. Further Central Government's grant of 'Infrastructure Status' to the logistic sector including warehousing, had also proved to be catalyst. The ambitious Delhi Mumbai Industrial corridor is passing through MP and some of existing and planned warehouses are falling on strategic locations near corridor. The Sagarmala initiative is a key step in doubling India's coastal shipping share in the country's broader modal mix and aims at formulating a comprehensive shipping policy and optimizing the country's maritime assets. The high-speed, freight-only Dedicated Freight Corridor Project aims at decongesting a heavily saturated road network and reducing freight transit times from industrial heartlands in north India to ports on the eastern and western coast of the country.

(b) Regulatory support

Key reform measures and policy interventions like the unveiling of the Goods and Services Tax, (GST), relaxed FDI regulations and granting of infra status has boosted the core competencies of the Indian logistics industry. The ongoing trade policy related matters between the US and China presents India with the key opportunity to expand its export trade and correct its trade imbalances with the Asian economic powerhouse. There are also some reforms being implemented in mandi operations in Madhya Pradesh, the state in which the warehouses of the Company are located, with the objective of creating environment of ease of doing business. Further, Government plan to create buffer stock in various states is going to give boost to warehousing demand.

(c) Technological leverage

The emergence of new-age empowering technologies like artificial intelligence, internet of things and machine learning will disrupt the conventional workings of the country's logistics sector. The impact of these technologies is anticipated to enhance productivity across the supply chain spectrum and streamline operational processes thus resulting in boosting efficiencies of supply networks, reduce wastages and lead to supply chain optimization.

The above growth will have a positive cascading impact on the growth of storage infrastructure opportunities in India. The Company is in the process of developing capabilities to customize the set up for existing and potential customers to derive mutual benefits. Several initiatives like online monitoring, digital stock management etc are the systems being implemented already.

BUSINESS STRATEGY; OPPORTUNITIES AND THREATS

(a) Liquid Storage Business Vertical : Your company has storage infrastructural facilities at strategic locations across the country. Your Company is exploring a number of options to leverage the strengths of the company viz. being the major player in the bulk liquid storage industry, having experienced and well-trained manpower and a strong track record in terms of strategic alliance with third parties. Your company focuses on further expanding and optimizing its network of storage terminals, providing specialist logistic concepts and entering into strategic alliances that provide related logistic services. This year company has expanded it's liquid storage capacity and the revenue from the expanded capacity is expected to be added up in coming years.

(b) Warehouse Storage Business : This vertical of the company is performing consistently and has achieved around 20% + EBDTA growth CAGR for past few years. Company in the middle of complete Business Transformation and in last 12-14 quarters it has established itself as one of the leading warehouse and service provider in M.P. Further, your company is poised to generate even higher annual profitability in the financial year 2024-25. Construction of three new warehouses was completed in last year and the revenue also started from those warehouses. The revenue impact of the same will be seen in H1 of financial year 24-25. The company has not only enlarged the product portfolio to include storage of various non-agriproducts but also has successfully started construction of customized warehouse for the prospective customers. This will enable the company to utilize the facilities efficiently, unlock the potential value, from time to time, due to better economies of scale and visibility in the growing space with better connect with the existing and potential consumer base. Company is gearing up to counter the prevailing challenges and convert these to opportunities, which has resulted into diversified portfolio of customer and visible growth in revenue.

This will entail investments, strengthening of the existing systems, strategic partnerships/alliances etc. to cater to growing supply chain dynamics. The competition in this industry is, however, increasing due to many factors including technological factors, capacity orientation, efficiency in costs, dynamic changes in the needs of user industry apart from seasonality. Your company is aware of the changing nature of the storage industry and reviewing action plans to be constantly relevant to the user industry and facilitate value addition.

(c) Renewable Energy: Your Company has 10.8 MW wind power project which has been in operations for around 14 years and the project is Debt free. Also a 14.7 MW wind project in successful operation in its 100% subsidiary. In this project also the debt is reduced to less then 40% of initial sanction and the generation and revenue is at par with the expectations with clear visibility of next 17 years. Both the projects are running successfully. With seasoned and experienced team and good network, your company is now exploring opportunity to enter into Solar power as well.

RISKS AND CONCERNS

Government policies have always played very important role. Despite that the policies are progressive in the infrastructure segment owing to various factors including infrastructural needs, demand–supply gap, economic growth, technological advancement to achieve operational/cost efficiencies and equitable view towards various stakeholders, the Company is keenly tapping the private market to minimize the risks associated with changes in government policies. Still the portion of business which is being done with Government brings in the risk of delayed payment. Company is concerned with duty structure of the imported edible oil which changes the business dynamics even when there is slightest change in the duty structure. The management reviews the potential risk factors on an ongoing basis and appropriate measures are taken to mitigate the risks.

Construction costs have increased due to rising material prices such as crude oil, steel, aluminum, cement, labour, equipment rental costs, and costs of plumbing and fixtures. Additionally, Covid-19 has caused a significant shift in construction costs, resulting in slightly higher material costs and supply chain disruptions.

INTERNAL CONTROL SYSTEM AND ADEQUACY THEREOF

The Company's internal control systems are adequate and ensure that all corporate policies are strictly adhered to and that transparency is maintained at all levels and functions throughout the organization. Systems have been put in place at all levels to ensure optimum usage of resources and to minimize risks across all activities undertaken by the Company. The internal control systems are designed to ensure the safety of all assets of the Company and also to ensure that all transactions are carried out as per the documented policies, guidelines and procedures. Detailed framework of internal financial controls and adequacy thereof is included in the Directors' Report.

ENERGY CONSERVATION

Your Company is focused towards the energy conservation at macro as well as micro level. Its renewable energy business is already generating approximately 40 million green energy units (including generation of subsidiary company) which is sufficient to light up around 15000 homes for a year. Further, at micro level and as a continuous process company is actively pursuing towards reducing its carbon footprint by way taking small measures including but not limiting tousage of only 5 star rated components/equipment in office space.

KEY FINANCIAL RATIOS ANALYSIS

	2023-24	2022-23	Change (in %)
Debtors Turnover (Days)	**57**	62	(7)
Inventory Turnover(Days)	**102**	58	76
Interest Coverage Ratio (Times)	**10.54**	1.72	515
Current Ratio (Times)	**2.71**	1.37	98
Debt Equity Ratio (Times)	**0.31**	0.43	(27)
Operating Profit Margin(%)	**8.10**	(0.11)	(7471)
Net Profit Margin (%)	**25.57**	0.05	47050
Return on Net Worth (%)	**6.23**	0.00	129599

1) Debtors' Turnover ratio has reduced in financial year 2023-24 as compared to the previous year due to better recoveries.
2) Inventory turnover ratio has increased in financial year 2023-24 as compared to previous year due to lower turnover & increase in inventory carried.
3) Interest coverage ratio has increased in financial year 2023-24 as compared to the previous year due to higher profit.
4) Current Ratio has increased in financial year 2023-24 due to decrease in current liabilities.
5) Debt Equity ratio has improved in financial year 2023-24 due to preferential issue of equity shares and repayment of debt.
6) Operating profit margin has improved during the financial year 2023-24 as compared to previous year due to better capacity utilisation.
7) Net Profit Margin has increased during the financial year 2023-24 due to higher profit.
8) Return on net worth has increased in financial year 2023-24 as compared to the previous year due to higher profit.

SEGMENT PERFORMANCE

The detailed analysis of operations and financial results is provided in the Directors' Report. The financial statements have been prepared in accordance with notified Ind AS. The detailed segment-wise performance is given in Note No. 50 to the stand alone financial statements of the Company. There were no material changes/developments in human resources requirement during the year under review.

Corporate Governance Report

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate governance aims to create and enhance long-term sustainable value for the stakeholders through ethically driven business process. At Ruchi Infrastructure Limited ('the Company' or 'RIL'), it is imperative that our company affairs are managed in a fair and transparent manner. We, at RIL, ensure that we evolve and follow the corporate governance guidelines and best practices. We consider it our inherent responsibility to disclose timely and accurate information regarding governance of the Company. The Company strives to conduct its affairs, with the objective of enhancing the value for all of its stakeholders. RIL believes that improvement in business processes and practices is a continuous process which facilitates companionship among the stakeholders and calls for fair, transparent and prudent corporate actions and behavior.

BOARD OF DIRECTORS

Composition of the Board

Board of Directors of RIL ('The Board') comprises of six directors. Mr. Krishna Das Gupta, Non-Executive Independent Director is the Chairperson of the Board. Mr. Mohan Das Kabra and Mrs. Ruchi Joshi Meratia are the other Non-Executive Independent Directors. Mr. Narendra Shah and Mr. Parag Choudhary are respectively the Executive Director and Whole-time Director of the Company. Mr. Ashutosh Pandey is a Non-Executive Director. There is no institutional or nominee or government director on the Board.

The Board of Directors of the Company at its meeting held on August 7, 2024, subject to members' approval, changed the designation of Mr. Parag Choudhary to 'Director (Technical)' with effect from September 1, 2024, approved appointment of Mr. Narendra Shah as Managing Director with effect from September 1, 2024, appointed Mr. Sankalp Ved as Director (Operations) with effect from September 1, 2024 and proposed appointment of Mr. Ashutosh Pandey as an Independent Director for a term of five years with effect from September 1, 2024.

In the opinion of the Board, the independent directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and are independent of the management. None of the Directors is debarred from holding the office of Director by virtue of any order of SEBI or any other authority. They possess rich and varied experience with skills in critical areas like governance, finance, entrepreneurship, management etc. The terms and conditions of appointment of Independent Directors are listed down in the letters of appointment, available on the Company's website at http://www.ruchiinfrastructure.com/Terms-and-Condition.html.

Independent Directors Meeting

During the year under review, a separate meeting of the Independent Directors was held on May 29, 2023 without the attendance of Non-Independent Directors and Management Personnel. Various matters were discussed by the Independent Directors at the said meeting, including, inter alia, matters as prescribed in the Schedule IV of the Companies Act, 2013 (the Act) and Listing Regulations, viz. review of the performance of Non-Independent Directors and the Board as whole, review of the performance of the Chairman, assessment of the quality, quantity and timeliness of flow of information between the Company's management and the Board, that is necessary for the Board to effectively and reasonably perform its duties. None of the Independent Directors resigned during the year under review.

Meetings of the Board

The maximum gap between any two meetings of the Board was less than 120 days. All material information was circulated to all the Directors before the meeting or placed at the meeting, including minimum information required to be made available to the Board as prescribed under Part A of Schedule II of the Listing Regulations. The necessary quorum was present in each of the Board meetings. In case of urgent business need, the Board's approval was obtained by way of circular resolution in accordance with the Act. The Board met four times during the financial year under review. The dates of board meetings are May 29, 2023, August 07, 2023, November 07, 2023 and February 05, 2024. During the year under review, the Board of Directors has accepted all non-mandatory recommendations made by the committee of the Board.

Name of Director	DIN	Category	Number of Board meetings during the financial year 2023-24		Whether attended the last AGM	Number of Directorship in other Public Companies as on March 31, 2024		No. of Committees position in other Public Companies as on March 31, 2024	
			Held	Attended		Chairperson	Member	Chairperson	Member
Mr. Krishna Das Gupta	00374379	Independent (Non-executive) Chairperson	4	4	No	-	3*	1	4
Mr. Mohan Das Kabra	07896243	Independent (Non-executive)	4	4	Yes	-	-	-	-
Mr. Narendra Shah	02143172	Executive Director	4	4	No	-	2	-	-
Mr. Parag Choudhary	07845977	Whole-time Director	4	3	Yes	-	1	-	-
Mrs. Ruchi Joshi Meratia	07406575	Independent (Non-executive)	4	4	Yes	-	3	-	2
Mr. Ashutosh Pandey	07828687	Non-Independent (Non-executive)	4	4	Yes	-	-	-	-

*Mr. Krishna Das Gupta is Independent Director of following listed Companies: PTC Industries Ltd. and Ema India Ltd.

No other director is on the Board of any other listed entity. Private Limited and Section 8 Companies (if any) as defined under the Act, where the Directors of the Company are directors, have been excluded for the above purpose. Further, as per the Listing Regulations, chairman/membership of Audit Committees and Stakeholders Relationship Committees only are considered for the purpose of Committee positions.

All the directors of the Company are well complied with the obligations and provisions as to maximum number of directorships, committee memberships, etc. as envisaged under Regulation 17A and 26 of the Listing Regulations. None of the Directors of the Company holds any equity share or convertible instruments in the Company as on March 31, 2024. None of the directors of the Company is related to any of the other directors of the Company.

In terms of Section 150 of the Act read with Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors are enrolled in the Independent Director's Data Bank maintained with the Indian Institute of Corporate Affairs. Details of Familiarization Programmes imparted to Independent Directors may be accessed at http://www.ruchiinfrastructure.com/Familiarizationprog.html.

The Board of Directors has identified the following skills/expertise/competencies for its effective functioning:

(a) Leadership/Corporate Strategy & Management – Mr. Narendra Shah and Mr. Parag Choudhary.

(b) Corporate Governance and Disclosure - Mr. Krishna Das Gupta and Mrs. Ruchi Joshi Meratia.

(c) Financial Literacy - Mr. Krishna Das Gupta, Mr. Mohan Das Kabra, Mr. Ashutosh Pandey, Mrs. Ruchi Joshi Meratia and Mr. Narendra Shah.

(d) Social and Environmental Accountability - Mr. Mohan Das Kabra, Mr. Parag Choudhary and Mrs. Ruchi Joshi Meratia.

(e) Training and Education– Mr. Narendra Shah, Mr. Ashutosh Pandey and Mr. Parag Choudhary.

Code of Conduct

The Board of Directors has an important role in ensuring good corporate governance and has laid down a comprehensive Code of Conduct for Directors and Senior Management of the Company. The Code has also been posted on the website of the Company. All Directors and Senior Management personnel have affirmed the compliance thereof for the year ended March 31, 2024. A declaration pursuant to Regulation 26(3) read with Para D of Schedule V of the Listing Regulations, signed by the Executive Director of the Company is attached to this Report (as **Annexure I**).

AUDIT COMMITTEE

The objective of the Audit Committee is to keep a vigil and oversight on the Management's financial reporting process with a view to ensure timely and transparent disclosures in the financial statements.

The terms of reference of the Committee are extensive and meet the requirements as mandated in terms of provision of Section 177(4) of the Act and that as per point A of Part C of Schedule II to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The role of the Committee includes meticulous review and monitoring the financial reporting system within the Company and considering un-audited and audited financial results, as may be applicable, for the relevant quarters and year before being adopted by the Board. The Committee generally reviews internal audit reports, approval of transactions with related parties, scrutiny of inter corporate loans, review and evaluation of internal financial controls, review of independence of Auditors, legal compliance reporting system, presentation of segment-wise reporting, review of internal control systems, major accounting policies and practices, compliance with accounting standards and risk management.

The Company Secretary acts as the Secretary to the Committee. The Committee meetings were also attended by Chief Financial Officer, Business heads, Accounts and Finance executives, Statutory Auditors and Internal Auditor of the Company on need basis.

Constitution and Composition

The Audit Committee comprises of Mr. Mohan Das Kabra, as the Chairman, Mr. Krishna Das Gupta and Mr. Narendra Shah as the members. Mr. Mohan Das Kabra, the Chairman of the Committee is an Independent, Non-executive Director and has a strong financial and accounting background. He attended 39th AGM held on September 21, 2023 to address shareholder queries. All the members of the Committee are financially literate and the composition of Committee is in accordance with the Regulation 18 of Listing Regulations and Section 177 of the Act.

Meeting and attendance during the year

During the financial year under review, the Audit Committee met four times on following dates: May 29, 2023, August 7, 2023, November 7, 2023 and February 5, 2024. The meetings were scheduled in advance. Mr. Krishna Das Gupta, Mr. Mohan Das Kabra and Mr. Narendra Shah attended all the audit committee meetings.

NOMINATION AND REMUNERATION COMMITTEE

The brief terms of reference of the Nomination and Remuneration Committee are as follows:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

    a) use the services of an external agencies, if required;

b) consider candidates from a wide range of backgrounds, having due regard to diversity; and consider the time commitments of candidates.

3. Formulation of criteria for evaluation of Independent Directors and the Board of Directors;
4. Devising a policy on diversity of Board of Directors;
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommended to the Board of Directors for their appointment and removal.
6. Whether to extend or continue the terms of appointment of the independent directors, on the basis of the report of performance evaluation of independent director.
7. Recommend to the board, all remuneration, in whatever form, payable to senior management.

Constitution and composition

The Nomination and Remuneration Committee comprises of Mrs. Ruchi Joshi Meratia, Non-Executive and Independent Director as the Chairperson of the Committee alongwith other two non-executive and Independent Directors, viz. Mr. Mohan Das Kabra and Mr. Krishna Das Gupta. The composition of Committee is in compliance with Regulation 19 of Listing Regulations and Section 178 of the Act.

Meeting and attendance during the year

During the financial year under review, the Nomination and Remuneration Committee met on May 29, 2023, August 7, 2023 and February 5, 2024. Mrs. Ruchi Joshi Meratia, Chairperson and Mr. Mohan Das Kabra, Member attended all the meetings and Mr. Krishna Das Gupta, Member attended all the meetings held during the financial year except the one held on February 5, 2024.

Performance Evaluation criteria for Independent Directors

Performance evaluation criteria for Directors, KMPs and the senior officials of the Company are included in Nomination, Remuneration and Evaluation Policy of the Company. The same is available on the website of the Company at http://www.ruchiinfrastructure.com/NominationRemunerationandEvaluationPolicy.pdf. The Nomination and Remuneration Committee has formulized various criteria to assess director's performance, which are not exhaustive and include:

a) Director's ability to maintain utmost standards of ethics, integrity, confidentiality and objectivity in the decision making process at the Board/Committees level.

b) Director's preparedness and ability to be well-informed and focused at the corporate governance level in meetings of the Board of Directors and Committees thereof.

c) Director's willingness to devote time and effort to understand Company's business and operations and his/her contribution in up keeping corporate governance level aligned with regulatory, fiduciary and ethical standards and benchmarks.

SENIOR MANAGEMENT

Senior management includes Directors, Key Managerial Personnel, Functional Heads and couple of Location Heads in accordance with HR Policy of the Company. During the year under review, Mr. Pavan Kumar Purohit was appointed as Chief Financial Officer with effect from February 1, 2024 of the Company in place of Mr. Ravindra Kumar Kakani, who has tendered his resignation with effect from January 21, 2024.

REMUNERATION OF DIRECTORS

(a) **Remuneration of the Executive Director/Whole-time Director**

The remuneration paid by the Company to Mr. Narendra Shah, Executive Director and Mr. Parag Choudhary, Whole-time Director during the financial year under review are ₹ 72.57 Lakhs and ₹ 27.16 Lakhs respectively. Since November 1, 2023, no amount is payable to Mr. Parag Choudhary by the Company except a notional amount of ₹ 1/- per month. Detailed break-up of such remuneration are provided in Notice of ensuing 40th AGM and the explanatory statements attached thereto. Mr. Parag Choudhary, Whole-time Director of the Company also received remuneration/consultancy fee of ₹ 17.44 Lakhs from Mangalore Liquid Impex Pvt. Ltd. (Subsidiary Company) for the financial year under review. Except the payment of such aforesaid remuneration, no other benefits, stock options, incentives, severance fees etc. is paid/payable to the Executive Director/Whole-time Director. In terms of HR policy notice period of three months is applicable to them.

(b) Remuneration of Non-Executive Directors

Except the payment of sitting fees, no other remuneration, commission, fee, etc. is paid/payable for the year to the non-executive directors. As approved by the Board of Directors and in accordance with the Articles of Association of the Company, the non-executive directors are paid ₹ 4,000/- for each meeting of Board or Committee thereof attended by them.

The following table shows the amount of sitting fees paid to the non-executive directors for the financial year under review:

Sr. No.	Name of Directors	Sitting fees (in ₹)
1	Mrs. Ruchi Joshi Meratia	68,000
2	Mr. Mohan Das Kabra	68,000
3	Mr. Krishna Das Gupta	44,000
4	Mr. Ashutosh Pandey	32,000

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Committee considers and resolves the grievances of the shareholders of the Company, including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends, etc., made directly to Company or its Registrar or made through Centralized Web-based SEBI Complaint Redressal System (SCORES) and reviews other matters, measures and activities pertaining to investors services, as per the terms of reference of the Committee aligned with statutory and regulatory requirements of the Listing Regulations and the Act.

Constitution and composition

The Stakeholders Relationship Committee of the Board comprises of Mrs. Ruchi Joshi Meratia, Non-Executive Independent Director (Chairperson), Mr. Narendra Shah, Executive Director and Mr. Ashutosh Pandey, Non-Executive Non-Independent Director. The composition of Committee is in compliance with Regulation 20 of Listing Regulations and Section 178 of the Act.

Name and Designation of Compliance Officer

Mr. Ashish Mehta, Company Secretary & Compliance Officer.

Meeting and attendance

During the financial year under review, the Stakeholders' Relationship Committee met on May 29, 2023, August 7, 2023, November 7, 2023 and February 5, 2024. All the members attended all four meetings held during the year.

Details of shareholders complaints

No complaint was received during the year under review and no complaint was pending or unresolved as on March 31, 2024.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The brief terms of reference of the Corporate Social Responsibility Committee are as follows:

1. Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company in areas or subjects, specified in Schedule VII of the Companies Act, 2013 and shall conform to rules made thereunder, as amended from time to time.
2. Recommend the amount of expenditure to be incurred for CSR activities.
3. Monitoring the implementation of frame work of CSR policy.
4. Carry out other functions as mandated by the Board from time to time and/or stipulated by the Companies Act, 2013 and rules made thereunder, as amended from time to time or as may be necessary or appropriate for performance of its duties.

Constitution and composition

The Corporate Social Responsibility Committee of the Board comprises of Mr. Mohan Das Kabra as the Chairperson, Mrs. Ruchi Joshi Meratia and Mr. Parag Choudhary as members. The composition of the Committee is in compliance with section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014.

Meeting and attendance

During the financial year under review, the Corporate Social Responsibility Committee met on August 7, 2023. Mr. Mohan Das Kabra (Chairperson), Mr. Parag Choudhary (Member) and Mrs. Ruchi Joshi Meratia (Member) attended the meeting.

COMMITTEE (WARRANTS CONVERSION)

The objective of the Committee (Warrants Conversion) is to allot equity shares upon conversion of convertible warrants issued by the Company on preferential basis during the year under review and to monitor expenditure/utilisation of proceeds of preferential issue(s) and to deal with allied aspects of preferential issue(s) including but not limiting to seek professional advice, when necessary, etc.

Constitution and composition

The Committee (Warrants Conversion) comprises of Mr. Mohan Das Kabra as Chairperson and Mrs. Ruchi Joshi Meratia and Mr. Parag Choudhary as members. Such committee shall be an adhoc committee to exist till the completion of its objectives and allied corporate actions pertaining to aforesaid purpose/objectives/terms of reference.

Meeting and attendance

During the financial year under review, the Committee (Warrants Conversion) met on August 7, 2023, November 7, 2023, January 30, 2024 and March 21, 2024. Mr. Mohan Das Kabra (Chairperson) and Mrs. Ruchi Joshi Meratia (Member) attended all the meetings and Mr. Parag Choudhary (Member) attended all the meetings except the one held on November 7, 2023. A resolution by circulation was also passed by such committee on May 26, 2023.

INFORMATION ON GENERAL BODY MEETINGS

Annual General Meetings

The venue, dates and time of holding the last three Annual General Meetings and particulars of special resolutions passed thereat are as under:

37th AGM held on September 17, 2021 at 3.30 PM Through Video Conferencing/Other Audio Visual Means. No special resolution was passed.

38th AGM held on September 26, 2022 at 3.30 PM Through Video Conferencing/Other Audio Visual Means. No special resolution was passed.

39th AGM held on September 21, 2023 at 3.30 PM Through Video Conferencing/Other Audio Visual Means. The following special resolutions were passed:

i. Approval for appointment of Mr. Parag Choudhary (DIN: 07845977) as Whole-time Director of the Company.

ii. Approval for revision in redemption schedule of 54,60,613 – 6% Non-Convertible Cumulative Redeemable Preference Shares.

Extra-ordinary General Meeting

No extra-ordinary general meeting of members of the Company was convened during the financial year under review.

Resolution passed by way of Postal Ballot

No resolution was passed by way of postal ballot during the financial year 2023-24. No special resolution is proposed to be conducted through postal ballot.

SHAREHOLDERS' COMMUNICATION

Your Company focuses on prompt, continuous and efficient communication to all its stakeholders. The Company constantly interacts with shareholders through multiple channels of communication such as circulation of annual report through e-mails, updating the information on Company's website, publication of quarterly and annual financial results and other notices for stakeholders in English and regional (Marathi) language newspapers, i.e., Free Press and Navshakti.

The Company's website i.e. www.ruchiinfrastructure.com is updated from time to time with relevant information, including quarterly results, subsidiary financials, policies of the Company, shareholding patterns, corporate governance reports, Annual Reports, etc., apart from other regular and timely disclosures to the concerned stock exchanges.

GENERAL SHAREHOLDERS' INFORMATION

The financial year of the Company under review is from April 1, 2023 to March 31, 2024.

40th Annual General Meeting

Date : Monday, September 16, 2024.

Time : 3.30 pm

Venue : The 40th Annual General Meeting is being convened through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of members of the Company at a common venue.

Cut-off date for the purpose of ascertaining voting rights: Monday, 9th September, 2024.

Listing on Stock Exchanges and Stock Codes:

The ISIN of Equity Shares of the Company is INE413B01023 and such shares are listed on the following Stock Exchanges:

		Stock Code
(a)	BSE Ltd. (BSE) P.J. Tower, Dalal Street, Mumbai - 400 001.	**509020**
(b)	National Stock Exchange of India Limited (NSE) Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051.	**RUCHINFRA**

The Company has duly paid the annual listing fee for the financial years 2023-24 and 2024-25 to the BSE Ltd. and the National Stock Exchange of India Limited.

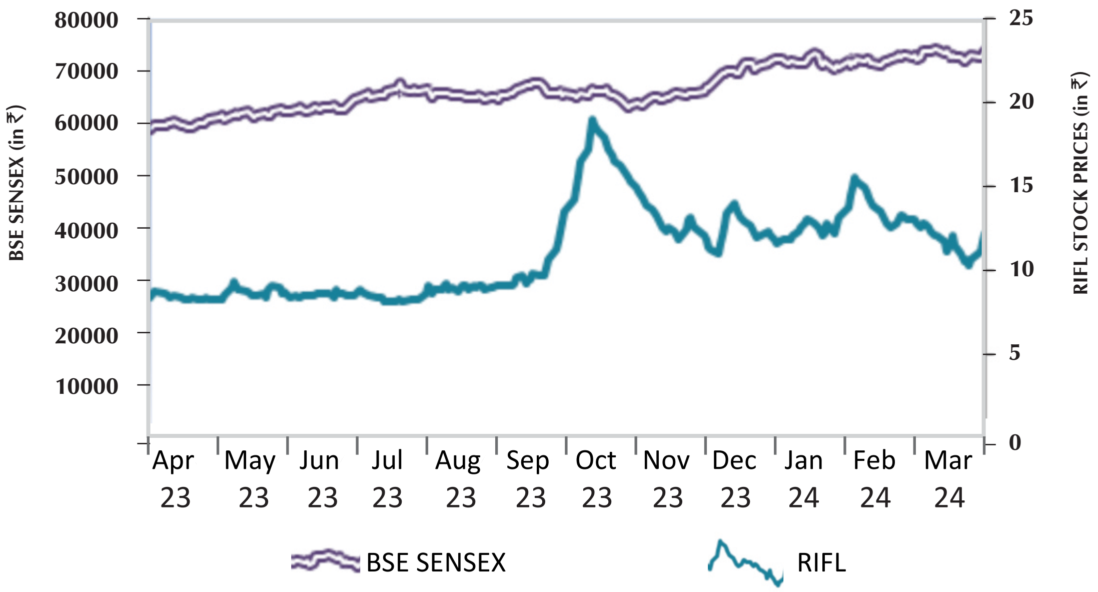
MARKET PRICE DATA

The monthly high and low quotations at the BSE during the financial year 2023-24 are as follows:

Period	**High (₹)**	**Low (₹)**
April, 2023	9.00	8.01
May, 2023	9.66	8.15
June, 2023	8.99	8.20
July, 2023	9.00	8.00
August, 2023	9.49	8.30
September, 2023	13.59	8.81
October, 2023	19.07	14.00
November, 2023	14.43	11.31
December, 2023	14.01	10.81
January, 2024	15.23	11.59
February, 2024	15.78	12.54
March, 2024	12.85	10.16

Corporate Governance Report (Contd.)

Comparison of stock performance of the Company (RIFL) with BSE Sensex during financial year 2023-24



Shareholding Pattern as on March 31, 2024:

Category	Particulars		No. of Shares held	% of holding
Promoters' holding	1 Promoters			
	Indian Promoters		13,90,07,540	61.80
	Foreign Promoters		1,00,00,000	4.45
	2 Persons acting in concert		-	-
		Sub-total	**14,90,07,540**	**66.25**
Non-Promoters' Holding	1 Institutions			
	a) MFs/UTI		-	-
	b) Banks/FIs/Insurance Companies		-	-
	c) Central/State Govt. Institutions/Non-Govt.		-	-
	d) FIIs		2,03,54,775	9.05
	e) Any Other		-	-
		Sub-total	**2,03,54,775**	**9.05**
	2 Non Institutions			
	Bodies Corporate		1,80,08,326	8.00
	Investor Education & Protection Fund		2,59,251	0.12
	Individuals holding nominal capital upto ₹ 2.00 Lakh		2,75,88,182	12.27
	Individuals holding nominal capital more than ₹ 2.00 Lakh		18,07,853	0.80
	HUF		15,21,084	0.68
	Non Resident Indians		5,32,131	0.24
	Overseas Corporate Bodies		58,22,800	2.59
	Any other (Clearing Members)		-	-
		Sub-total	**5,55,39,627**	**24.70**
Custodian (depository for shares underlying GDRs)	-	-		
		Total	**22,49,01,942**	**100**

Distribution of shareholding as on March 31, 2024:

Range of Shares	No. of Shareholders	% of Shareholders	No. of Shares held	% of Share holding
001- 2500	36,804	94.71	1,07,11,622	4.76
2501- 5000	1,096	2.82	42,04,175	1.87
5001- 10000	524	1.35	41,43,309	1.84
10001- 20000	223	0.57	32,08,027	1.43
20001- 30000	67	0.17	16,97,762	0.75
30001- 40000	28	0.07	9,80,535	0.44
40001- 50000	21	0.05	9,74,882	0.43
50001- 100000	48	0.12	34,68,010	1.54
100001 & Above	52	0.14	19,55,13,620	86.94
TOTAL	**38,863**	**100**	**22,49,01,942**	**100**

Dematerialization of equity shares and liquidity

The trading in equity shares of the Company are under compulsory demat segment. The Company is listed on BSE and NSE. The Company's equity shares are available for trading in the depository systems of both NSDL and CDSL. 21,01,75,441 equity shares (including 44,00,000 equity shares, which were under process of dematerialization and were yet to be credited to demat account as on March 31, 2024), equal to 93.45% of total issued equity share capital of the Company as on March 31, 2024 were in dematerialized form.

Registrar and Share Transfer Agent

Sarthak Global Limited, 170/10, Film Colony, R. N. T. Marg, Indore - 452 001, Tel : +91 731 4279626, 2523545 and email: investors@sarthakglobal.com.

Share Transfer System

The transfer of equity shares in physical form are not allowed with effect from April 1, 2019. In respect of equity shares held in dematerialized mode, the transfer takes place instantaneously between the transferor and transferee at the depository participant(s) through which electronic debit/credit of the accounts are involved.

Outstanding convertible instruments

During the year ended March 31, 2023, the Company made a preferential issue of 3,07,85,000 warrants each convertible into one equity share of ₹ 1/- at a price of ₹ 10.30 per warrant within the validity period of 18 months from the date of allotment. Out of such 3,07,85,000 warrants, 102,62,000 warrants and 94,00,000 warrants were converted into equity shares during the years ended March 31, 2023 and March 31, 2024 respectively. As on March 31, 2024, 1,11,23,000 warrants (Previous year 2,05,23,000 warrants) were outstanding for conversion.

Further, the Company has received application from the allottee for conversion of its remaining 1,11,23,000 warrants on 1st August, 2024 (i.e. post year ended 31st March, 2024) into 1,11,23,000 equity shares of the Company. The Committee (Warrants Conversion) of the Board of Directors of the Company has allotted 1,11,23,000 equity shares to the allottee against such application on August 5, 2024 and due to such corporate action paid up share capital of the Company has been increased to ₹ 23,60,24,942/-. As on the date of this report, no warrants are outstanding for conversion.

The Company has not issued GDR's/ADR's or any other convertible instruments during the year under review.

Commodity Price Risk/Foreign Exchange Risk and Hedging Activities

The core business of storage infrastructure and renewable energy are not prone to commodity price risk/foreign exchange risk. Accordingly, the Company adopts adhoc hedging tools on need basis for transactions involving foreign exchange.

Plant location of the Company

Ruchi Infrastructure Limited, Village Sejwaya, Ghatabillod, Dist. Dhar, Madhya Pradesh – 454773.

Address for correspondence

The shareholders may send their communications, queries, suggestions and grievances to the Compliance Officer at the following address: Mr. Ashish Mehta, Company Secretary, 706, Tulsiani Chambers, Nariman Point, Mumbai–400021.

Email address: ashish_mehta@ruchiinfrastructure.com .

The shareholders may also e-mail their queries, suggestions and grievances at ruchiinfrasecretarial@ruchiinfrastructure.com.

OTHER DISCLOSURES

(a) **Transactions with related parties**

The Company has not entered into any transaction (including transaction of material nature) with related parties that may have any potential conflict with the interest of the Company. The Policy on materiality of related party transactions and dealing with related party transaction as approved by the Board may be accessed on the Company's website at www.ruchiinfrastructure.com. The Company is duly complying with requirements of Regulation 23 of the Listing Regulations.

(b) **Compliance by the Company**

The Company has generally complied with the requirement of stock exchanges, SEBI and other statutory authorities on matters related to capital markets during last three years, however, entire equity shareholding of Company's promoters group is not in demat form, which is not in compliance with Regulation 31(2) of the Listing Regulations. The Company has advised Promoter(s) and promoter group to ensure due compliance. Secretarial Compliance Report(s) in terms of Regulation 24(A) (2) of Listing Regulations are duly submitted to the stock exchanges on annual basis and are also available on the website of the Company for due information on observations therein.

(c) **Vigil Mechanism and Whistle Blower Policy**

The Company promotes ethical behavior and has in place mechanism for reporting and redressal of illegal and unethical behavior. The Company has vigil mechanism and Whistle Blower Policy for due protection of whistle blowers. No employee/director/stakeholder has been denied access to the Audit Committee or Chairperson thereof.

(d) **Credit Rating**

The Company has neither issued any debt instruments nor undertaken any fixed deposit programme or any scheme or proposal involving mobilisation of funds, whether in India or abroad except the term loan from South Indian Bank Limited. The Care Ratings Limited has reaffirmed the existing rating 'BB-' provided to the bank facilities of the Company, on September 7, 2023, without any change/revision. As on the date of this report, the Care Ratings Limited has withdrawn the rating assigned for such term loan of the Company, as the entire re-payment of such term loan has been made by the Company to the satisfaction of the Bank during June, 2024.

(e) **Fees paid to Statutory Auditors**

Total fees paid by the Company and its subsidiaries, on a consolidated basis to the auditors are given below:

S.No.	Entity	Statutory Auditors	Amount Paid (₹ in lacs)
1	Ruchi Infrastructure Limited	M/s. SMAK & Co.	8.32
2	Ruchi Renewable Energy Pvt. Ltd.	M/s. Jain Gautam & Co.	2.15
3	Peninsular Tankers Pvt. Ltd.	M/s. Ashok Khasgiwala & Co. LLP	0.42
4	Mangalore Liquid Impex Pvt. Ltd.	M/s. Prakash H. Shah & Co.	0.52

(f) **Certificates from Executive Director and Chief Financial Officer**

Mr. Narendra Shah, Executive Director and Mr. Pavan Kumar Purohit, Chief Financial Officer of the Company have provided certification on financial reporting and internal controls to the Board as required under Regulation 17(8) of the Listing Regulations, copy of which is attached to this Report (as **Annexure II**). The Executive Director and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board of Directors in terms of Regulation 33(2) of the SEBI Listing Regulations.

(g) **Certificates from Practising Company Secretary**

The Company has received a certificate from Mr. Prashant D Diwan, Practising Company Secretary to the effect that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of the Company by the Ministry of Corporate Affairs or any other statutory authority. Certificate issued by him on compliance of Corporate Governance is annexed to Directors Report as **Annexure-II**. The Secretarial Audit Report of material unlisted subsidiary i.e. Ruchi Renewable Energy Pvt. Ltd. is attached as **Annexure III** to this Report.

(h) **Demat suspense account**

There are no unclaimed shares/securities of the Company in terms of Listing Regulations.

(i) **Details of utilization of funds raised through preferential allotment or qualified institutional placement as specified under Regulation 32 (7A)**

As on March 31, 2024, aggregate proceeds of warrants subscription/warrant conversion of ₹ 2,334.62 lacs (including interest of ₹ 20.23 lacs earned thereon) was utilised towards the object of issue to the extent of ₹ 1,973.73 lacs and the balance of ₹360.89 lacs was lying in the preferential issue proceeds account. As at March 31, 2023, aggregate proceeds of warrants subscription/warrant conversion of ₹ 1,591.13 lacs (including interest of ₹ 0.55 lacs earned thereon) was utilised towards the object of issue to the extent of ₹ 71.53 lacs and the balance of ₹ 1,519.60 lacs were lying in the preferential issue proceeds account and fixed deposits with the Bank.

(j) **Details of Material Subsidiary of the Company**

Ruchi Renewable Energy Pvt. Ltd. ('the Company') is a Private Limited Company, engaged primary in the business of generation of power from wind energy. The Company has power generation unit (windmill) at various locations in state of Madhya Pradesh.

Date and place of Incorporation: August 2, 2008, Mumbai.

Statutory Auditors: Jain Gautam & Company, Date of Appointment: July 10, 2023.

(k) **Disclosure in relation to the Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013**

No complaint has been received or pending during the financial year in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

(l) **Details of Loans and Advances**

The details of loans and advances given by the Company to its subsidiary (in which directors of the Company are Directors) are provided in note no. 42 and 43 to the Standalone Financial Statements. The outstanding of loans given by subsidiaries of the Company to fellow subsidiary (in which Directors of respective subsidiaries are Directors) is Nil as at March 31, 2024.

(m) **Disclosures on compliance with corporate governance**

The Company is compliant with the applicable mandatory requirements of Regulations 17 to 27 and Regulation 46 of the Listing Regulations. The Company has also complied with the requirements of the Corporate Governance Report as provided in Part C of Schedule V of the Listing Regulations. The requisite disclosures in terms of Regulation 46(2) are available on the website of the Company at www.ruchiinfrastructure.com. Provisions of Regulation 21 of the Listing Regulations regarding Risk Management Committee are not applicable to the Company. No agreement referred to in clause 5A to para A of Part A of Schedule III of Listing Regulations has been executed during the year under review or thereafter. The Company has complied with all mandatory and most of the discretionary requirements as per Regulation 27 of the Listing Regulations.

For Ruchi Infrastructure Limited

Narendra Shah
Executive Director
DIN:02143172

Date : August 7, 2024
Place : Indore

Annexure I to the Corporate Governance Report

To,
Date : 1st April, 2024

The Board of Directors
Ruchi Infrastructure Ltd.
706, Tulsiani Chambers, Nariman Point,
Mumbai - 400021

Declaration pursuant to Regulation 26(3) read with Para D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir(s),

This is with reference to Regulation 26(3) read with Para D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management and individual certificates on compliance of code of conduct have been received by the Company from each of the director and senior management for the year ended 31st March, 2024.

Thanking you,
Yours faithfully

Narendra Shah
(DIN : 02143172)

Annexure II to the Corporate Governance Report

To,
Date : 21th May, 2024

The Board of Directors
Ruchi Infrastructure Limited
706, Tulsiani Chambers, Nariman Point,
Mumbai - 400021

Dear Sir(s),

We, the undersigned, do hereby certify that:

a. We have reviewed financial statements and the cash flow statement of Ruchi Infrastructure Limited ("the Company") for the year ended on 31st March, 2024 and that to the best of our knowledge and belief:
   i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
   ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify these deficiencies.
d. We have indicated to the auditors and the Audit Committee:
   i. significant changes in internal control over financial reporting during the year;
   ii. significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
   iii. instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Thanking you,
Yours faithfully,
For Ruchi Infrastructure Limited

(Narendra Shah)	**(Pavan Kumar Purohit)**
Executive Director	**Chief Financial Officer**
(DIN: 02143172)	

Annexure III to the Corporate Governance Report

SECRETARIAL AUDIT REPORT

For the Financial Year ended 31st March, 2024
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Ruchi Renewable Energy Private Limited
706, Tulsiani Chambers Nariman Point,
Mumbai (MH) 400021

I have conducted the Secretarial Audit of the Compliances of applicable statutory provisions and the adherence to good corporate practices by **Ruchi Renewable Energy Private Limited** having **CIN: U40104MH2008PTC185366** (hereinafter called 'The Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

I state that in terms of provisions of section 204 of the Companies Act, 2013 and rules made there under, it is not mandatory for the Company to undergo secretarial audit during the period under review, however vide SEBI Circular CIR/CFD/CMD1/27/2019 dated 08thFebruary, 2019, SEBI mandated for every listed entity and its material unlisted Indian subsidiary to undertake secretarial audit with effect from the year ended 31st March, 2019. **Ruchi Renewable Energy Private Limited** (CIN:U40104MH2008PTC185366) being a material unlisted Indian subsidiary of **Ruchi Infrastructure Limited** (Listed Entity) having CIN: L65990MH1984PLC033878,has been accordingly subjected to the Secretarial Audit for the financial year 2023-24.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives, during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2024, complied with the statutory provisions listed hereunder and also that the Company has proper board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company on test basis for the financial year ended on 31st March, 2024 according to the provisions of:

1) The Companies Act, 2013 ('the Act') and the rules made there under;
2) Secretarial Standards issued by The Institute of Company Secretaries of India.

I further report that during the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I have relied upon the representation made by the Company, its officers and on the report by designated professionals and authorities for the system and processes formed by the Company to monitor and ensure compliances under other applicable acts, regulation and laws to the Company.

I further report that the compliances of applicable financial, cost and tax laws has not been reviewed in this audit since the same have been subject to review by statutory auditor and other designated professionals.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Directors. The changes in the Board of Directors that took place during the period under review were carried out in compliances with the provisions of the Act.

Adequate notices are given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

I further report that as per the explanations given to me and representations made by the management and relied upon by me there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

As per the explanations given to me and representations made by the management and relied upon by me, I further report that, during the audit period there were no other specific events / actions took place, having a major bearing on the Company's affairs, in pursuance of the above referred laws, rules, regulations, guidelines, etc.

For Ritesh Gupta & Co.
Company Secretaries

Date: 17/05/2024
Place: Indore

Ritesh Gupta
CP:3764 | FCS:5200
UDIN: F005200F000377825

Note: This report to be read with our letter of even date which is annexed as **'Annexure-A'** and forms part of this report.

'Annexure-A' to the Secretarial Audit Report

To,
The Members,
Ruchi Renewable Energy Private Limited

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

1. Maintenance of secretarial and other statutory records 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 practice and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the 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. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company since the same have been subject to review by Statutory Auditor, Cost Auditor and other designated professionals.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future liability of the Company nor of the efficiency of effectiveness with which the management has conducted the affairs of the Company.

For Ritesh Gupta & Co.
Company Secretaries

Date: 17/05/2024
Place: Indore

Ritesh Gupta
CP:3764|FCS:5200
UDIN: F005200F000377825

Independent Auditors Report

To,
The Members of
Ruchi Infrastructure Limited
Report on the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **Ruchi Infrastructure Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2024 and the statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and statement of Cash Flows for the year ended and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the state of affairs of the company as at 31st March 2024 and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters	Auditor's Response
Evaluation of uncertain tax positions The Company operates in multiple jurisdictions and is subject to periodic challenges by local tax authorities on a range of tax matters during the normal course of business including direct and indirect tax matters. These involve significant management judgment to determine the possible outcome of the uncertain tax positions, consequently having an impact on related accounting and disclosures in the financial statements.	Our audit procedures include the following substantive procedures: • Obtained understanding of key uncertain tax positions; and • We have – - Read and analysed select key correspondences, external legal opinions/consultations by management for key uncertain tax positions; - Discussed with appropriate senior management and evaluated management's underlying key assumptions in estimating the tax provisions; and Assessed management's estimate of the possible outcome of the disputed cases.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the

Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind. AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

a. Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

b. Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statement in place and the operating effectiveness of such controls.

c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

d. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

e. Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c. The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules 2015 as amended.

e. On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 34 to the financial statements;

   ii. The Company did not have any long term contract including derivative contract for which there were any material foreseeable losses.

   iii. There were no amounts which were required to be transferred to the investor education and protection fund by the Company.

   iv. (1) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

   - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
   - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

   (2) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

   - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
   - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and

   (3) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (iv) (1) and (iv) (2) contain any material mis-statement

   v. The company has not declared or paid dividend during the year. The Company is in compliance with Section 123 of the Act.

   vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that stock register is maintained manually. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

   As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

h. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act.

For SMAK & Co.
Chartered Accountants
(Firm Reg. No. 020120C)

CA Atishay Khasgiwala
(Partner)
M.No.417866

Place : Indore
Date : 21.05.2024
UDIN : 24417866BJZZBU4958

Annexure A to Independent Auditor's Report

Referred to in paragraph (1) under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of Ruchi Infrastructure Limited on the standalone financial statements for the year ended 31st March, 2024.

i. **In respect of its fixed assets :**

a. A. The Company is maintaining proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.

B. The Company is maintaining proper records showing full particulars of intangible assets.

b. The Property, plant and equipment of the Company have been physically verified by the management during the year, which in our opinion is reasonable, having regard to the size of the Company and the nature of its assets. No material discrepancies between the book records and the physical inventory have been noticed. In our opinion, the frequency of verification is reasonable.

c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company except detailed as under :

Particular	No. of Cases	Gross Block as at 31st March, 2024 (₹ In lacs)	Net Block as 31st March, 2024 (₹ In lacs)	Remarks
Freehold Land	1	423.27	423.27	Land at 40-41, East Madha Church Street, Roypuram, Chennai is still in the name of M/s Kay Am Processers and M/s Venkateshwara Warehousing Corporation being the partnership firm in which company has acquired 100% ownership in the year 2003.

d. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not revalued its Property, plant and equipment (including Right-of-use assets) or intangible assets during the year.

e. According to the information and explanations given to us and as explained to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

ii. a. The inventories has been physically verified by the Management at reasonable intervals during the year. The coverage and procedure of physical verification of the inventories followed by the management is appropriate in relation to the size of the company and nature of its business. As per information and explanation given to us and on the basis of our examination of the records, no discrepancies of 10% or more in the aggregate for each class of inventory were noticed on physical verification of inventory.

b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has no working capital limits during the year at any point of time. Hence in our opinion the provision of para 3 (ii) (b) of the Order is not applicable to the company.

iii. During the year company has not provided any guarantee or security, secured or unsecured, to companies, firm, Limited Liability Partnerships or any other parties.

a. According to the information and explanations given to us and on the basis of our examination of the records, the Company has made investments in and granted unsecured loans to companies and other parties in respect of which the requisite information is as below.

(₹ in lacs)

Particulars	Loans	Investment
Aggregate amount granted/provided/invested during the year		
(i) Associate Entity	-	10.55
(ii) Subsidiary	327.00	400.76
Balance outstanding as at year end in respect of above		
(i) Associate Entity	-	1091.71
(ii) Subsidiary	455.00	401.74

b. According to the information and explanation given to us, in our opinion, the investments made and the terms and condition of the loans granted are, prima facie, not prejudicial to the interest of the Company.

c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts of loan amounting to ₹ 128 lacs given in previous year to one party is extended or renewed.

d. According to the information and explanations given to us and on the basis of our examination of the records of the Company no loan is overdue, in our opinion provision of para 3 (iii) (d) of the order is not applicable.

e. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the loan amounting to ₹ 128 lacs granted to one party falling due during the year has been renewed.

f. According to the information and explanations given to us and on the basis of our examination of the records, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made and guarantee given. The company has not provided any security within the meaning of section 185 and 186 of the Act.

v. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public within the meaning of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Rules, framed there under. As informed to us no Order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal.

vi. We have broadly reviewed the cost records maintained by the Company pursuant to the rules made by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 and are of the opinion that prima facie the prescribed records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

vii. a. According to the information and explanations given to us and the records of the Company examined by us, in our opinion the Company is generally regular in depositing undisputed statutory dues including Goods and Services tax, provident fund, employee's state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues as applicable with the appropriate authorities. There were no undisputed statutory dues in arrears, as at 31st March, 2024 for a period of more than six months from the date they became payable.

b. According to the information and explanations given to us, there are no dues of Goods and Services tax, provident fund, employee's state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues which have not been deposited with appropriate authorities on account of any dispute except as follows :

Name of the Statute	Nature of Liability	Amount (₹ in lacs)	Related Period	Forum where dispute is pending
Sales Tax / VAT Acts	Sales Tax /Vat	21235.93*	2013-14 to 2017-18	Gujarat VAT Tribunal
Sales Tax / VAT Acts	Entry Tax	70.54	2013-2014	The High Court, Kolkata
Sales Tax / VAT Acts	Sales Tax /Vat	134.41	2008-09 & 2011-12	Orissa VAT Tribunal
Sales Tax / VAT Acts	Sales Tax /Vat	126.88	2012-13 to 2015-16	Orissa VAT Tribunal
Sales Tax / VAT Acts	Sales Tax /Vat	19.67	2002-03	Tamilnadu commercial tax deptt., Chennai
Sales Tax / VAT Acts	Sales Tax /Vat	175.00	2012-13	UP commercial tax deptt., Kanpur
Goods & Services Tax Act	GST	481.33	2017-18	Dy. Commissioner (Appeal) SGST, Rajkot
Central Excise & Service Tax Act	Service Tax	139.88	2009-2010 to 2014-15	CESTAT, New Delhi
Central Excise & Service Tax Act	Service Tax	117.89	2011-12 & 2012-13	The High Court
Central Excise & Service Tax Act	Service Tax	5.49	2013-2014 to 2014-15	CESTAT, New Delhi
Central Excise & Service Tax Act	Service Tax	98.92	2014-15 to 2016-17	The Commissioner Indore
Income Tax Act, 1961	Income Tax	759.98	2013-14, 2017-18 and 2019-20	CIT (Appeals)

*Net of ₹ 324.73 Lacs deposited.

viii. According to the information and explanations given to us and the records of the Company examined by us, there is no transaction which has not been recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix. a. According to the records of the company examined by us and as per the information and explanations given to us, the Company has not defaulted in repayment of loans and borrowings or in payment of interest thereon to any lender.

b. According to the information and explanations given to us and the records of the Company examined by us, in our opinion company is not declared a willful defaulter by any bank or financial institution or other lender.

c. According to the information and explanations given to us and the records of the Company examined by us, the Company has not raised any term loan during the year.

d. According to the information and explanations given to us and the records of the Company examined by us, funds raised on short term basis have not been utilized for long term purpose.

e. According to the information and explanations given to us and the records of the Company examined by us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, joint ventures or associate companies.

f. According to the information and explanations given to us and the records of the Company examined by us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

x. a. In our opinion and according to the information and explanations given to us, the company has not raised money by way of initial public offer or further public offer (including debt instruments).

b. In our opinion and according to the information and explanations given to us, the company has made preferential allotment of equit shares upon conversion of warrants. The requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with. Total fund raised ₹ 2314.38 lacs (₹ 1590.58 lacs in F.Y. 2022-23 and ₹ 723.80 lacs in F.Y. 2023-24) out of that ₹ 1581.02 lacs have been utilized towards capital expenditure, ₹ 392.71 lacs towards prepayment of term loan in accordance with terms of issue and balance ₹ 360.89 lacs is kept in preferential issue proceeds account as per terms of issue, which includes interest earned ₹ 20.24 lacs on fixed deposit made out of proceeds received from warrants/equity.

xi. a. During the course of our examination of the books of account and records of the Company and according to the information and explanations given to us no fraud by the Company or on the company noticed or reported during the year.

b. During the year, no report under sub-section (12) of section 143 of the companies Act has been filed by us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

c. As represented to us by the management, the company has not received any whistle-blower complaints.

xii. The company is not a Nidhi Company therefore, the provision of para 3 (xii) of the Order is not applicable to the company.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. a. According to the information and explanations given to us and based on our examination of the records of the Company, the company has an internal audit system commensurate with the size and nature of its business.

b. The reports of the Internal Auditors for the period under audit has been considered by us in determining nature, timing and extent of our audit procedure.

xv. In our opinion and according to the information and explanations given to us and based on our examination of the records, the company has not entered into any non-cash transactions with directors or persons connected with him during the year, hence the provision of para 3 (xv) of the Order is not applicable to the company.

xvi. a. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 therefore, the provision of para 3 (xvi) (a) of the Order is not applicable to the company for the year under audit.

b. The company has not conducted any Non-Banking Financial or Housing Finance activities therefore, the provision of para 3 (xvi) (b) of the Order is not applicable to the company for the year under audit.

c. The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Therefore, the provision of para 3 (xvi) (c) of the Order is not applicable to the company.

d. The Group has no CIC.

xvii. According to the information and explanations given to us and the records of the Company examined by us, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors during the year.

xix. In our opinion and knowledge of the Board of Directors and management plans, on the basis of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, no material uncertainty exists on the date of the audit report and the company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. There are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act.

For SMAK & Co.
Chartered Accountants
(Firm Reg. No. 020120C)

CA Atishay Khasgiwala
(Partner)
M.No.417866

Place : Indore
Date : 21.05.2024
UDIN : 24417866BJZZBU4958

Annexure B To the Independent Auditor's Report of even date on the Standalone Financial Statements of Ruchi Infrastructure Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Ruchi Infrastructure Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For SMAK & Co.
Chartered Accountants
(Firm Reg. No. 020120C)

CA Atishay Khasgiwala
(Partner)
M.No.417866

Place : Indore
Date : 21.05.2024
UDIN : 24417866BJZZBU4958

Ruchi Infrastructure Limited

CIN : L65990MH1984PLC033878

BALANCE SHEET AS AT MARCH 31, 2024

(₹ in lacs)

	Particulars	Notes	As at March 31, 2024	As at March 31, 2023
I.	**ASSETS**			
(1)	**Non-Current Assets**			
	(a) Property, Plant and Equipment	1	16,703.53	16,186.82
	(b) Capital work-in-progress	1	630.97	181.65
	(c) Intangible Assets	1	74.61	86.22
	(d) Right of use Assets	2	1,280.35	1,125.72
	(e) Financial Assets			
	(i) Investments	3	4,634.24	4,267.26
	(ii) Others	4	149.50	416.41
	(f) Other non-current assets	5	979.49	739.85
	Total Non-current assets		**24,452.69**	23,003.93
(2)	**Current assets**			
	(a) Inventories	6	43.75	19.08
	(b) Financial Assets			
	(i) Trade receivables	7	540.04	710.54
	(ii) Cash and cash equivalents	8	995.25	1,060.60
	(iii) Bank balances other than (ii) above	9	625.10	1,150.29
	(iv) Loans	10	455.00	228.00
	(v) Others	11	379.72	435.22
	(c) Other Current Assets	12	529.78	491.45
	Total Current assets		**3,568.64**	4,095.18
(3)	**Assets classified as held for Sale**	47	**83.67**	82.59
	Total Assets		**28,105.00**	27,181.70
II.	**EQUITY AND LIABILITIES**			
	Equity			
	(a) Equity share capital	13	2,249.02	2,155.02
	(b) Other Equity	14	17,166.63	15,326.97
	Total Equity		**19,415.65**	17,481.99
	LIABILITIES			
	Non-Current Liabilities			
(1)	(a) Financial Liabilities			
	(i) Borrowings	15	5,585.84	5,425.50
	(ia) Lease Liabilities	16	254.95	72.64
	(b) Provisions	17	87.40	87.74
	(c) Deferred Tax Liabilities (Net)	18	303.22	264.63
	(d) Other non-current liabilities	19	378.01	395.47
	Total Non-Current Liabilities		**6,609.42**	6,245.98
(2)	**Current liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings	20	454.91	2,020.78
	(ia) Lease Liabilities	21	10.45	10.73
	(ii) Trade payables	22		
	(a) Total Outstanding dues of Micro and Small Enterprises		-	-
	(b) Total Outstanding dues of creditors other than Micro and Small Enterprises		51.34	14.74
	(iii) Other financial liabilities	23	366.91	227.63
	(b) Other current liabilities	24	387.58	557.29
	(c) Provisions	25	45.51	46.97
	(d) Current Tax Liabilities (Net)	26	-	112.36
	Total Current liabilities		**1,316.70**	2,990.50
(3)	**Liabilities directly associated with Assets classified as held for sale**	47	**763.23**	463.23
	Total Equity and Liabilities		**28,105.00**	27,181.70
	General information and material accounting policies	**A-C**		
	The accompanying notes to accounts forming an integral part to the financial statement	**1 to 57**		

As per our report of even date attached.

For and on behalf of the Board of Directors

For SMAK & Co.
Chartered Accountants
(Firm Regn No. 020120C)

Pavan Kumar Purohit
Chief Financial Officer

Narendra Shah
Executive Director
DIN 02143172

CA Atishay Khasgiwala
Partner
Membership No. 417866

Ashish Mehta
Company Secretary

Mohan Das Kabra
Director
DIN 07896243

Indore, May 21, 2024

Indore, May 21, 2024

CIN : L65990MH1984PLC033878

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31,2024

(₹ in lacs)

	Particulars	Notes	For the year ended March 31, 2024	For the year ended March 31, 2023
	INCOME			
I	Revenue from Operations	27	3,988.06	4,140.82
II	Other Income	28	821.53	358.46
III	**Total Income (I+II)**		**4,809.59**	4,499.28
IV	**EXPENSES**			
	Cost of material's consumed	29	78.61	111.97
	Changes in inventories of finished goods, work-in-progress and stock in trade	30	(7.08)	(6.04)
	Employee Benefits Expense	31	1,070.41	1,013.15
	Finance Costs	32	134.07	340.50
	Depreciation, amortisation and impairment Expenses	1-2	973.97	992.79
	Other Expenses	33	2,005.38	1,802.44
	Total Expenses		**4,255.36**	4,254.81
V	**Profit/(loss) before exceptional items and tax (III-IV)**		554.23	244.47
VI	Exceptional Items (Refer note 57)		725.26	-
VII	**Profit/(loss) before tax (V-VI)**		1,279.49	244.47
VIII	**Tax expense**			
	Current Tax		53.66	53.63
	Deferred Tax	18	45.49	91.15
	Excess provision for earlier year		(50.04)	-
IX	**Profit/(loss) after tax for the year (VII-VIII)**		**1,230.38**	99.69
X	**Other Comprehensive Income**			
	(i) Items that will not be reclassified to statement of profit or loss			
	Remeasurement of defined benefit obligation		(27.44)	(0.93)
	Tax thereon		6.90	0.26
	Gain/(Loss) on change in fair value of equity instrument other than subsidiaries		0.02	(16.63)
	Tax thereon		-	1.85
	(ii) Items that will be reclassified to statement of profit or loss		-	-
	Total other comprehensive income		**(20.52)**	(15.45)
XI	**Total comprehensive income for the year (IX + X)**		**1,209.86**	84.24
XII	**Earnings per equity share of face value of ₹1 each**	41		
	a Basic (in ₹)		0.42	(0.11)
	b Diluted (in ₹)		0.40	(0.12)
	General information and material accounting policies	**A-C**		
	The accompanying notes to accounts forming an integral part to the financial statement	**1 to 57**		

As per our report of even date attached.

For and on behalf of the Board of Directors

For SMAK & Co.
Chartered Accountants
(Firm Regn No. 020120C)

Pavan Kumar Purohit
Chief Financial Officer

Narendra Shah
Executive Director
DIN 02143172

CA Atishay Khasgiwala
Partner
Membership No. 417866

Ashish Mehta
Company Secretary

Mohan Das Kabra
Director
DIN 07896243

Indore, May 21, 2024

Indore, May 21, 2024

Ruchi Infrastructure Limited

CIN : L65990MH1984PLC033878

STATEMENT OF CHANGE IN EQUITY (SOCIE) FOR THE YEAR ENDED MARCH 31,2024

A. Equity share capital **(₹ in lacs)**

Particulars	As at March 31, 2024	As at March 31, 2023
	Amount	Amount
Balance at the beginning of the current reporting period	**2,155.02**	2,052.40
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting period	2,155.02	2,052.40
Changes in equity share capital during the current year	94.00	102.62
Balance at the end of the reporting period	**2,249.02**	2,155.02

B. Other Equity

(i) As at March 31, 2024

Particulars	Reserves and Surplus						Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Equity Instruments through Other Comprehensive Income	Money Received against share warrants	
Balance at the beginning of the reporting period	**3,378.73**	**2,133.41**	**8,906.41**	**320.63**	**54.20**	**533.59**	**15,326.97**
Profit/(Loss) for the year	-	-	-	1,230.38	-	-	**1,230.38**
Other Comprehensive Income for the year (net of tax)	-	-	-	(20.54)	0.02	-	**(20.52)**
Received During The year	-	874.20	-	-	-	723.80	**1,598.00**
Transfer from Equity Instruments through OCI	-	-	-	54.20	-	-	**54.20**
Transfer to Retained Earnings	-	-	-	-	(54.20)	-	**(54.20)**
Converted in equity shares	-	-	-	-	-	(94.00)	**(94.00)**
Transfer to security premium account	-	-	-	-	-	(874.20)	**(874.20)**
Balance at the end of the reporting period	**3,378.73**	**3,007.61**	**8,906.41**	**1,584.67**	**0.02**	**289.19**	**17,166.63**

(ii) As at March 31, 2023

Particulars	Reserves and Surplus						Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Equity Instruments through Other Comprehensive Income	Money Received against share warrants	
Balance at the beginning of the reporting period	3,378.73	1,179.04	8,906.41	221.61	68.98	-	13,754.77
Profit/(Loss) for the year	-	-	-	99.69	-	-	99.69
Other Comprehensive Income for the year (net of tax)	-	-	-	(0.67)	(14.78)	-	(15.45)
Received during the year	-	954.37	-	-	-	1,590.58	2,544.95
Converted in equity shares	-	-	-	-	-	(102.62)	(102.62)
Transfer to security premium account	-	-	-	-	-	(954.37)	(954.37)
Transfer from Other Comprehensive Income	-	-	-	-	-	-	84.24
Total comprehensive income for the year	**-**	**-**	**-**	**99.02**	**(14.78)**	-	-
Balance at the end of the reporting period	**3,378.73**	**2,133.41**	**8,906.41**	**320.63**	**54.20**	**533.59**	**15,326.97**

General information and material accounting policies **A-C**

The accompanying notes to accounts forming an integral part to the standalone financial statement **1 to 57**

As per our report of even date attached.

For and on behalf of the Board of Directors

For SMAK & Co.
Chartered Accountants
(Firm Regn No. 020120C)

Pavan Kumar Purohit
Chief Financial Officer

Narendra Shah
Executive Director
DIN 02143172

CA Atishay Khasgiwala
Partner
Membership No. 417866

Ashish Mehta
Company Secretary

Mohan Das Kabra
Director
DIN 07896243

Indore, May 21, 2024

Indore, May 21, 2024

Ruchi Infrastructure Limited

CIN : L65990MH1984PLC033878

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

(₹ in lacs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Cash Flow from operating activities		
Profit/(loss) before tax	**1,279.49**	244.47
Adjustments for :		
Depreciation	973.97	992.79
Net (gain)/Loss on Sale of Property, plant & Equipment	(390.36)	(12.52)
Amounts charged directly to OCI/Retained earnings	(27.44)	(0.93)
Guarantee Commission	(100.80)	(100.80)
Share in (profit)/loss of partnership firm	0.10	0.27
Government Grant Income	(18.17)	(18.92)
Loss/(Gain) on Sale of Investment	-	-
Provision for doubtful debts reversed	(1.27)	(22.63)
Interest Income	(158.65)	(102.97)
Investment written off	44.35	-
Finance Costs	134.07	340.50
Net gain on derecognition of ROU Assets	(13.88)	-
Gain on slump sale	(725.26)	-
Operating Profit Before Working Capital Changes	**996.15**	1,319.26
Working Capital Adjustments		
(Increase)/Decrease in Inventories	(24.67)	8.75
(Increase)/Decrease in Trade and other receivables	(1.53)	(98.15)
Increase/(Decrease) in Trade and other payables	105.32	19.56
Cash Generated from operations	**1,075.27**	1,249.42
Income Tax (Paid)/Refund	(169.51)	(169.31)
NET CASH FLOW FROM OPERATING ACTIVITIES	**905.76**	1,080.11
Cash Flow from Investing Activities		
Purchase of Property, Plant & Equipment (Including Capital WIP and Capital advance)	(1,979.98)	(826.52)
Proceeds from Sale of Property, Plant & Equipment	1,281.28	38.64
Advance received against assets classified as held for sale	300.00	101.17
Purchase of Investment	(10.55)	(54.78)
Acquisition of Stake in subsidiary	(400.76)	-
Interest Received	147.69	99.32
Share in profit/(loss) of partnership firm	(0.10)	(0.27)
Loan Recover from/(given to Subsidiary)	(227.00)	1,161.00
Change in Investment in Fixed Deposits	793.53	(825.68)
NET CASH FLOW FROM INVESTING ACTIVITIES	**(95.90)**	(307.12)
Cash Flow from Financing Activities		
Proceeds from issue of share capital (Net of amount of share warrant adjusted)	723.80	1,056.99
Money Received against share warrants	-	533.59
Proceeds from Borrowings	179.51	-
Repayment of borrowings	(1,585.04)	(1,443.00)
Repayment of Lease liability	(59.97)	(21.29)
Finance Costs Paid	(104.64)	(328.55)
Interest on lease liabilities	(28.87)	(11.95)
NET CASH FLOWS FROM FINANCING ACTIVITIES	**(875.21)**	(214.21)
Net increase/(decrease) in Cash and Cash Equivalents	**(65.35)**	558.78
Cash & Cash Equivalents at the beginning of the year	1,060.60	501.82
Cash & Cash Equivalents at the end of the year	**995.25**	1,060.60
Cash & Cash Equivalents comprises :		
Balance with Banks in Current Accounts	**567.65**	607.27
Balance in Deposit Account with maturity less than or equal to three months	**424.50**	450.00
Cash on Hand	**3.10**	3.33
	995.25	1,060.60

As per our report of even date attached.

For SMAK & Co.
Chartered Accountants
(Firm Regn No. 020120C)

CA Atishay Khasgiwala
Partner
Membership No. 417866

Indore, May 21, 2024

For and on behalf of the Board of Directors

Pavan Kumar Purohit
Chief Financial Officer

Ashish Mehta
Company Secretary

Narendra Shah
Executive Director
DIN 02143172

Mohan Das Kabra
Director
DIN 07896243

Indore, May 21, 2024

NOTE : A-C

A. COMPANY INFORMATION

Ruchi Infrastructure Ltd (the Company) is a Public Limited Company(CIN : L65990MH1984PLC033878) incorporated on 28th August, 1984 in India under the provision of the Companies Act, 1956 having its registered office at 706, Tulsiani Chambers, Nariman Point, Mumbai- 400021. The Company is engaged in the business of infrastructure viz. storage of liquid commodities, Agri Warehousing Facilities, Wind power generation, trading of various commodities and manufacturing of soap. Its equity shares are listed on National Stock Exchange of India Ltd. (NSE) and BSE Ltd. (BSE).

The Financial Statements have been approved for issue by the Board of Directors at its meeting held on 21.05.2024.

B. MATERIAL ACCOUNTING POLICIES

i. Statement of compliance

The Company's financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and amendments thereto issued by Ministry of Corporate Affairs under section 133 of the Companies Act, 2013. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied except where compliance with other statutory promulgations require a different treatment.

ii. Basis of Preparation

The financial statements have been prepared on accrual basis and under the historical cost convention except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies mentioned below.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. The Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

Functional and presentation currency

These separate financial statements are presented in Indian rupees, which is the Company's functional currency. All amounts have been rounded to the nearest Rupees in lacs unless otherwise indicated.

iii. Use of Estimates, Judgments and Assumptions

The preparation of financial statements in accordance with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

All the assets and liabilities have been classified as current or non-current as per the company's normal operating cycle of twelve months and other criteria set out in Schedule III to the Companies Act, 2013.

Significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have significant effect on amount recognized in the financial statements are:

i. Allowance for bad and doubtful trade receivable.
ii. Recognition and measurement of provision and contingencies.
iii. Depreciation/Amortisation and useful lives of Property, plant and equipment / Intangible Assets.
iv. Recognition of deferred tax asset & liability
v. Income Taxes.
vi. Measurement of defined benefit obligation.
vii. Impairment of Non-financial assets and financial assets.
viii. Fair value of financial instruments

iv. Revenue

Recognition

The company recognised revenue i.e. account for a contract with a customer only when all of the following criteria are met:

(a) the parties to the contract have approved the contract (in writing, orally or in accordance with other customary business practices) and are committed to perform their respective obligations;

(b) the entity can identify each party's rights regarding the goods or services to be transferred;

(c) the entity can identify the payment terms for the goods or services to be transferred.

(d) the contract has commercial substance (ie the risk, timing or amount of the entity's future cash flows is expected to change as a result of the contract); and

(e) it is probable that the entity will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer. In evaluating whether collectability of an amount of consideration is probable, an entity shall consider only the customer's ability and intention to pay that amount of consideration when it is due. The amount of consideration to which the entity will be entitled may be less than the price stated in the contract if the consideration is variable because the entity may offer the customer a price concession.

Measurement

When (or as) a performance obligation is satisfied, company recognise as revenue the amount of the transaction price (which excludes estimates of variable consideration that are constrained) that is allocated to that performance obligation.

The transaction price is the amount that the entity expects to be entitled to in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties (for example, some taxes on sales). The consideration promised may include fixed amounts, variable amounts, or both.

i) Sale of goods

Revenue is recognised upon transfer of control of promised goods to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those goods. Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which is usually on dispatch / delivery of goods, based on contracts with the customers. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Due to the short nature of credit period given to customers, there is no financing component in the contract.

ii) Sale of Services

Revenue from services rendered is recognised as the services are rendered and is booked based on agreements/ arrangements with the concerned parties.

iii) Interest and Dividend

Interest income is recognized on accrual basis using the effective interest method. Dividend income is recognised in profit or loss on the date on which the company's right to receive payment is established.

v. Inventories

Inventories are valued at lower of cost and net realizable value, except by-product/scrap is valued at net realizable value. Cost of inventory is arrived at by using Weighted Average Price Method. Cost of inventory is generally comprises of cost of purchases, cost of conversion and other cost incurred in bringing the inventories to their present location and condition.

vi. Property, Plant and Equipment

a. Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses (if any). Freehold land is measured at costs.

The cost of an item of property, plant and equipment comprisesits purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, acquisition or construction cost including borrowing costs, any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

Items such as spare parts, stand-by equipments and servicing that meets the definition of property, plant and equipment are capitalised at cost and depreciated over the useful life.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in statement of profit or loss.

b. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the item will flow to the company and cost of the item can be measured reliably.

c. Depreciation

Depreciation on property, plant and equipment is provided using Written down value method (WDV) on depreciable amount as per the useful life of the assets in the manner as specified in Schedule II to the Companies Act, 2013. The estimated useful life of assets and estimated residual value is taken as prescribed under Schedule II to the Companies Act, 2013. Depreciation on additions during the year is provided on pro rata basis with reference to date of addition/installation. Depreciation on assets disposed/discarded is charged up to the date on which such asset is sold.

The estimated useful lives, residual value and depreciation method are reviewed at the end of each balance sheet date, any changes therein are considered as changes in estimate and accordingly accounted for prospectively.

d. Biological Assets

Biological assets are classified as Bearer biological assets and Consumable biological assets. Bearer Biological Assets which are held to bear agricultural produce are classified as Bearer plants. Consumable biological assets are those that are to be harvested.

Bearer plants are recognised under Property, Plant and Equipment on fulfilment of the following condition :

1. Is used in the production or supply of agricultural produce;
2. Is expected to bear produce for more than one period; and has a remote likelihood of being sold as agricultural produce, except for incidental scrap sales.

Pomegranate Plants are recognised as Bearer biological assets. These are classified as mature Bearer Plants and Immature Bearer Plants. Mature Bearer Plants are those that have attained harvestable stage. Cost incurred for new plantations and immature areas are capitalised. Cost includes cost of land preparation, new planting and maintenance till maturity. The cost of areas coming into bearing is transferred to mature plantations and depreciated over their estimated useful lives. Pomegranate Plants attain a harvestable stage in about 1.5 years.

Bearer biological assets are carried at cost less accumulated depreciation and accumulated impairment loss, if any. Subsequent expenditure on bearer assets are added to its book value only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Mature bearer plants are depreciated over their estimated useful life. Immature bearer plants are tested for impairment/obsolescence. The estimated useful life of mature bearer plants are approx.. 24 years.

e. Capital Work In progress

Assets under erection/installation are shown as "Capital work in progress", Expenditure during construction period are shown as "pre-operative expenses" to be capitalized on erection/installations of the assets.

vii. Intangible Assets

Identifiable intangible assets are recognised when it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

Recognition and measurement

Computer software's and Jetty rights have finite useful lives and are measured at cost less accumulated amortisation and any accumulated impairment losses.

Subsequent expenditure

Subsequent expenditure is capitalised only when it future economic benefits embodied in the specific asset to which it relates flow to the company and cost can be measured reliably. All other expenditure, including expenditure on internally generated goodwill and brands, when incurred is recognised in statement of profit or loss.

Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives and is generally recognised in statement of profit or loss. Computer software are amortised over their estimated useful life of 3 years. Jetty Rights are amortised over the life mentioned in the agreement entered with Maritime

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted, if required.

viii. Employee benefits

i. Short term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

ii. Defined benefit plans

The liability for gratuity a defined benefit plan is determined annually by a qualified actuary using the projected unit credit method. '

The company pays gratuity to the employees who have completed five years of service with company at the time when the employee leaves the company as per the payment of gratuity act 1972.

The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees.

Remeasurement of the net defined benefit plans in respect of post-employment are charged to other comprehensive income. Net interest expense and other expenses related to defined benefit plans are recognised in statement of profit and loss.

iii. Other employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of obligation as at the Balance sheet date determined based on an actuarial valuation.

iv. Defined Contribution Plan

The company's payments to the defined contribution plans are recognized as expenses during the period in which the employees perform the services that payment covers. Defined contribution plan comprise of contribution to the employees' provident fund with government, Employees' State Insurance and Pension Scheme.

ix. Income Tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to other comprehensive income or a business combination, or items recognised directly in equity.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if, the Company:

a) has a legally enforceable right to set off the recognised amounts; and

b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

ii. Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets and liabilities arereviewed at the end of each reporting period.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably, and it is probable that the future economic benefit associated with the asset will be realised.

Deferred tax assets and liabilities are offset only if:

a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and

b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

x. Foreign currency transactions

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Difference arising on settlement of monetary items are recognised in statement of profit and loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets which are capitalized as cost of assets.

Non-monetary items that are measured based on historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Exchange difference arising out of these transactions are generally recognised in statement of profit and loss.

xi. Cash and Cash Equivalent

Cash and cash equivalent includes the cash and Cheques in hand, bank balances, demand deposits with bank and other short term, highly liquid investments with original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Bank overdraft are shown within borrowings in current liabilities in the balance sheet and forms part of financing activities in the cash flow statement. Book overdraft are shown within other financial liabilities in the balance sheet and forms part of operating activities in the cash flow statement.

xii. Cash Flow Statement

Cash flows are reported using indirect method, whereby profit/(loss) before tax is adjusted for the effect of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financing cash flow. The cash flow from operating, investing and financing activities of the company is segregated based on the available information.

xiii. Earning Per Share

i. Basic earnings per shares is arrived at based on net profit/ (loss) after tax available to equity shareholders divided by Weighted average number of equity shares, adjusted for bonus elements in equity shares issued during the year (if any) and excluding treasury shares.

ii. Diluted earnings per shares is calculated by dividing Profit attributable to equity holders after tax divided by Weighted average number of shares considered for basic earning per shares including potential dilutive equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Potential ordinary shares shall be treated as dilutive when, and only when, their conversion to ordinary shares would decrease earnings per share or increase loss per share from continuing operations.

xiv. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when there is a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation, or the amount of the obligation cannot be measured with sufficient reliability. The Company does not recognize a contingent liability but discloses its existence in the financial statements

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are not recognized, but its existence is disclosed in the financial statements.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

xv. Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As per the requirements of Ind AS 116 the company evaluates whether an arrangement qualifies to be a lease. In identifying a lease the company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extent the lease if the company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

Company as a lessee

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Right of Use Assets

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located.

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the lease term. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable and impairment loss, if any, is recognised in the statement of profit and loss.

Lease Liability

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications. The company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows

Company as a lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. If an arrangement contains lease and non-lease components, the Company applies Ind AS 115 Revenue from contracts with customers to allocate the consideration in the contract.

xvi. Asset Held for Sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and sale is considered highly probable.

A sale is considered as highly probable when decision has been made to sell, assets are available for immediate sale in its present condition, assets are being actively marketed and sale has been agreed or is expected to be concluded within 12 months of the date of classification. Non-current assets held for sale are neither depreciated nor amortised.

Non current Assets classified as held for sale are measured at the lower of their carrying amount and fair value less cost to sale and are presented separately in the Balance Sheet.

xvii. Impairment of Non-Financial Assets

The company assesses at each reporting date whether there is any objective evidence that a non-financial asset or a group of non-financial assets are impaired. If any such indication exists, the company estimates the amount of impairment loss.

For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or group of assets is considered as cash generating unit.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognized in statement of profit and loss and reflected in an allowance account. When the company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, then the previously recognized impairment loss is reversed through profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been in place had there been no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in Statement of Profit and Loss, taking into account the normal depreciation/amortization.

xviii. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts, interest rate swaps and currency options; and embedded derivatives in the host contract.

i. Financial assets

Classification

The Company classifies financial assets in the following measurement categories :

a. Those measured at amortised cost and

b. Those measured subsequently at fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Initial recognition and measurement

All financial assets are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset, in the case of financial assets not recorded at fair value through profit or loss. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the company commits to purchase or sell the asset.

Measured at amortised cost

A financial asset is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

Measured at fair value through other comprehensive income (FVOCI)

A financial asset ismeasured at FVOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Financial assets included within the FVOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to profit and loss. Interest earned whilst holding FVOCI debt instrument is reported as interest income using the EIR method.

Financial Asset at fair value through profit or loss (FVTPL)

FVTPL is a residual category for financial asset. Any financial asset, which does not meet the criteria for categorization as at amortized cost or as FVOCI, is classified as at FVTPL.

In addition, the group company may elect to classify a financial asset, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is primarily derecognised (i.e. removed from the company's balance sheet) when:

i. The rights to receive cash flows from the asset have expired, or

ii. The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

iii. When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognise the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

iv. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, and bank balance.

b) Trade receivables.

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

i. Trade receivables which do not contain a significant financing component.

The application of simplified approach recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

ii. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ii. Financial liabilities

Classification

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or amortised costs.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The company's financial liabilities include trade and other payables, loans and borrowings, financial guarantee contracts and derivative financial instruments.

Financial liabilities at fair value through profit or loss.

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the group that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/loss are not subsequently transferred to P&L. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to interest-bearing loans and borrowings.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Derivative financial instruments

The company uses derivative financial instruments, such as forward currency contracts, interest rate swaps and forward commodity contracts, to hedge its foreign currency risks, interest rate risks and commodity price risks, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Offsetting

Financial assets and financial liabilities are offset and the net amount is presented in the balance sheet when and when the company has a legally enforceable right to set off the amount and it intends either to settle then an a net basis or to realize the asset and settle the liability simultaneously.

Measurement of fair values

The Company's accounting policies and disclosures require the measurement of fair values, for financial instruments.

The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

xix. Government Grants

Government Grants and subsidies from Government are recognised when there is reasonable certainty that the grant/subsidy will be received and all attaching conditions will be complied with. Government grant related to income are recognised in the Statement of Profit & Loss on a systematic basis over the period in which the Company recognizes as expenses the related costs for which the grant is intended to compensate.

Where the Grant relates to an asset value, it is recognised as deferred income, and amortised over the expected useful life of the asset.

xx. Guarantee Commission

In respect of Corporate Guarantees given by the Company on behalf of its Subsidiaries on the Ind As transitional date, notional income is booked at rate prevalent in market for similar guarantee and the income is amortised over the period of the guarantee. The notional income for guarantees given in subsequent periods is treated as deemed investment, added to the carrying cost of investment in Subsidiary and amortised over the period of the guarantee.

C. Standards issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company

NOTE: 1 - PROPERTY, PLANT AND EQUIPMENT

I. Property, Plant and Equipment

(₹ in lacs)

Particulars	Freehold land	Buildings	Plant & Equipment	Furniture & Fixture	Vehicles	Office Equipment	Biological Assets	Total
a. Gross carrying amount								
As at April 1, 2022	**4,778.16**	**1,849.80**	**3,216.90**	**1,092.08**	**288.33**	**341.54**	**25.02**	**11,591.83**
Additions	-	405.18	676.81	0.89	62.55	10.53	-	1,155.96
Deduction/Adjustments	-	-	73.50	-	0.33	0.14	-	73.97
Transfer from/(to) assets given on lease	-	2,468.37	(2,378.98)	-	-	-	-	89.39
As at March 31, 2023	**4,778.16**	**4,723.35**	**1,441.23**	**1,092.97**	**350.55**	**351.93**	**25.02**	**12,763.21**
Additions	281.32	324.64	133.69	1.84	209.78	20.34	-	971.61
Deduction/Adjustments	25.99	58.96	197.61	0.36		0.55	-	283.47
Transfer from/(to) assets given on lease	-	3,090.08	1,852.53	-	-	-	-	4,942.61
Less : Assets classified as held for sale Refer Note 47	1.08	-	-	-	-	-	-	1.08
As at March 31, 2024	**5,032.41**	**8,079.11**	**3,229.84**	**1,094.45**	**560.33**	**371.72**	**25.02**	**18,392.88**
b. Accumulated depreciation and impairment								
As at April 1, 2022	**-**	**502.30**	**1,578.27**	**851.42**	**182.54**	**307.86**	**6.82**	3,429.21
Depreciation charge for the year	-	255.42	274.96	55.57	37.26	17.82	1.99	643.02
Deduction/Adjustments	-	-	47.43	-	0.29	0.13	-	47.85
Transfer from/(to) assets given on lease	-	1,236.26	(1,510.16)	-	-	-	-	(273.90)
As at March 31, 2023	**-**	**1,993.98**	**295.64**	**906.99**	**219.51**	**325.55**	**8.81**	**3,750.48**
Depreciation charge for the year	-	286.23	203.01	41.65	37.83	17.40	1.76	587.88
Deduction/Adjustments	-	15.28	145.11	-	-	0.49	-	160.88
Transfer from/(to) assets given on lease	-	202.39	1,454.59	-	-	-	-	1,656.98
As at March 31, 2024	**-**	**2,467.32**	**1,808.13**	**948.64**	**257.34**	**342.46**	**10.57**	**5,834.46**
c. Net Carrying Amount								
As at March 31, 2023	**4,778.16**	**2,729.37**	**1,145.59**	**185.98**	**131.04**	**26.38**	**16.21**	**9,012.73**
As at March 31, 2024	**5,032.41**	**5,611.79**	**1,421.71**	**145.81**	**302.99**	**29.26**	**14.45**	**12,558.42**

II. Assets given on lease

Particulars	Freehold land	Buildings	Plant & Equipment	Furniture & Fixture	Vehicles	Office Equipment	Biological Assets	Total
a. Gross carrying amount								
As at April 1, 2022	-	9,273.73	1,311.27	-	-	-	-	10,585.00
Additions	-	-	-	-	-	-	-	-
Deduction/Adjustments	-	-	-	-	-	-	-	-
Transfer (to)/from own assets	-	(2,468.37)	2,378.98	-	-	-	-	(89.39)
As at March 31, 2023	-	6,805.36	3,690.25	-	-	-	-	10,495.61
Additions	-	73.50	499.44	-	-	-	-	572.94
Deduction/Adjustments	-	-	-	-	-	-	-	-
Transfer (to)/from own assets	-	(3,090.08)	(1,852.53)	-	-	-	-	(4,942.61)
As at March 31, 2024	-	**3,788.78**	**2,337.16**	-	-	-	-	**6,125.94**
b. Accumulated depreciation and impairment								
As at March 31, 2022	-	2,152.94	616.23	-	-	-	-	2,769.17
Depreciation charge for the year	-	166.19	112.26	-	-	-	-	278.45
Deduction/Adjustments	-	-	-	-	-	-	-	-
Transfer (to)/from own assets	-	(1,236.26)	1,510.16	-	-	-	-	273.90
As at March 31, 2023	-	1,082.87	2,238.65	-	-	-	-	3,321.52
Depreciation charge for the year	-	129.68	186.61	-	-	-	-	316.29
Deduction/Adjustments	-	-	-	-	-	-	-	-
Transfer (to)/from own assets	-	(202.39)	(1,454.59)	-	-	-	-	(1,656.98)
As at March 31, 2024	**-**	**1,010.16**	**970.67**	**-**	**-**	**-**	**-**	**1,980.83**
c. Net Carrying Amount								
As at March 31, 2023	-	5,722.49	1,451.60	-	-	-	-	7,174.09
As at March 31, 2024	**-**	**2,778.62**	**1,366.49**	**-**	**-**	**-**	**-**	**4,145.11**
GRAND TOTAL (I + II)								
Net Carrying Amount								
As at March 31, 2023	**4,778.16**	**8,451.86**	**2,597.19**	**185.98**	**131.04**	**26.38**	**16.21**	**16,186.82**
As at March 31, 2024	**5,032.41**	**8,390.41**	**2,788.20**	**145.81**	**302.99**	**29.26**	**14.45**	**16,703.53**

III. Capital Work In Progres

(₹ in lacs)

Particulars	Freehold land	Buildings	Plant & Equipment	Furniture & Fixture	Vehicles	Office Equipment	Biological Assets	Total
As at April 1, 2022	-	391.32	1.60	-	-	-	-	392.92
Additions	-	-	119.48	-	-	-	-	119.48
Less: Transfer to Property, plant and equipment	-	330.75	-	-	-	-	-	330.75
As at March 31, 2023	-	60.57	121.08	-	-	-	-	181.65
Additions	-	497.29	1,120.09	-	-	-	-	1,617.38
Less: Transfer to Property, plant and equipment		368.64	799.42	-	-	-	-	1,168.06
As at March 31, 2024	**-**	**189.22**	**441.75**	**-**	**-**	**-**	**-**	**630.97**

Capital Work In Progress ageing schedule as at March 31, 2024

	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	442.64	133.40	-	-	**576.04**
Projects temporarily suspended (Refer Note (3) below)	-	-	-	54.93	**54.93**
TOTAL	**442.64**	**133.40**	**-**	**54.93**	**630.97**

Capital Work In Progress ageing schedule as at March 31, 2023

	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	76.84	49.88	-	-	126.72
Projects temporarily suspended (Refer Note (3) below)	-	-	-	54.93	54.93
TOTAL	76.84	49.88	-	54.93	181.65

Capital Work In Progress completion schedule as at March 31, 2024

	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	576.04	-	-	-	**576.04**
Projects temporarily suspended (Refer Note (3) below)	-	54.93	-	-	**54.93**
TOTAL	**576.04**	**54.93**	**-**	**-**	**630.97**

Capital Work In Progress completion schedule as at March 31, 2023

	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	126.72	-	-	-	126.72
Projects temporarily suspended (Refer Note (3) below)	-	54.93	-	-	54.93
TOTAL	126.72	54.93	-	-	181.65

IV. Intangible Assets

	Particulars	Jetty Rights	Computer Software	Total
a.	**As at March 31, 2022**	293.79	14.62	308.41
	Additions	-	2.11	2.11
	Deduction/Adjustments	-	-	-
	As at March 31, 2023	293.79	16.73	310.52
	Additions	-	-	**-**
	Deduction/Adjustments	-	-	**-**
	As at March 31, 2024	**293.79**	**16.73**	**310.52**
b.	**Accumulated Amortisation**			
	As at March 31, 2022	198.49	11.58	210.07
	Amortisation charge for the year	12.06	2.17	14.23
	Deduction/Adjustments	-	-	-
	As at March 31, 2023	210.55	13.75	224.30
	Amortisation charge for the year	10.45	1.16	11.61
	Deduction/Adjustments	-	-	**-**
	As at March 31, 2024	**221.00**	**14.91**	**235.91**
c.	**Net Carrying Amount**			
	As at March 31, 2023	**83.24**	**2.98**	**86.22**
	As at March 31, 2024	**72.79**	**1.82**	**74.61**

Notes : (1) Refer note16 for details of Property, Plant, Machinery Charged/Mortgaged.

(2) The ownership of jetty ₹ 293.79 lacs (At Cost) (Previous Year ₹ 293.79 lacs) rests with the Gujarat Maritime Board.

(3) The Company has purchased 42.97 acre of land (cost as per books ₹1190.25 lacs as at March 31, 2024, ₹ 1190.25 lacs as at March 31, 2023) at Industrial Park, Pantapalam, A.P on January 1, 2015 from Andhra Pradesh Industrial Infrastructure Corporation Ltd ("APIICL"). Due to alleged non compliance of certain terms and conditions of the alottment, APIICL has cancelled the allotment of the land and has asked the Company to surrender the land. The Company has filed a writ petition in the Andhra Pradesh High Court, Hyderabad against the demand for surrender of the land and same is under process.

(4) There was no borrowing cost to be capitalised during the year (Previous Year ₹ Nil)

(5) The title deeds in respect of 0.789 acre of freehold land (cost as per books ₹ 423.27 lacs as at 31st March 2024 (Previous Year ₹ 423.27 lacs) situated at 40-41, East Madha Church Street, Royapuram, Chennai - 600013 are still in the name of M/s. Kay Am Processers and M/s. Venkateswara Warehousing Corporation, being partnership firms in which the Company has acquired 100% ownership in the year 2003.

(6) No revaluation of property plant and equipment & Intangible assets has been carried out during the year.

NOTE : 2 - RIGHT OF USE ASSETS **(₹ in lacs)**

Particulars	Leasehold land as per Ind AS 116	Leasehold land	ROU Buildings as per Ind AS 116	Total
a. Gross carrying amount				
As at April 1, 2022	49.65	641.30	359.85	1,050.80
Additions	0.96	532.89	18.05	551.90
Deduction/Adjustments	-	-	-	-
As at March 31, 2023	50.61	1,174.19	377.90	1,602.70
Additions	192.60	49.40	-	242.00
Deduction/Adjustments	1.69	41.07	-	42.76
As at March 31, 2024	**241.52**	**1,182.52**	**377.90**	**1,801.94**
b. Accumulated depreciation and impairment				
As at April 1, 2022	21.52	67.36	331.01	419.89
Depreciation charge for the year	3.09	34.29	19.71	57.09
Deduction/Adjustments	-	-	-	-
As at March 31, 2023	24.61	101.65	350.72	476.98
Depreciation charge for the year	8.29	39.66	10.24	58.19
Deduction/Adjustments	1.11	12.47	-	13.58
As at March 31, 2024	**31.79**	**128.84**	**360.96**	**521.59**
c. Net Carrying Amount				
As at March 31, 2023	**26.00**	**1,072.54**	**27.18**	**1,125.72**
As at March 31, 2024	**209.73**	**1,053.68**	**16.94**	**1,280.35**

Note : No revaluation of Right of Use Assets has been carried out during the year.

Particulars	As at March 31, 2024	As at March 31, 2023
NOTE: 3 - NON CURRENT INVESTMENTS		
A Investment in Equity Instruments: Measured at cost		
a) In Subsidiary companies		
Unquoted		
i) 70,00,000 (Previous Year 70,00,000) Equity shares of ₹10/- each fully paid up in Peninsular Tankers Pvt Ltd.	378.00	378.00
Add/(Less): Impairment of Investments	(378.00)	(378.00)
	-	-
ii) 92,29,990 (Previous Year 92,29,990) Equity Shares of ₹10/- each fully paid up in Ruchi Renewable Energy Pvt. Ltd. (Refer note 39)	3,141.30	3,141.30
iii) 98,100 (Previous Year 9,800) Equity Shares of ₹10/- each fully paid up in Mangalore Liquid Impex Pvt Ltd.	401.74	0.98
Total	**3,543.04**	3,142.28
B Investment in Partnership Firm (Associate entity) Measured at Cost		
Narang & Ruchi Developers (Refer note 40)	1,091.17	1,080.62
Total	**1,091.17**	1,080.62

Notes

FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in lacs)

Particulars	As at March 31, 2024	As at March 31, 2023
C Investment in Equity Instruments - Other than in subsidiary, associate and Joint Venture companies		
(Measured at fair value through Other Comprehensive Income (FVOCI) Quoted)		
I) Nil (Previous Year 13,71,800) Equity Shares of ₹10/- each fully paid up in National Steel & Agro Industries Ltd. (Refer note 56a)	-	44.17
ii) 443 (Previous Year 11,700) Equity Shares of ₹10/- each fully paid up in IMEC Services Ltd. (Refer note 56b)	0.03	0.19
Total	**0.03**	44.36
Grand Total	**4,634.24**	4,267.26
Aggregate amount of quoted investments and market value thereof	**0.03**	44.36
Aggregate amount of unquoted investments - Cost	**5,012.21**	4,600.90
Aggregate provision for diminution in value of investments	**378.00**	378.00

Particulars	As at March 31, 2024	As at March 31, 2023
NOTE: 4 - OTHER FINANCIAL ASSETS - NON CURRENT		
a. Interest Accrued but not due on Fixed Deposits With Bank	19.37	17.94
b. Balance with Banks in Deposit Accounts having maturity over 12 months (Earmarked as security for Guarantees issued by Bank)	130.13	398.47
	149.50	416.41
NOTE: 5 - OTHER NON - CURRENT ASSETS		
Capital Advances	115.94	129.83
Balance with Government Authorities	325.89	125.89
Advance Income-Tax (Net of Provision)	537.66	484.13
	979.49	739.85
NOTE: 6 - INVENTORIES		
Raw Materials (including packing material)	29.93	12.34
Work-in-progress	1.55	2.25
Finished goods	12.27	4.49
	43.75	19.08
Inventories are valued at lower of cost and net realisable value.		
NOTE: 7 - TRADE RECEIVABLES		
Unsecured, considered good	563.69	735.46
Credit impaired	1.82	1.82
Significant increase in credit risk	-	-
	565.51	737.28
Less: Allowance for expected credit loss/doubtful debts	25.47	26.74
	540.04	710.54

Trade receivables ageing schedule as at March 31, 2024

(₹ in lacs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - considered good	299.98	52.82	210.89	-	-	**563.69**
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	1.82	**1.82**
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-

Trade receivables ageing schedule as at March 31, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - considered good	452.65	77.85	204.96	-	-	735.46
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	1.82	-	1.82
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-

Particulars	As at March 31, 2024	As at March 31, 2023
NOTE: 8 - CASH AND CASH EQUIVALENTS		
Balances with Banks		
In Current Accounts	567.65	607.27
In Deposit Account with maturity less then or equal to three months	424.50	450.00
Cash on hand	3.10	3.33
	995.25	1,060.60
NOTE: 9 - BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS		
Earmarked Balances with Banks		
In Deposit Accounts with maturity less than or equal to 12 months	625.10	1,150.29
	625.10	1,150.29
NOTE: 10 - LOANS		
Loans to Subsidiaries		
Unsecured, considered good	455.00	228.00
Credit impaired	-	-
Significant increase in credit risk	-	-
	455.00	228.00
NOTE: 11 - OTHER FINANCIAL ASSETS - CURRENT		
Interest Accrued but not due		
On Fixed Deposits with Banks	8.36	3.80
On Other deposits	41.18	36.21
Security Deposits	330.18	309.90
Other Receivables*	-	85.31
	379.72	435.22

*Represents Compensation Receivable, other recoverables

(₹ in lacs)

Particulars	As at March 31, 2024	As at March 31, 2023
NOTE: 12 - OTHER CURRENT ASSETS		
Advance against supply	22.25	52.31
Balance with Government Authorities	392.77	333.86
Other receivable **	114.76	105.28
	529.78	491.45
** Represents prepaid expenses, advance to employees etc.		
NOTE: 13 - SHARE CAPITAL		
(a) Authorised		
i. Equity Shares		
50,00,00,000 (Previous Year 50,00,00,000) Equity shares of ₹1/- each	5,000.00	5,000.00
ii. Preference Shares		
2,00,00,000 (Previous Year 2,00,00,000) Non Convertible, Cumulative, Redeemable Preference shares of ₹100/- each	20,000.00	20,000.00
	25,000.00	25,000.00
(b) Issued, Subscribed and paid-up		
22,49,01,942 (previous year 21,55,01,942) Equity share of ₹ 1/- each fully paid up	2,249.02	2,155.02
	2,249.02	2,155.02

(a) **The reconciliation of the number of shares and amount outstanding is set out below:**

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares :				
Equity Shares at the beginning of the year	21,55,01,942	2,155.02	20,52,39,942	2,052.40
Add: Shares issued during the year	94,00,000	94.00	1,02,62,000	102.62
Equity Shares at the end of the year	**22,49,01,942**	**2,249.02**	21,55,01,942	2,155.02

(b) **Terms/Rights attached to Equity Shares :**

The company has one class of equity shares having a par value of ₹ 1 per share. Each shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors, if any is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend which is paid as and when declared by the Board of Directors. In the event of liquidation, the equity shareholders will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

(c) **The details of shareholders' holding more than 5% Shares.**

Equity Shares	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	% of holding	No. of Shares	% of holding
Pradeep C Limdi (Trustee of Indivar Foundation)	2,52,62,000	11.23	2,52,62,000	11.72
Patanjali Foods Limited (Formerly known as Ruchi Soya Industries Ltd)	2,18,08,795	9.70	2,72,10,911	12.63
Suyash Shahra (Trustee of Shaswat Trust)	1,80,00,000	8.00	1,80,00,000	8.35
Mahakosh Holding Pvt Ltd	1,50,57,840	6.70	1,50,57,840	6.99

(d) For the period of five years immediately preceeding the date at which the Balance Sheet is prepared, i.e. 31.03.2024 the Company has not allotted any shares pursuant to Contract(s) without payment being received in Cash or by way of bonus shares or bought back any shares/class of shares.

(e) **Promoters shareholding and changes.**

Particulars		As at March 31, 2024			As at March 31, 2023		
Sr. No.	**Promoter Name**	**No. of Shares**	**% of total shares**	**% change during the year**	**No. of Shares**	**% of total shares**	**% change during the year**
1	Patanjali Foods Limited (Formerly known as Ruchi Soya Industries Ltd)	2,18,08,795	9.70	(2.93)	2,72,10,911	12.63	(0.68)
2	Suyash Shahra (Trustee of Shashwat Trust)	1,80,00,000	8.00	(0.35)	1,80,00,000	8.35	(0.42)
3	Mahakosh Holdings Private Limited	1,50,57,840	6.70	(0.29)	1,50,57,840	6.99	(0.35)
4	Pradeep C. Limdi (Trustee of Indivar Foundation)	2,52,62,000	11.23	(0.49)	2,52,62,000	11.72	4.41
5	Ankesh Shahra	76,00,000	3.38	(0.15)	76,00,000	3.53	(0.17)
6	Soyumm Marketing Private Limited	73,53,305	3.27	(0.14)	73,53,305	3.41	(0.17)
7	Santosh Shahra	72,00,000	3.20	(0.14)	72,00,000	3.34	(0.17)
8	Mahakosh Papers Private Limited	60,00,000	2.67	(0.11)	60,00,000	2.78	(0.14)
9	Manish Shahra	48,02,000	2.14	(0.09)	48,02,000	2.23	(0.11)
10	Vishesh Shahra	47,99,990	2.13	(0.10)	47,99,990	2.23	(0.11)
11	Dinesh Khandelwal (Trustee of Disha Foundation)	35,05,610	1.56	(0.07)	35,05,610	1.63	(0.08)
12	Ruchi Mohan	24,00,000	1.07	(0.04)	24,00,000	1.11	(0.06)
13	Aditi Hitesh Gowani	24,00,000	1.07	(0.04)	24,00,000	1.11	(0.06)
14	Sunaina Shahra	24,00,000	1.07	(0.04)	24,00,000	1.11	(0.06)
15	Bhavna Goel	24,00,000	1.07	(0.04)	24,00,000	1.11	(0.06)
16	Sarthak Industries Limited	19,50,700	0.87	(0.04)	19,50,700	0.91	(0.04)
17	Shahra Brothers Private Limited	14,70,000	0.65	(0.03)	14,70,000	0.68	(0.04)
18	Usha Shahra	12,00,000	0.53	(0.03)	12,00,000	0.56	(0.02)
19	Suresh Chandra Shahra HUF	12,00,000	0.53	(0.03)	12,00,000	0.56	(0.02)
20	Nutrela Marketing Private Limited	12,00,000	0.52	(0.03)	12,00,000	0.55	(0.04)
21	Mrudula Shahra	11,97,300	0.53	(0.03)	11,97,300	0.56	(0.02)
22	Neha Saraf	4,00,000	0.18	(0.01)	4,00,000	0.19	(0.01)
23	Ruchi Realty Private Limited	94,00,000	4.18	4.18	-	-	-
24	Viksit Engineering Limited	-	-	-	-	-	-
25	Kailash Chandra Shahra HUF	-	-	-	-	-	-
26	Savitridevi Shahra	-	-	-	-	-	-
27	Sarvesh Shahra	-	-	-	-	-	-
28	Umesh Shahra	-	-	-	-	-	-
29	Amisha Shahra	-	-	-	-	-	-
30	Neeta Shahra	-	-	-	-	-	-
	Total	**14,90,07,540**	**66.25**	**(1.04)**	14,50,09,656	67.29	1.58

Note: During the year ended March 31, 2024, the Company allotted 94,00,000 equity shares of ₹ 1/- each and the paid-up equity share capital as on March 31, 2024 is ₹ 2,249.02 lacs.

(₹ in lacs)

Particulars	As at March 31, 2024	As at March 31, 2023
NOTE: 14 - OTHER EQUITY		
A Capital Reserve	3,378.73	3,378.73
B Securities Premium	3,007.61	2,133.41
C General Reserve	8,906.41	8,906.41
D Equity Instruments through Other Comprehensive Income (Refer note D below)	0.02	54.20
E Retained Earnings (Refer note E below)	1,584.67	320.63
F Money Received Against Share Warrant	289.19	533.59
TOTAL	**17,166.63**	15,326.97
A Capital Reserve		
Balance as at the beginning of the year	3,378.73	3,378.73
Less: Transfer during the year	-	-
Balance as at the end of the year	**3,378.73**	3,378.73
B Securities Premium		
Balance as at the beginning of the year	2,133.41	1,179.04
Add : Received During the Year	874.20	954.37
Balance as at the end of the year	**3,007.61**	2,133.41
C General Reserve		
Balance as at the beginning of the year	8,906.41	8,906.41
Add: Transfer during the year	-	-
Balance as at the end of the year	**8,906.41**	8,906.41
D Equity Instruments through Other Comprehensive Income (Refer note(iv) below)		
Balance as at the beginning of the year	54.20	68.98
Fair value change in investments in equity shares - OCI (net of tax)	0.02	(14.78)
Transfer to Retained Earnings (net of tax)	(54.20)	
Balance as at the end of the year	**0.02**	54.20
E Retained Earnings (Refer note (v) below)		
Balance as at the begining of the year	320.63	221.61
Add: Net Profit/(Loss) for the year	1,230.38	99.69
Less: Re-measurement of the defined benefit plans through other comprehensive income (net of tax)	(20.54)	(0.67)
Transfer from Equity Instruments through Other Comprehensive Income (net of tax)	54.20	-
Balance as at the end of the year	**1,584.67**	320.63
F Money Received against share warrants		
Balance as at the begining of the year	533.59	-
Add: Received during the year	723.80	1,590.58
Less: Converted into equity shares	94.00	102.62
Less: Transfer to securities premium account (Refer note 44)	874.20	954.37
Balance as at the end of the year	**289.19**	533.59
	17,166.63	15,326.97

NATURE AND PURPOSE OF RESERVES

(i) Capital Reserve

Capital Reserve was created on account of gains on buyback of FCCB's. The reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

(ii) Securities Premium

Securities Premium is created on recording of premium on issue of shares. The reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

(iii) General Reserve

The General Reserve is created from time to time out of surplus profit from retained earnings. General Reserve is created by transfer from one component of Equity to another.

(iv) Equity Instruments through Other Comprehensive Income

The company has elected to recognise changes in fair value of certain class of investments in other comprehensive income. These fair value changes are accumulated within this reserve and shall be adjusted on derecognition of investment.

(v) Retained Earnings

The same is created out of profits over the years and shall be utilised as per the provisions of the Companies Act, 2013.

(₹ in lacs)

Particulars	As at March 31, 2024	As at March 31, 2023
NOTE: 15 - BORROWINGS		
A Secured		
a. Term Loans from Banks		
From Banks (Refer note A below)	400.63	1985.67
Less : Current maturities of Long Term Borrowings (Refer note 20)	400.63	1,587.44
	-	398.23
b. Vehicle loan		
From Others	179.51	-
Less : Current maturities of Vehicle loan	54.28	-
	125.23	-
B Unsecured		
Cumulative Redeemable Preference Shares (Refer note B below)		
54,60,613 (previous year 54,60,613) 6 % Non convertible, cumulative, redeemable preference shares of ₹ 100/- each fully paid up	5,460.61	5,460.61
Less : Current maturities of Preference Shares (Refer note 20)	-	433.34
	5,460.61	5,027.27
	5,585.84	5,425.50

Note :

A. Term Loan From South Indian Bank Ltd.

Term Loan of ₹ 7,183.37 lacs, Outstanding ₹ 400.63 lacs (previous year ₹ 1,985.67 lacs) from South Indian Bank is secured by :

i) Hypothecation of all current assets of the Company including receivables other than those charged to existing lenders of the Company.

ii) Collateral security by way of hypothecation/mortgage of warehouses of the Company located at :

(a) Survey No. 30/1, 30/2, 30/3, 30/4, Village Linga, District Chindwada (MP), Area of Land- 26353 sq mt.

(b) Survey No. 253/1, 257/1, 258 and 259, Village Chaigaon, Devi Tehsil, District Khandwa, Area of land- 37100 sq mt.

(c) Survey No. 711, 712, 713, Village Jamunia, Kala patwari, Halka No. 11, Mhow Nasirawad Road, Tehsil and District Ratlam (MP), area of land 62300 Sq mt.

(d) Survey No. 734/2, 751/2, 752, 756/2, 756/3, 756/4, 756/5, 758/1, 759/1, Patwari Halka No. 31, Village Mangrol, Mhow Nasirawad Road, Tehsil and District Ratlam (MP), area of land - 53100 sq mt.

(e) Survey No. 167/1, 168/1, 78/1, 78/3, 79/2, 74, 75, 76, 77, 79/1, 78/2, 173/1, Village Raigaon, Tehsil Raghuraj Nagar District Satna (MP), area of land - 36300 sq mt.

iii) The rate of Interest as at the year end is 11.50% (Previous Year 10.75%).

iv) As a measure to lessen the adverse impact on businesses due to lockdown on account of COVID-19, the Reserve Bank of India had allowed borrowers whose accounts were not in default category to avail of moratorium on repayment of loan installments and servicing of interest for the period March 2020 to May 2020. Subsequently the moratorium was extended upto August 2020. The Company has availed the moratorium upto August 2020 and has received confirmation from its Banker regarding the same.

As per the terms of the moratorium availed, the tenure of the loan is extended by six months and the last installment of the loan which was due in December 2023 will now be payable in June 2024. The interest on the term loan for the months of March 2020 to August 2020, has been capitalised into the loan principal and repayment will be spread over the remaining tenure of the loan. The principal installment due from September 2020 includes, in addition to the original installment amount, the pro rated portion of the interest capitalised.

v) The loan is repayable in 26 scattered installments starting from September, 2017 with the last installment due in June, 2024.

The installments remaining to be paid are as under : **(₹ in lacs)**

Year	No. of Installments	Amount of Installment	Total Amount
2024-2025	1	401.11	401.11
Total	**1**	**401.11**	**401.11**

B. Vehicle loan

Term Loan of ₹180.00 lacs from BMW Financial Services is secured by charge on specific vehicle financed by the bank. The loan is repayable in 35 Monthly installment of ₹ 5.79 lacs and one installment of ₹ 5.54 lacs (including interest) commencing from April 2024, last installment being due in March 2027.

Rate of Interest is 9.75% p. a. as at the year end (previous year Nil).

Year	No. of Installments	Total Amount
2024-2025	12	54.28
2025-2026	12	59.81
2026-2027	12	65.91
Total	**36**	**180.00**

B. Terms / Rights attached to Preference Shares :

Preference shares are non convertible, cumulative, redeemable and have a par value of ₹100/- per share. Each preference shareholder is eligible for one vote per share only on resolutions affecting their rights and interest. Shareholders are entitled to dividend at the rate of 6% p.a.which is cumulative. In the event of liquidation of the company before redemption, the holders of preference shares will have priority over equity shares in the payment of dividend and repayment of capital .

The details of shareholders holding more than 5% of shares

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	% of holding	No. of Shares	% of holding
Preference Shares				
Athena Investment Holding Limited	27,96,281	51.21	27,96,281	51.21
Bhagyam Investments Holdings Ltd	26,64,332	48.79	26,64,332	48.79

(a) The Company had allotted 6% Non Convertible, Cumulative, Redeemable Preference Shares of ₹100/- each as under :
17,33,345 Shares were allotted on 30th March, 2006.
37,27,268 Shares were allotted on 9th October, 2006.

(b) (i) The Company shall redeem the preference shares at par on or before December 31, 2025 at the option of the Company.
(ii) The Company may, in suitable circumstances, revise, vary or postpone the redemption of Preference Shares or balance outstanding for the time being or any installment(s) of the said subscription installment(s) or any part thereof with prior consent of the holder(s).
(iii) The Company agrees and undertakes to redeem the preference shares out of its profits available for distribution of dividend or from the proceeds of fresh issue of capital.
(iv) The Company at its sole discretion has an option to prematurely redeem the preference shares in full or in part after completion of three years from the date of allotment.

Particulars	As at March 31, 2024	As at March 31, 2023
NOTE: 16 - LEASE LIABILITIES		
Lease Liability (Refer note 37)	254.95	72.64
	254.95	72.64
NOTE: 17 - PROVISIONS		
Provision for employee benefits		
Gratuity	-	-
Compensated absences (Refer note 48 for disclosure as per Ind AS 19)	87.40	87.74
	87.40	87.74

(₹ in lacs)

Particulars		As at March 31, 2024	As at March 31, 2023
NOTE: 18 - DEFERRED TAX LIABILITIES (NET)			
A	**Deferred Tax Liabilities on account of**		
	Property, plant and equipment and intangible assets	357.28	401.56
	Fair Valuation of Investments	0.01	-
	Total - Deferred Tax Liabilities	**357.29**	401.56
B	**Deferred Tax Assets on account of**		
	Provision for doubtful debts	6.41	7.44
	Fair valuation of Investments	-	58.97
	Defined employee benefit plan	33.45	37.48
	Lease liability	9.75	8.40
	Interest on term loan	4.46	24.64
	Total Deferred Tax Assets	**54.07**	136.93
	Net Deferred tax (Assets)/Liabilities	**303.22**	264.63

(i) The Company offsets tax assets and liabilities only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

(ii) Significant management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income by each jurisdiction in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

Particulars	As at March 31, 2024	As at March 31, 2023
NOTE: 19 - OTHER NON CURRENT LIABILITIES		
Government Grants - Deferred Income	378.01	395.47
	378.01	395.47
NOTE: 20 - BORROWINGS (CURRENT)		
Secured		
Current maturities of long-term Borrowings (Refer note 15 for security details)	400.63	1,587.44
Current maturities of Vehicle Loan (Refer note 15 for security details)	54.28	-
Unsecured		
Current maturities of Preference Shares	-	433.34
	454.91	2,020.78
NOTE: 21 - LEASE LIABILITIES (CURRENT)		
Lease Liabilities (Refer note 37)	10.45	10.73
	10.45	10.73
NOTE: 22 - TRADE PAYABLES		
a. Total outstanding dues of Micro and Small Enterprises (Refer note 35)	-	-
b. Total outstanding dues of creditors other than Micro and Small Enterprises*	51.34	14.74
	51.34	14.71

*The above includes debts due to firms/private companies in which director is a partner/director ₹ 32.64 lacs [Previous Year ₹ Nil]

Trade Payables ageing schedule
As at March 31, 2024

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Dues - Due to MSME	-	-	-	-	-
(ii) Undisputed Dues - Due to Others	51.34	-	-	-	**51.34**
(iii) Disputed Dues - Due to MSME	-	-	-	-	-
(iv) Disputed Dues - Due to Others	-	-	-	-	-

As at March 31, 2023 (₹ in lacs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Dues - Due to Due to MSME	-	-	-	-	-
(ii) Undisputed Dues - Due to Others	14.74	-	-	-	14.74
(iii) Disputed Dues - Due to Due to MSME	-	-	-	-	-
(iv) Disputed Dues - Due to Others	-	-	-	-	-

NOTE: 23 - OTHER FINANCIAL LIABILITIES - (CURRENT)

Particulars	As at March 31, 2024	As at March 31, 2023
Interest accrued but not due	0.56	-
Others*	246.86	224.11
Creditors for capital expenditure	119.49	3.52
	366.91	227.63
* Represents advances received for sale of land to be refunded, liabilities for expenses etc.		
NOTE: 24 - OTHER CURRENT LIABILITIES		
Customers Credit Balances	337.18	393.63
Deferred Government Grants	17.46	18.18
Statutory Dues	32.94	44.68
Unamortised Guarantee Commission (Refer note 39)	-	100.80
	387.58	557.29
NOTE: 25 - PROVISIONS		
Provision for employee benefits		
i) Gratuity	21.57	28.76
ii) Compensated absences	23.94	18.21
(Refer note 48 for disclosure as per Ind AS 19)		
	45.51	46.97
NOTE: 26 - CURRENT TAX LIABILITIES		
Current Tax Liabilities (Net)	-	112.36
	-	112.36

Particulars		For the year ended March 31, 2024	For the year ended March 31, 2023
NOTE: 27 - REVENUE FROM OPERATIONS			
a	**Sales of products**	112.39	148.25
b	**Sale of services**		
	(i) Rental income from storage and warehouse	2,916.06	3,020.34
	(ii) Cargo handling income	423.44	463.92
c	**Sale of wind power generated**	536.17	508.31
		3,988.06	4,140.82
NOTE: 28 - OTHER INCOME			
a	Interest Income (at amortised cost)	158.65	102.97
b	Net Gain on Sale/Discard of Property, Plant & Equipment	390.36	-
c	Reversal of Provision for doubtful debts	1.27	22.63
d	Other Non-Operating Income		
	(i) Guarantee commission	100.80	100.80
	(ii) Government Grant Income	18.17	18.92
	(iii) Other Non operating income	152.28	113.14
		821.53	358.46

Notes
FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in lacs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
NOTE: 29 - COST OF MATERIAL CONSUMED		
(a) Raw Material	72.86	104.75
(b) Packing Material	5.75	7.22
	78.61	111.97
NOTE: 30 - CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK IN TRADE		
Inventory at the beginning of the Year		
Finished Goods	4.49	-
Work in Progress	2.25	0.70
	6.74	0.70
Inventory at the end of the year		
Finished Goods	12.27	4.49
Work in Progress	1.55	2.25
	13.82	6.74
Net (Increase)/Decrease in Inventories	**(7.08)**	(6.04)
NOTE: 31 - EMPLOYEE BENEFITS EXPENSE		
Salary, Wages and Bonus	971.83	927.34
Contribution to Provident and Other Funds	73.64	66.21
Staff Welfare expenses	24.94	19.60
	1,070.41	1,013.15
NOTE: 32 - FINANCE COSTS		
Interest Expense (amortised cost)	102.80	325.70
Interest on Lease liability	28.87	11.95
Other borrowing costs	2.40	2.85
	134.07	340.50
NOTE: 33 - OTHER EXPENSES		
Manufacturing Expenses	0.06	0.35
Processing Charges	5.04	6.22
Rent	173.03	71.00
Repairs and Maintenance		
Plant & Machinery	489.64	418.16
Buildings	71.12	92.90
Others	106.42	167.52
Freight &		
forwarding	8.89	8.86
Material Handling Expenses	170.44	160.78
Security Expenses	142.72	131.48
Professional Fees	123.52	105.23
Electricity Expenses	64.48	58.71
Windpower Expenses	19.88	25.87
Rates & Taxes	123.67	199.65
Insurance	71.45	71.20
CSR Expenses (Refer note 45)	36.00	35.00
Donations	55.49	12.70
Electricity Expenses		
Sales Promotion Expenses	43.44	41.47
Bank Commission & Charges	2.54	2.18
Share in Loss of Partnership Firm	0.10	0.27
Net Loss on Sale/Discard of Property, Plant & Equipment	-	12.52
Commission & Rebate	5.14	9.45
Investment Written off (Refer note 56a)	44.35	-
Other Expenses	247.96	170.92
	2,005.38	1,802.44

(₹ in lacs)

Particulars	As at March 31, 2024	As at March 31, 2023
NOTE: 34 - CONTINGENT LIABILITIES AND COMMITMENTS		
A. Contingent Liabilities		
i. Demands disputed in appeals :		
a. Income Tax	759.98	374.07
b. Sales Tax/VAT	21,936.12	21,939.27
c. Entry Tax	70.54	70.54
d. Service Tax	382.74	481.60
e. Goods & Services Tax	538.12	538.12
ii. Corporate Guarantee given on behalf of Subsidiary (Ruchi Renewable Energy Pvt Ltd)	7,200.00	7,200.00
iii. Arrears of dividend on 54,60,613 6% non convertible cumulative redeemable preference shares of ₹ 100/- each	2,948.73	2,621.09
iv. Claims against the Company not acknowledged as debts	959.81	959.81

Note -

1. The Company does not expect any reimbursements in respect of the above contingent liabilities.
2. It is not practical to estimate the timing of cash outflow, if any, in respect of matter (i) (a) to (e) above pending resolution of the appellate proceedings, further the liability mentioned in (i) (a) to (e) above includes interest except in cases where the Company has determined that the possibility of such levy is remote.
3. In respect of matter (ii), the cash outflow, if any, could generate or occur up to the validity of guarantee except in few cases where cash outflow, if any could occur any time during the subsistence of borrowing to which the guarantees relate.

B. Capital commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances of ₹ 112.50 lacs Previous Year ₹ 112.50 lacs)	101.35	85.83

NOTE: 35 - DISCLOSURE REQUIRED UNDER SECTION 22 OF THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006.

(a) Trade Payables includes ₹ Nil (Previous Year ₹ Nil) amount due to Micro, Small and Medium enterprises registered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED).

(b) The detail of amount outstanding to Micro Small and Medium Enterprises are as under:

Particulars	As at March 31, 2024	As at March 31, 2023
Principle amount due and remain unpaid	-	-
Interest due on above and unpaid interest	-	-
Interest paid -	-	-
Interest payment made beyond appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable in succeeding years	-	-

(c) The information has been determined to the extent such parties have been identified on the basis of information available with the company.

NOTE: 36 - PAYMENT TO AUDITOR

Particulars	2023-2024	2022-2023
a. For Statutory audit	4.50	4.50
b. For Tax Audit	2.00	2.00
c. For Other services	1.82	1.77

NOTE: 37- LEASE LIABILITIES

The details of Maturity of lease liabilities are as under : **(₹ in lacs)**

Particulars	As at March 31, 2024	As at March 31, 2023
Less than One Year	10.45	10.73
One to Five Years	23.22	37.99
More than Five Years	231.73	34.65
Total	**265.40**	83.37

Movement of Lease liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Balance as at the beginning of the year	83.37	85.65
Additions	242.00	19.01
Repayment	59.97	21.29
Balance as at the end of the year	**265.40**	83.37

Amount not included in the measurement of the lease liability and recognised as expenses in the statement of profit and loss during the year. Short term lease ₹ 173.03 lacs (Previous year ₹ 71.00 lacs)

NOTE: 38 - ACCOUNTING RATIOS

Particulars	Numerator	Denominator	31/03/2024	31/03/2023	Variance	Reason of variance
Current ratio (in times)*	Current Assets	Current Liabilities	2.71	1.37	0.98	Reduction in Current Liabilities
Debt-Equity ratio (in times)*	Total Debts	Share holders equity	0.31	0.43	(0.27)	Increase in Net worth on account of higher net profit
Debt service coverage ratio* (in times)	Earning available for debt service	Interest + Instalments	0.97	0.54	(0.80)	Due to change in cash generation
Return on Equity ratio* (in%)	Net profit after taxes	Average share holders equity	4.89	(1.37)	(1,456.91)	Increase in Networth on account of equity share warrants & Increase in profit
Inventory turnover ratio (in times)*	Sales	Average Inventory	3.58	6.32	(0.43)	Reduction in sales & increase in inventory
Trade receivables turnover ratio (in times)	Credit Sales	Average accounts receivables	6.38	5.91	0.08	-
Trade Payables turnover ratio* (in times)	Annual net credit purchase	Average Trade Payables	2.17	24.54	(0.94)	Reduction in Payables
Net capital turnover ratio (in times)*	Sales	Working capital	2.28	3.75	39.21	Higher working capital on account of lower trade payables
Net profit ratio* (in %)	Net profit after taxes	Total Revenue	25.58	2.22	1,052.25	Due to higher net profit
Return on capital employed* (in %)	Profit before Interest and taxes	Tangible net worth + Total debt + deffred tax liability	2.53	1.67	51.50	Due to higher net profit
Return on investment (in %)	Return	Investment	-	-	-	-

* In respect of aforesaid mentioned ratios, there is significant change (25% or more) in FY 2023-24 in comparison to FY 2022-23.

Definitions:

(a) Earning for available for debt service = Net Profit before exceptional item & taxes + Non-cash operating expenses like depreciation and other amortisations + Interest + other adjustments like loss on sale of Fixed assets etc.

(b) Debt service = Interest & Lease Payments + Principal Repayments

(c) Average inventory = (Opening inventory balance + Closing inventory balance)/2

(d) Net credit sales = Net credit sales consist of gross credit sales minus sales return

(e) Average trade receivables = (Opening trade receivables balance + Closing trade receivables balance)/2

(f) Net credit purchases = Net credit purchases consist of gross credit purchases minus purchase return

(g) Average trade payables = (Opening trade payables balance + Closing trade payables balance)/2

(h) Working capital = Current assets - Current liabilities. (excluding warrant maturity of long term debt, interest accruedon borrowing & liabilities directly associated with assets classified as held for sale).

(i) Earning before interest and taxes = Profit before exceptional items and tax + Finance costs

(j) Capital Employed = Tangible networth + Total debt + Deffered tax liabilities

(k) Return on Investment = Return/Earnings + Dividend/Investment

NOTE: 39 - CORPORATE GUARANTEE

The Company has issued Corporate guarantee of ₹ 7200.00 lacs in earlier year to M/s. Indian Renewable Energy Development Authourity Ltd on behalf of its 100% subsidiary Ruchi Renewable Energy Pvt Ltd. Deemed Guarantee Commission of ₹ Nil (Previous Year ₹ Nil) has been added to the carrying cost of the investment.

NOTE: 40 - DETAILS OF INVESTMENT IN PARTNERSHIP FIRM NARANG & RUCHI DEVELOPERS

(₹ in lacs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Balance in Capital Account	% of share in Profit/loss	Balance in Capital Account	% of share in Profit/loss
Ruchi Infrastructure Ltd	1,091.17	70	1,080.62	70
Narang & Ruchi Developers	21.00	30	21.04	30

NOTE: 41 - EARNING PER SHARE (EPS)

Particulars	2023-2024	2022-2023
Basic earnings per share :		
a. Net Profit/(loss) after tax	1,230.38	99.69
b. Less : Preference dividend	327.64	327.64
c. Profit/(loss) available for equity shareholders	902.74	(227.95)
d. Weighted average number of equity shares	21,64,83,860	20,54,36,747
e. Nominal value of ordinary share	1.00	1.00
f. Basic earning per share	0.42	(0.11)
Diluted earnings per share :		
a. Net Profit/(loss) after tax	1,230.38	99.69
b. Less : Preference dividend	327.64	327.64
c. Profit/(loss) available for equity shareholders	902.74	(227.94)
d. Weighted average number of equity shares	21,64,83,860	20,54,36,747
e. Add : Weighted average number of equity shares on account of Share warrant	94,29,374	(79,65,793)
f. Weighted Average number of equity shares	22,59,13,234	19,74,70,954
g. Nominal Value of equity share	1.00	1.00
h. Diluted earning per share	0.40	(0.12)

NOTE: 42 - DISCLOSURE PURSUANT TO SECTION 186(4) OF THE COMPANIES ACT, 2013

Particulars	2023-2024			2022-2023		
	Interest Rate per annum	Loan Given	Amount Outstanding as at March 31, 2024	Interest Rate per annum	Loan Given	Amount Outstanding as at March 31, 2023
a. Particulars of Loan given and outstanding						
Ruchi Renewable Energy Pvt Ltd.	11.50%	60.00	60.00	-	-	-
Peninsular Tankers Pvt Ltd.	11.50%	17.00	145.00	11.00%	-	128.00
Manglore Liquid Impex Pvt. Ltd.	11.50%	250.00	250.00	11.00%	100.00	100.00

b. The above loans given are unsecured and classified under Financial assets under Loans and are charged interest at the rate of 11.00% and 11.50% (Previous Year 10.50% and 11.00%). The same are utilised by the recipient for general corporate purpose.

c. Investment made and outstanding at the year end :
The same are classified under respective heads

	As at March 31, 2024	As at March 31, 2023
d. Guarantees/Securities given and outstanding as at the end of the year.	7,200.00	7,200.00

Ruchi Renewable Energy Pvt Ltd (Subsidiary)

Corporate gurantee is given to Indian renewable energy devlopment agency towards loan granted by them to Ruchi Renewable Energy Pvt Ltd which is 100 % Subsidiary of the company.

NOTE: 43 - DISCLOSURE UNDER REGULATION 34(3) OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

During the year the Company has given the following loans to its subsidiaries : **(₹ in lacs)**

Particulars	2023-2024			2022-2023		
	Loan Given	Amount Outstanding as at March 31, 2024	Maximum Amount Outstanding during the year	Loan Given	Amount Outstanding as at March 31, 2023	Maximum Amount Outstanding during the year
Ruchi Renewable Energy Pvt Ltd.	60.00	60.00	60.00	-	-	1,261.00
Peninsular Tankers Pvt Ltd.	17.00	145.00	145.00	-	128.00	128.00
Manglore Liquid Impex Pvt. Ltd.	250.00	250.00	300.00	100.00	100.00	100.00

NOTE: 44 - NOTE ON CONVERTIBLE WARRANTS ISSUED BY THE COMPANY

During the year ended 31st March 2023, the Company made a preferential issue of 3,07,85,000 warrants each convertible into one equity share of ₹1/- at a price of ₹ 10.30 per warrant within the validity period of 18 months from the date of allotment. Out of such 3,07,85,000 warrants, 1,02,62,000 warrants were converted into equity shares during the year ended 31st March 2023. Accordingly, as on 31st March 2023, 2,05,23,000 warrants were outstanding.

During the current FY 2023-24 further 94,00,000 warrants have been converted in to equal number of equity shares and as on 31st March 2024 remaining 1,11,23,000 warrants were outstanding for conversion up to 12th August, 2024.

The Company raised ₹ 1,590.58 lacs in the FY 2022-23 and ₹ 723.80 lacs during the FY 2023-24 towards warrant subscription/ warrant conversion, which was utilised towards the objects of the preferential issue. Interest on the fixed deposits made out of the proceeds received from warrants/equity was ₹ 20.24 lacs. Total fund available was ₹ 2,334.62 lacs. These funds were utilised for the expansion of the existing capacities of the company. An amount of ₹1,581.02 lacs was utilised for the purpose of capital expenditure and ₹392.71 lacs was utilised for the prepayment of outstanding term loan installment from South Indian Bank Ltd. The balance amount of ₹ 360.89 lacs was lying in preferential issue proceeds account.

NOTE: 45 - NOTE ON CORPORATE SOCIAL RESPONSIBILITY

The Company was required to spend ₹ 35.29 lacs on Corporate Social Responsibility activities under Section 135 of the Companies Act, 2013 for the year ended 31st March, 2024, calculated as per Section 198 of the Companies Act, 2013. The details of expenditure made for complying with the provision for CSR expenditure under Section 135 of Companies Act, 2013 are as under:

Particulars	2023-2024	2022-2023
CSR Expenses to be incurred	35.29	32.51
Amount of expenditure incurred	36.00	35.00
Shortfall/(Excess) at the end of Year	(0.71)	(2.49)
Total of previous years shortfall	-	-
Nature of CSR Activities	CSR Activities for education of children	CSR Activities for education of children
Details of related party transactions in relation to CSR expenditure as per relevant Accounting Standard	-	-
Provision made with respect to liability incurred by entering into a contractual obligation	-	-

NOTE: 46 - OUTSTANDING CHARGE ON COMPANY'S ASSETS

The following charge created on the Company's assets is not satisfied and is being shown as Outstanding as per records with the Ministry of Corporate Affairs. However entire amounts have been duly paid off by the Company.

Name of Lender	Amount for which charge was created (₹ in lacs)	Year of repayment
Industrial Development Bank of India	650.00	2003-2004

NOTE: 47 - ASSETS HELD FOR SALE

The company has entered into agreements for sale of Land as under :

Particulars	Carrying value	Advance amount received	Expected date of completion of sale
Description of Asset			
Freehold Land			
Agreement dated 26/09/2019 for Sale of 11.73 acre of land at Kakinada, Andhra Pradesh - as at March 31, 2024	**82.59**	**463.23**	March, 2025
As at March 31, 2023	82.59	463.23	March, 2024
Agreement dt 20/01/2024 for Sale of 0.203 Hectare of land at Dhar - MP - As at March 31, 2024	**0.33**	**47.64**	March, 2025
As at March 31, 2023	-	-	-
Agreement dt 20/01/2024 for Sale of 1.076 Hectare of land at Dhar - MP - As at March 31, 2024	**0.75**	**252.36**	March, 2025
As at March 31, 2023	-	-	-

NOTE: 48 - DISCLOSURE AS PER IND AS 19 - EMPLOYEE BENEFITS

A. Gratuity

i. The Company has opted for scheme with Life Insurance Corporation of India("LIC") to cover its liabilities towards employees gratuity. The annual premium paid to LIC is charged to Profit and Loss Account. The Company also carries out Actuarial valuation of gratuity using Projected Unit Credit Method as required by Ind As - 19 and the difference between fair value of plan assets and liability as per actuarial valuation as at the year end is recognised in financial statement.

(₹ in lacs)

	Particulars	As at March 31, 2024	As at March 31, 2023
1	**Change in Present value of defined benefit obligation**		
	Present Value of Benefit obligation at the beginning of the period	260.43	232.81
	Interest Cost/(income)	19.25	16.06
	Current Service cost	15.89	15.64
	Past Service Cost	-	-
	Benefits Paid from fund	(41.44)	(7.43)
	Remeasurement or actuarial (gain/loss)arising due to :		
	Demographic Assumptions	-	-
	Financial Assumptions	2.60	(7.15)
	Experience adjustment	(7.47)	10.50
	Present Value of Benefit obligation at the end of the period	**249.26**	260.43
2	**Change in Fair Value of plan assets**		
	Fair Value of the plan assets at the beginning of the year	231.67	165.13
	Interest Income	17.12	11.39
	Contributions Paid by Employer	19.99	60.16
	(Benefit Paid from Fund)	(41.44)	(7.43)
	Return on Plan Asssets Excluding Interest Income	0.34	2.42
	Fair value of plan asset at the end of the year	**227.68**	231.67
3	**Amount Recognised in Balance Sheet**		
	(Present Value of benefit obligation at the end of the period	(249.26)	(260.43)
	Fair Value of plan assets at the end of the Period	227.68	231.67
	Funded Status (Surplus/(Defecit)	(21.58)	(28.76)
	Net (Liability)/asset recognised in the Balance Sheet	**(21.58)**	(28.76)
4	**Net Interest Cost for Current Period**		
	Present Value of Benefit Obligation at the beginning of the period	260.43	232.81
	(Fair Value of the plan assets at the beginning of the period	(231.67)	(165.13)
	Net Liability/(Asset) at the beginning of the period	28.76	67.68
	Interest Cost	19.25	16.06
	(Interest income)	(17.12)	(11.39)
	Net Interest cost for the current period	**2.13**	4.67
5	**Expense Recognised in Statement of Profit & Loss for current period**		
	Current Service Cost	15.89	15.64
	Net Interest Cost	2.13	4.67
	Past Service Cost	-	-
	Expenses regognised in the statement of profit & loss	**18.02**	20.31
6	**Expense Recognised in Other Comprehensive Income (OCI) for current period**		
	Actuarial (gain)/loss on obligation for the period	27.77	3.35
	Return on Plan Assets excluding interest income	(0.34)	(2.42)
	Net (Income)/expense for the period recognized in OCI	**27.43**	0.93
7	**Balance Sheet Reconciliation**		
	Opening Net Liability	28.76	67.68
	Expenses recognised in Statement of Profit & Loss	18.02	20.31
	Expenses recognised in OCI	27.43	0.93
	Net (liability)/Assets transfer out	(32.64)	-
	(Employer's contribution)	(19.99)	(60.16)
	Net Liability/(Asset) recognised in the Balance Sheet	**21.58**	28.76
8	**Category of Assets**		
	Insurance Fund	227.68	231.67
	Total	**227.68**	231.67

(₹ in lacs)

	Particulars	As at March 31, 2024	As at March 31, 2023
9	**Other Details**		
	No of Active Members	116.00	131.00
	Per month salary for active members	30.65	31.56
	Weighted average duration of the Projected benefit obligation	7.00	7.00
	Average expected future service	7.00	7.00
	Projected Benefit obligation	249.26	260.43
	Expected contribution for next year	30.65	31.56
10	**Net Interest cost for the next year**		
	Present Value of Benefit obligation at the end of the period	249.26	260.43
	(Fair value of plan assets at the end of the period)	(227.68)	(231.67)
	Net Liability/(Asset) at the end of the period	21.58	28.76
	Interest cost	17.92	19.25
	(Interest income)	(16.37)	(17.12)
	Net Interest cost for the next year	**1.55**	2.13
11	**Expenses recognised in the Statement of Profit & Loss for next year**		
	Current Service Cost	14.50	15.89
	Net Interest Cost	1.55	2.12
	Expenses recognised	**16.05**	18.01
12	**Maturity analysis of the benefit payments : From the Fund**		
	1st Following year	32.94	28.01
	2nd Following year	22.45	20.96
	3rd Following year	45.96	33.52
	4th Following year	28.99	42.03
	5th Folllowing year	25.84	27.74
	Sum of years 6 to 10	101.93	120.59
	Sum of years 11 and above	140.76	156.21
13	**Maturity analysis of the benefit payments : From the Employer**		
	1st Following year	-	-
	2nd Following year	-	-
	3rd Following year	-	-
	4th Following year	-	-
	5th Folllowing year	-	-
	Sum of years 6 to 10	-	-
	Sum of years 11 and above -	-	
14	**Sensitivity Analysis**		
	Defined benefit obligations on current assumptions	249.26	260.43
	Delta effect of +1% Change in Rate of Discounting	(12.45)	(13.49)
	Delta effect of -1% Change in Rate of Discounting	13.88	15.02
	Delta effect of +1% Change in Rate of Salary increase	11.16	11.94
	Delta effect of -1% Change in Rate of Salary increase	(10.28)	(11.07)
	Delta effect of +1% Change in Rate of Employee Turnover	(0.17)	(0.26)
	Delta effect of -1% Change in Rate of Employee Turnover	0.17	0.25
Actuarial Assumptions			
The following were the principal actuarial assumptions at the reporting date expressed as weighted averages)			
Discount Rate		**7.39%**	7.39%
Salary Escalation Rate - Next two years		**8.50%**	8.50%
Salary Escalation Rate - 3rd year onwards		**8.50%**	8.50%
Rate of return on plan assets		**7.19%**	7.39%
Attrition Rate		**8.00%**	8.00%
Mortality Rate		**Indian Assured Live Mortality (2012-2014) (Urban)**	Indian Assured Live Mortality (2012-2014) (Urban)

B. Leave Encashment

The liability in respect of leave encashment is determined using actuarial valuation carried out at Balance sheet date. Actuarial gains and losses are recognised in full in statement of Profit and Loss for the year in which they occur. Liability on account of Leave encashment as the year end ₹ 111.33 lacs (previous year ₹ 105.95 lacs).

C. Defined Contribution Plan - Post employment benefits

Contribution to defined contribution plans, recognised as expense for the year is as under : **(₹ in lacs)**

Particulars	**Year ended March 31,2024**	Year ended March 31,2023
Employers Contribution to Provident Fund	36.05	27.86
Employers Contribution to Pension Fund	16.96	17.49
Total	**53.01**	45.35

NOTE: 49 - SEGMENT REPORTING

A. General Information

i) Factors used to identify the entity's reportable segments, including the basis of organisation Based on the criteria as mentioned in Ind As 108 " Operating Segment", the Company has identified its reportable segments as under :

Segment - 1 Commodities

Segment - 2 Infrastructure

Segment - 3 Others

The Company's operating segments are established on the basis of those components of the Company that are evaluated regularly by the Chief Operating Decision Maker in deciding how to allocate resources and in assessing performance. These have been identified taking into account nature of products and services, the differing risks and returns and the internal reporting system.

ii) Following are the reporting segments

Reportable Segment	**Description**
Commodities	Trading in various commodities, products
Infrastructure	Storage, Warehousing, Wind Energy
Others	Manufacturing of Soap

B. Segment revenue, results, segment assets and liability include respective amounts directly identified with the segment and also an allocation on reasonable basis of amounts not directly identified. The expenses which are not directly relatable to the business segment are shown as un allocable corporate cost. Assets and Liabilities that cannot be allocated between segment are shown as un allocable corporate assets and liabilities respectively.

A. Operational Segment Information

(₹ in lacs)

Particulars	**Commodities**	**Infrastructure**	**Windpower**	**Others**	**Unallocable**	**Total**
Segment Revenue	**-**	**3,339.50**	**536.17**	**112.39**	**-**	**3,988.06**
	-	3,484.26	508.31	148.25	-	4,140.82
Segment Result before Finance Cost and Tax	**-**	**1,475.27**	**93.88**	**7.14**	**(888.00)**	**688.29**
	-	1,314.39	69.47	1.89	(800.78)	584.97
Finance Cost	**-**	**-**	**-**	**-**	**-**	**134.07**
	-	-	-	-	-	340.50
Profit Before Tax, Exceptional Items	-	**-**	**-**	**-**	**-**	**554.22**
	-	-	-	-	-	244.47
Exceptional Items	-	-	-	-	-	**725.26**
	-	-	-	-		-
Profit Before Tax	**-**	**-**	**-**	**-**	**-**	**1,279.49**
	-	-	-	-	-	244.50
Provision for Taxes	**-**	**-**	**-**	**-**	**-**	**-**
	-	-	-	-	-	-
Current Tax	**-**	**-**	**-**	**-**	**-**	**53.66**
	-	-	-	-		53.63
Tax for earlier Year	-	-	-	-	-	**(50.04)**
	-	-	-	-	-	**-**

Notes
FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in lacs)

Particulars	Commodities	Infrastructure	windpower	Others	Unallocable	Total
Deferred Tax	**-**	**-**	**-**	**-**	**-**	**45.49**
	-	-	-	-	-	91.15
Profit After Taxes	**-**	**-**	**-**	**-**	**-**	**1,230.38**
	-	-	-	-	-	99.70
Segment Assets	**248.18**	**14,611.92**	**880.89**	**63.94**	**12,300.07**	**28,105.00**
	48.18	13,606.47	1,060.78	39.57	12,426.70	27,181.70
Segment Liabilities	**-**	**2,077.81**	**-**	**2.46**	**6,609.08**	**8,689.35**
	-	1,589.73	-	-	8,109.98	9,699.71
Segment Depreciation	**-**	**560.26**	**114.21**	**1.76**	**297.74**	**973.97**
	-	532.36	129.98	2.04	328.41	992.79
Capital Expenditure	**-**	**1,093.08**	**-**	**-**	**451.47**	**1,544.55**
	-	1,113.85			44.22	1,158.07
Non Cash expenditure other than depreciation	**-**	**-**	**-**	**-**	**-**	**-**
	-	-	-	-	-	-

Note - Current year figures are in bold.

B. Geographical Information

All Operating facilities of the Company are located in India

Particulars	2023-2024	2022-2023
Domestic Revenue	3,988.06	4,140.82
Export Revenue	-	-
Total Revenue	**3,988.06**	4,140.82

C. Revenue from Major Products

Particulars	2023-2024	2022-2023
1. Commodities	**-**	-
2. Infrastructure		
i) Storage	2,261.48	2,316.45
ii) Warehousing	1,078.02	1,167.81
iii) Wind Energy	536.17	508.31
3. Others	112.39	148.25
Total Revenue	**3,988.06**	4,140.82

D. Revenue from Major customers

Revenue from customers exceeding 10% of the total revenue of the Company

Particulars	2023-2024	2022-2023
Segment		
Infrastructure	1,453.95	1,078.56
Total	**1,453.95**	1,078.56

NOTE: 50 - RELATED PARTY DISCLOSURES AS PER IND AS -24

A. List of related parties with whom transaction have taken place

(i) Key managerial Person

Name of Person/entity	Relation
Mr. Narendra Shah	Executive Director
Mr. Parag Choudhary	Whole-time Director
Mr. Ashish Mehta	Company Secretary
Mr. Ravindra Kumar Kakani (Up to 21.01.2024)	Chief Financial Officer
Mr. Pavan Kumar Purohit (From 01.02.2024 onwards)	Chief Financial Officer

(ii) Entity where control exits

Ruchi Renewable Energy Pvt Ltd	Subsidiary
Mangalore Liquid Impex Pvt Ltd	Subsidiary
Peninsular Tankers Pvt Ltd	Subsidiary
Narang & Ruchi Developers	Associate

(iii) Entities under control of promoters
Ruchi Hi - Rich Seeds Pvt. Ltd.
Nutrela Marketing Pvt. Ltd.
Hamariearth Merchandise Pvt. Ltd.
Vishal Resorts & Hotels Pvt. Ltd.

(iv) Entity or close member's having significant influence and with whom transaction have taken place - Nil

Related party transactions (financial year 2023-2024 & previous year 2022-2023) **(₹ in lacs)**

Nature of relationship	Subsidiaries			Associates	Promotor Group Entities				Key Management Personnel				
Particulars	**Mangalore Liquid Impex Pvt. Ltd.**	**Ruchi Renewable Energy Pvt. Ltd.**	**Peninsular Tankers Pvt. Ltd.**	**Narang & Ruchi Developers**	**Ruchi Hi - Rich Seeds Pvt Ltd**	**Nutrela Marketing Pvt Ltd**	**Hamariearth Merchandise Pvt Ltd**	**Vishal Resorts & Hotels Pvt Ltd**	**Narendra Shah**	**Parag Choudhary**	**Ashish Mehta**	**Ravindra Kakani**	**Pavan Kumar Purohit**
Remuneration/ Salary Paid	-	-	-	-	-	-	-	-	**72.57**	**27.16**	**47.71**	**30.66**	**3.25**
	-	-	-	-	-	-	-	-	68.53	39.59	45.13	29.11	-
Post Employment Benefits	-	-	-	-	-	-	-	-	-	-	**2.56**	-	**0.18**
	-	-	-	-	-	-	-	-	-	2.18	2.48	1.60	-
Cargo Handling Income Received	**81.65**	-	-	-	-	-	-	-	-	-	-	-	-
	119.56	-	-	-	-	-	-	-	-	-	-	-	-
Interest Received	**24.43**	**0.36**	**15.41**	-	-	-	-	-	-	-	-	-	-
	0.09	31.01	13.52	-	-	-	-	-	-	-	-	-	-
Rent Received	-	-	**0.24**	-	**93.31**	-	**0.60**	-	-	-	-	-	-
	-	-	0.24	-	63.31	-	0.60	-	-	-	-	-	-
Other Receipts	**12.07**	**1.00**	-	-	-	-	-	-	-	-	-	-	-
	1.59	1.00	-	-	-	-	-	-	-	-	-	-	-
Guarantee Commission Received	-	**100.80**	-	-	-	-	-	-	-	-	-	-	-
	-	100.80	-	-	-	-	-	-	-	-	-	-	-
Rent Paid	-	-	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	0.57	-	-	-	-	-	-	-
Share in Profit/(loss) of Partnership Firm	-	-	-	**(0.10)**	-	-	-	-	-	-	-	-	-
	-	-	-	(0.27)	-	-	-	-	-	-	-	-	-
Investment in Capital account	-	-	-	**2.05**	-	-	-	-	-	-	-	-	-
	-	-	-	55.05	-	-	-	-	-	-	-	-	-
Loan Given	**150.00**	**60.00**	**17.00**	-	-	-	-	-	-	-	-	-	-
	100.00	-	-	-	-	-	-	-	-	-	-	-	-
Land Purchase	-	-	-	-	-	-	-	**213.80**	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-	-	-
BALANCES AS AT THE YEAR END													
Other Liability													
As at March 31,2024	**32.64**	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31,2023	-	-	-	-	-	-	-	-	-	-	-	-	-
Investment													
As at March 31,2024	-	-	-	**1,091.17**	-	-	-	-	-	-	-	-	-
As at March 31,2023	-	-	-	1,080.62	-	-	-	-	-	-	-	-	-
Loan Receivable													
As at March 31,2024	**250.00**	**60.00**	**145.00**	-	-	-	-	-	-	-	-	-	-
As at March 31,2023	100.00	-	128.00	-	-	-	-	-	-	-	-	-	-
Guarantee Outstanding													
As at March 31,2024	-	**7,200.00**	-	-	-	-	-	-	-	-	-	-	-
As at March 31,2023	-	7,200.00	-	-	-	-	-	-	-	-	-	-	-

Notes

FORMING PART OF THE FINANCIAL STATEMENTS

Additional disclosure as per Regulation 34 read with Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 :

Transactions (financial year 2023-24 & previous year 2022-23) if any, with any entity forming part of promoters group and holding more than 10% equity shareholding in the Company.

(₹ in lacs)

Name of Entity	Patanjali Foods Ltd*
Cargo Handling Income	**238.70**
	657.05
Rent Received	**472.68**
	17.33
Rent Paid	**34.02**
	34.02
BALANCES AS AT THE YEAR END	
Trade Receivable	**84.42**
	73.46
Security Deposit Given	**12.50**
	12.50

*Note :

(i) During the month of March, 2024 the holding of aforesaid entity has reduced to below 10% of equity shareholding of the Company.

(ii) Current year figures are in bold.

NOTE: 51 - TAX RECONCILIATION

A. Amounts recognised in Statement of profit and loss

(₹ in lacs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Current tax on profit for the year	53.66	53.63
Deferred tax	45.49	91.15
Tax expense for the year charged to the Profit and loss (a)	**99.15**	144.78
Deferred tax amounts recognised in other comprehensive income (b)	6.90	2.11
Total Tax expenses for the year (a+b)	**106.05**	146.89

B. Reconciliation of effective tax rate

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit before tax	1,279.49	244.47
Applicable Tax Rate	25.27%	27.82%
Computed Tax Expense	322.02	68.01
Tax effect of :		
Exempted income		
Income/Expenses disallowed	304.74	324.94
Income/Expenses allowed	(573.10)	(339.32)
Deferred Tax on account of Property, Plant and Equipment and Intangible Assets	14.70	4.30
Deferred Tax on account of Financial Assets and Other Items	30.79	34.30
Mat Credit	-	52.55
Tax Expenses recognised during the year	99.15	144.78
Effective Tax Rate	7.75%	59.22%

C. Movement in deferred tax balances

(₹ in lacs)

Particulars	As at April 1, 2023	For the F.Y. 2023-2024		As at March 31, 2024
		Recognised in profit/loss	Recognised in OCI	
Deferred Tax Liabilities				
Depreciation	401.56	(44.28)	-	357.28
Fair valuation of Investment	(58.97)	58.98	-	0.01
Total - Deferred Tax Liabilities	**342.59**	**14.70**	**-**	**357.29**
Deferred Tax Assets				
Provision for Doubtful debts	7.44	(1.03)	-	6.41
Defined Employee Plan	37.48	(10.93)	6.90	33.45
Lease Liabilities	8.40	1.35	-	9.75
Interest on term loan	24.64	(20.18)	-	4.46
Total - Deferred Tax Assets	**77.96**	**(30.79)**	**6.90**	**54.07**
Net tax (Assets)/Liabilities	**264.63**	**45.49**	**(6.90)**	**303.22**

Particulars	As at April 1, 2022	For the F.Y. 2022-2023		As at March 31, 2023
		Recognised in profit/loss	Recognised in OCI	
Deferred Tax Liabilities				
Depreciation	397.26	4.30	-	401.56
Total - Deferred Tax Liabilities	397.26	4.30	-	401.56
Deferred Tax Assets				
Provision for doubtful debts	13.73	(6.29)	-	7.44
Fair Valuation of Investments	57.12	-	1.85	58.97
Defined employee benefit plan	45.95	(8.73)	0.26	37.48
Lease liabilities	7.98	0.42	-	8.40
Interest on Term loan	44.34	(19.70)	-	24.64
Total - Deferred Tax Assets	169.12	(34.30)	2.11	136.93
MAT Credit Entitlement	52.55	(52.55)	-	-
Net tax (Assets)/Liabilities	175.59	91.15	(2.11)	264.63

NOTE: 52 - Financial instruments – Fair values and risk management

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value.

A substantial portion of the Company's long-term debt has been contracted at floating rates of interest, which are reset at short intervals. Accordingly, the carrying value of such long-term debt approximates fair value.

i) As at March 31, 2024

(₹ in lacs)

Particulars	Carrying Amount				Fair Value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
(i) Investments *	-	0.03	-	0.03	0.03	-	-	**0.03**
(ii) Trade Receivables	-	-	540.04	540.04	-	-	-	**-**
(iii) Cash & Cash Equivalents	-	-	995.25	995.25	-	-	-	**-**
(iv) Bank Balance other than above	-	-	625.10	625.10	-	-	-	**-**
(v) Loans	-	-	455.00	455.00	-	-	-	**-**
(vi) Others	-	-	529.22	529.22	-	-	-	**-**
	-	**0.03**	**3,144.61**	**3,144.64**	**0.03**	**-**	**-**	**0.03**
Financial liabilities								
(i) Borrowings	-	-	6,040.75	6,040.75	-	-	-	-
(ii) Trade payables	-	-	51.34	51.34	-	-	-	-
(iii) Other Financial liability	-	-	632.31	632.31	-	-	-	-
	-	**-**	**6,724.40**	**6,724.40**	**-**	**-**	**-**	**-**

ii) As at March 31, 2023

Particulars	Carrying Amount				Fair Value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
(i) Investments *	-	44.36	-	44.36	44.36	-	-	**44.36**
(ii) Trade Receivables	-	-	710.54	710.54	-	-	-	**-**
(iii) Cash & Cash Equivalents	-	-	1,060.60	1,060.60	-	-	-	**-**
(iv) Bank Balance other than above	-	-	1,150.29	1,150.29	-	-	-	**-**
(v) Loans	-	-	228.00	228.00	-	-	-	**-**
(vi) Others	-	-	851.63	851.63	-	-	-	**-**
	-	44.36	4,001.06	4,045.42	44.36	-	-	44.36
Financial liabilities								
(i) Borrowings	-	-	7,446.28	7,446.28	-	-	-	
(ii) Trade payables	-	-	14.74	14.74	-	-	-	-
(iii) Other Financial liability	-	-	311.00	311.00	-	-	-	-
	-	-	7,772.02	7,772.02	-	-	-	-

*Excludes investment in Subsidiary Companies/Associate ₹ 4,634.21 lacs (Previous Year ₹ 4,222.90 lacs)

B. Measurement of fair values

Valuation techniques and significant unobservable inputs :

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1**:** quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2**:** inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3**:** inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Financial instruments measured at fair value

Type	Valuation technique
Open purchase and sale contracts	Based on commodity prices listed on stock exchange, and along with quotations from brokers and adjustments made for grade and location of commodity

NOTE: 53 - FINANCIAL INSTRUMENTS - FAIR VALUES AND RISK MANAGEMENT

Financial risk management

The Company has exposure to the following risks arising from financial instruments:

(i) Market risk

(a) Currency risk;

(b) Interest rate risk;

(ii) Credit risk ; and

(iii) Liquidity risk.

Risk management framework

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of risks on its financial performance. The Company's risk management assessment policies and processes are established to identify and analyses the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. These policies and processes are reviewed by management regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the Audit Committee are responsible for overseeing these policies and processes.

i) Market risk

Market risk is the risk of changes in the market prices on account of foreign exchange rates, interest rates and Commodity prices, which shall affect the Company's income or the value of its holdings of its financial instruments. The objective of market risk management is to manage and control market risk exposure within acceptable parameters, while optimising the returns.

i)(a) Foreign Currency risk

The fluctuation in foreign currency exchange rates may have impact on the profit and loss account, where any transaction has more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the entity.

Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in U.S. dollar, against the functional currrency.

The Company, as per its risk management policy, uses foreign exchange and other derivative instruments primarily to hedge foreign exchange and interest rate exposure. The Company does not use derivative financial instruments for trading or speculative purposes.

Exposure to foreign currency risk

The Company has no foreign currency exposure as at the year end. (Previous Year Nil)

i)(b) Interest rate risk exposure variable rate

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to market risk for changes in interest rates relates to borrowings from financial institutions.The company's exposure to the risk of changes in market interest rates relates primarily to the borrowing from bank and financial institution.Currently Company is not using any mitigating factor to cover interest rate risk.

Interest rate risk exposure - variable rate

Particulars	As at March 31, 2024	As at March 31, 2023
Borrowing from bank	400.63	1,985.67
Borrowing from Other	179.51	-
	580.14	1,985.67

Interest rate sensitivity

A reasonably possible change of 1% in interest rates at the reporting date would have increased/(decreased) equity and profit or loss by amounts shown below. This analysis assumes that all other variables, in particular, foreign currency exchange rates, remain constant. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

A. As at March 31, 2024

Particulars	Impact on Profit/(loss) before tax	
	1% Increase	1% Decrease
On account of Variable Rate Borrowings from Banks	(5.80)	5.80
Sensitivity	**(5.80)**	5.80

B. As at March 31, 2023

(₹ in lacs)

Particulars	Impact on Profit/(loss) before tax	
	1% Increase	1% Decrease
On account of Variable Rate Borrowings from Banks	(19.86)	19.86
Sensitivity	(19.86)	19.86

ii) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customer. The Company establishes an allowance for doubtful debts and impairment that represents its estimate on expected loss model.

A. Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

Summary of the Company's exposure to credit risk by age of the outstanding from various customers is as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Past due but not impaired		
Past due 0–90 days	261.21	385.11
Past due 91–180 days	38.77	67.54
Past due more then 180 days	265.53	284.63
	565.51	737.28

Expected credit loss assessment for customers as at March 31, 2024 and March 31, 2023

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Impaired amounts are based on lifetime expected losses based on the best estimate of the management. Further, management believes that the unimpaired amounts that are past due by more than 180 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk.The impairment loss related to several customers that have defaulted on their payments to the Company and are not expected to be able to pay their outstanding balances, mainly due to economic circumstances.

The movement in the allowance for impairment in respect of trade and other receivables during the year was as follows.

	(₹ in lacs)
Balance as at April 1, 2023	26.74
Provided During the year	-
Reversed during the year	1.27
Balance as at March 31, 2024	**25.47**
Balance as at April 1, 2022	49.37
Provided During the year	-
Reversed during the year	22.63
Balance as at March 31, 2023	26.74

B. Cash and cash equivalents

The Company holds cash and cash equivalents with credit worthy banks of ₹ 992.15 lacs as at March 31, 2024 [₹1,057.27 lacs as at 31st March 2023].The credit worthiness of such banks is evaluated by the management on an ongoing basis and is considered to be good.

C. Investments

The Company does not expect any losses from non-performance by these counter-parties apart from those already given in financials, and does not have any significant concentration of exposures to specific industry sectors or specific country risks.

iii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the

Company's reputation. The Company has obtained fund based lines from various banks. The Company also constantly monitors various funding options available in the debt and capital markets with a view to maintaining financial flexibility.

Exposure to liquidity risk

The table below analyses the Company's financial liabilities into relevant maturities groupings based on their contractual maturities for:

* all non derivative financial liabilities
* net and gross settled derivative financial instruments for which the contractual maturites are essential for the understanding of the timing of the cash flows.

As at March 31, 2024 **(₹ in lacs)**

Particulars	Amount	Carrying Amount	Contractual Cash Flows			
			1 year or less	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Secured term loans and borrowings	400.63	400.63	400.63	-	-	-
Redeemable preference shares	5,460.61	5,460.61	-	5,460.61	-	-
Trade payables	51.34	51.34	51.34	-	-	-
Other financial liabilities (repayable on demand)	632.31	632.31	377.36	6.84	16.38	231.73

As at March 31, 2023

Particulars	Amount	Carrying Amount	Contractual Cash Flows			
			1 year or less	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Secured term loans and borrowings	1,985.67	1,985.67	1,587.44	398.23	-	-
Redeemable preference shares	5,460.61	5,460.61	433.34	2,231.83	2,795.44	-
Trade payables	14.74	14.74	14.74	-	-	-
Other financial liabilities (repayable on demand)	311.00	311.00	238.36	13.08	24.91	34.65

Note : The inflows/(outflows) disclosed in the above table represent the contractual undiscounted cash flows relating to derivative financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity. The disclosure shows net cash flow amounts for derivatives that are net cash-settled and gross cash inflow and outflow amounts for derivatives that have simultaneous gross cash settlement.

NOTE : 54 - CAPITAL MANAGEMENT

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The Company monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings and obligations under finance leases, less cash and cash equivalents. Equity comprises of Equity share capital and other equity.

The Company's policy is to keep the ratio at optimum level. The Company's adjusted net debt to equity ratio was as follows.

A.

Particulars	As at March 31, 2024	As at March 31, 2023
Total Liabilities (Refer note 15, 20)	580.70	1,985.67
Less : Cash and cash equivalent	995.25	1,060.60
Adjusted net debt	**(414.55)**	925.07
Total equity	19,415.65	17,481.99
Adjusted net debt to adjusted equity ratio	(0.02)	0.05

B. Dividends

Amount of Dividends approved during the year by shareholders.

(₹ in lacs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount in ₹	No. of Shares	Amount in ₹
Equity Shares	22,49,01,942	-	21,55,01,942	-
Preference Shares	54,60,613	-	54,60,613	-

NOTE: 55

i. The company has not granted Loans or Advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person, that are: (a) repayable on demand or (b) without specifying any terms or period of repayment.

ii. The company neither has any Benami property nor any proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

iii. The company is not declared wilful defaulter by any bank or financial Institution or other lender.

iv. The company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

v. The company is compliant with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

vi. (A) The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

(B) The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

vii. The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

viii. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

ix. The Company has no working capital limits from banks on the basis of security of current assets.

NOTE: 56

a. During the year 13,71,800 equity shares of National Steel and Agro Industries Ltd carrying value of ₹ 44.17 lacs were cancelled due to order of NCLT. The same were derecognised and w/off and shown under Note 33 Other expenses.

b. During the year 11700 equity share of IMEC Services ltd. Carrying value ₹ 0.19 lacs were restructured and Company has received 443 equity shares against 11700 equity shares.

NOTE: 57

a. During the year, the Company executed Business Transfer Agreement for disposal of business undertaking of the Company comprising of petroleum terminal at Cochin Port on slump sale basis for a consideration of ₹ 811 lacs. The gain of ₹ 725.26 lacs arising out of the sale has been disclosed under "Exceptional Item".

As per our report of even date attached.

For SMAK & Co.
Chartered Accountants
(Firm Regn No. 020120C)

CA Atishay Khasgiwala
Partner
Membership No. 417866

Indore, May 21, 2024

For and on behalf of the Board of Directors

Pavan Kumar Purohit
Chief Financial Officer

Narendra Shah
Executive Director
DIN 02143172

Ashish Mehta
Company Secretary

Mohan Das Kabra
Director
DIN 07896243

Indore, May 21, 2024

Independent Auditors Report

To,

The Members of

Ruchi Infrastructure Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Ruchi Infrastructure Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding company and its subsidiaries together referred to as "the Group")and its associate, comprising the Consolidated Balance Sheet as at 31st March, 2024, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associate entities as at 31st March, 2024, and their consolidated profit (including consolidated other comprehensive income), consolidated statement of changes in equity and consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by ICAI together with the ethical requirements that are relevant to our audit of consolidated financial statements under the provisions of the Companies Act 2013 and rules framed there under and we have fulfilled our other ethical responsibilities in accordance with these requirements and Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matter paragraph below is sufficient and appropriate to provide a basis for our opinion on consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters	**Auditor's Response**
Evaluation of uncertain tax positions The Company operates in multiple jurisdictions and is subject to periodic challenges by local tax authorities on a range of tax matters during the normal course of business including direct and indirect tax matters. These involve significant management judgment to determine the possible outcome of the uncertain tax positions, consequently having an impact on related accounting and disclosures in the financial statements.	Our audit procedures include the following substantive procedures: • Obtained understanding of key uncertain tax positions; and • We along with our internal tax experts – - Read and analysed select key correspondences, external legal opinions/consultations by management for key uncertain tax positions; - Discussed with appropriate senior management and evaluated management's underlying key assumptions in estimating the tax provisions; and Assessed management's estimate of the possible outcome of the disputed cases.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in Annual Report but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 (the Act) that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows and consolidated statement of changes in equity of the Group including its associate entities in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind As) specified under section 133 of the Act read with rules framed there under. The respective Board of Directors of the companies included in the Group and of its associates entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates entities are responsible for assessing the ability of the Group and of its associates entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates entities are responsible for overseeing the financial reporting process of the Group and of its associates entities.

Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the holding company has adequate internal financial controls with reference to financial statement in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates entities to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Group and its associates entities to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate entities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

a. We did not audit the financial statements of three subsidiaries whose financial statements reflect total assets of ₹ 6380.20 Lacs as at 31st March, 2024, total revenues of ₹ 2477.88 Lacs, net profit after tax of ₹ 183.34 Lacs, total comprehensive income of ₹ 182.89 Lacs and net cash outflows amounting to ₹15.83 Lacs for the year ended on that date as considered in the consolidated financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amount and disclosures included in respect of these subsidiaries and our report in terms of subsection (3) and (11) of section 143 of the Act, insofar as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditor.

b. The consolidated financial statements also include the Group's share of net loss after tax of ₹ 0.10 lacs for the year ended 31st March, 2024, as considered in the consolidated financial statements, in respect of an associates, whose financial statements have not been audited by us. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this associate entity and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid associate entity, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by section 143 (3) of the Act, we report, to the extent applicable that:
    a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
    b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as appears from our examination of those books and reports of the other auditor.
    c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated statement of changes in equity and the Consolidated Cash Flow Statement dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
    d) In our opinion, the aforesaid consolidated financial statements comply with the Indian accounting standards specified under section 133 of the Act, read with rules framed thereunder.
    e) On the basis of the written representations received from the directors of the Holding company, as on 31st March, 2024 taken on records by the Board of Directors of the Holding Company and the reports of the statutory auditor of its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India, is disqualified as on 31st March, 2024 from being appointed as a director in terms of section 164(2) of the Act.
    f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and its Subsidiary Companies incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
    g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 in our opinion and to the best of our information and according to the explanations given to us:
        i. The consolidated financial statements disclosed the impact of pending litigations on the consolidated financial position of the Group – refer note 36 to the consolidated financial statements;
        ii. The Group did not have any long term contract including derivative contract for which there were any material foreseeable losses.
        iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding company and its subsidiary company incorporated in India.

iv. a) The Management of the Holding Company and subsidiary companies which is incorporated in India and whose financial statements have been audited under the Act, have represented to us and to the other auditor of subsidiary companies that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or subsidiary companies to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the holding company or subsidiary companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

b) The Management of the Holding Company and subsidiary companies which is incorporated in India and whose financial statements have been audited under the Act, have represented to us and to other auditor of subsidiary companies that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Holding company or subsidiary companies from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding company or subsidiary companies shall, whether, directly or indirectly, lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiary companies which are incorporated in India and whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representation under sub clause (i) and (ii) of Rule 11(e) of The Companies (Audit and Auditors) Rules, 2014, as provided under (a) and (b) above, contains any material misstatement.

v. The group has not declared or paid dividend during the year hence provision of Section 123 of the Act not applicable.

vi. Based on our examination which included test checks, performed by us on the Company and its subsidiaries incorporated in India, have used accounting software for maintaining their respective books of account for the financial year ended March 31st, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that stock register maintained manually by Holding company. Further, during the course of audit, we have not come across any instance of the audit trail feature being tampered with. The financial statements of two subsidiaries that are not material to the consolidated financial statements of the Group, have not been audited under the provisions of the Act as of the date of this report. Therefore, we are unable to comment on the reporting requirement under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 in respect of these two subsidiaries.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31st, 2024.

h) With respect to the matter to be included in the Auditor's report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary companies incorporated in India to its directors is in accordance with the provisions of Section 197 read with schedule V to the Act.

i) With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us and based on the CARO reports issued by the auditors of the subsidiary companies included in the consolidated financial statements of the Holding Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For SMAK & CO
Chartered Accountants
(Firm Reg. No. 020120C)

CA Atishay Khasgiwala
(Partner)
M.No.417866

Place : Indore
Date : 21.05.2024
UDIN : 24417866BJZZBV5386

Independent Auditors Report

Annexure A To the Independent Auditor's Report of even date on the Consolidated Financial Statements of Ruchi Infrastructure Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March, 2024, we have audited the internal financial controls over financial reporting of Ruchi Infrastructure Limited ("the Holding Company") and its subsidiary companies which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company and its subsidiary companies which are companies incorporated in India are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company and its Subsidiary Companies which are companies incorporated in India, internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and obtained by other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to three subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For SMAK & CO
Chartered Accountants
(Firm Reg. No. 020120C)

CA Atishay Khasgiwala
(Partner)
M.No.417866

Place : Indore
Date : 21.05.2024
UDIN : 24417866BJZZBV5386

CIN : L65990MH1984PLC033878

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2024

(₹ in lacs)

Particulars		Notes	As at March 31, 2024	As at March 31, 2023
I.	**ASSETS**			
(1)	**Non-current assets**			
	(a) Property, Plant and Equipment	1	20,765.68	20,225.92
	(b) Capital work-in-progress	1	788.99	450.95
	(c) Goodwill	1	1,615.45	1,615.45
	(d) Other Intangible Assets	1	74.62	86.24
	(e) Right of Use Assets	2	1,649.94	1,513.71
	(f) Financial Assets			
	(i) Investments	3	1,091.20	1,124.98
	(ii) Others	4	157.40	423.84
	(g) Other non-current assets	5	1,103.61	887.82
	Total Non-current assets		**27,246.89**	26,328.91
(2)	**Current assets**			
	(a) Inventories	6	43.76	19.08
	(b) Financial Assets			
	(i) Trade receivables	7	1,340.78	1,399.97
	(ii) Cash and cash equivalents	8	1,238.49	1,319.66
	(iii) Bank balances other than (ii) above	9	625.10	1,150.29
	(iv) Loans	10	228.00	328.00
	(v) Others	11	536.66	588.65
	(c) Current Tax Assets (Net)	12	1.97	-
	(d) Other Current Assets	13	601.48	528.97
	Total Current assets		**4,616.24**	5,334.62
(3)	**Assets classified as held for Sale**		**83.67**	82.59
	Total Assets		**31,946.80**	31,746.12
II.	**EQUITY AND LIABILITIES**			
	Equity			
	(a) Equity share capital	14	2,249.02	2,155.02
	(b) Other Equity	15	16,971.58	14,961.08
	(c) Non Controlling interest	16	0.35	0.68
	Total Equity		**19,220.95**	17,116.78
	LIABILITIES			
(1)	**Non-Current Liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings	17	7,809.89	8,244.08
	(ia) Lease Liabilities	18	798.63	620.06
	(b) Provisions	19	87.82	88.07
	(c) Deferred Tax Liabilities	20	264.83	222.63
	(d) Other non-current liabilities	21	378.01	395.47
	Total Non-Current Liabilities		**9,339.18**	9,570.31
(2)	**Current liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings	22	1,684.91	3,644.78
	(ia) Lease liabilities	23	14.18	13.80
	(ii) Trade payables	24		
	(a) Total Outstanding dues of Micro and Small Enterprises		-	-
	(b) Total Outstanding dues of creditors other than Micro and Small Enterprises		68.94	66.91
	(iii) Other financial liabilities	25	372.56	250.75
	(b) Other current liabilities	26	437.24	460.23
	(c) Provisions	27	45.61	46.98
	(d) Current Tax Liabilities (Net)	28	-	112.35
	Total Current liabilities		**2,623.44**	4,595.80
(3)	**Liabilities directly associated with Assets held for sale**		**763.23**	463.23
	Total Equity and Liabilities		**31,946.80**	31,746.12
General information and material accounting policies		**A-C**		
The accompanying notes to accounts forming an integral part to the consolidated financial statement		**1 to 55**		

As per our report of even date attached.

For and on behalf of the Board of Directors

For SMAK & Co.
Chartered Accountants
(Firm Regn No. 020120C)

Pavan Kumar Purohit
Chief Financial Officer

Narendra Shah
Executive Director
DIN 02143172

CA Atishay Khasgiwala
Partner
Membership No. 417866

Ashish Mehta
Company Secretary

Mohan Das Kabra
Director
DIN 07896243

Indore, May 21, 2024

Indore, May 21, 2024

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024

(₹ in lacs)

	Particulars	Notes	For the year ended March 31, 2024	For the year ended March 31, 2023
	INCOME			
I	Revenue from Operations	29	6,384.29	6,431.08
II	Other Income	30	705.41	286.59
III	**Total Income (I+II)**		**7,089.70**	6,717.67
IV	**EXPENSES**			
	Cost of material's consumed	31	78.61	111.97
	Purchases of Stock-in-Trade	32	491.45	526.08
	Changes in inventories of finished goods, work-in-progress and stock in trade	33	(7.08)	(6.04)
	Employee Benefits Expense	34	1,300.92	1,171.53
	Finance Costs	35	597.44	891.47
	Depreciation and amortisation Expenses	1	1,476.09	1,562.82
	Other Expenses	36	2,418.81	2,180.10
	Total Expenses		**6,356.24**	6,437.93
V	**Profit/(loss) before share of profit/(loss) of associate & exceptional items (III-IV)**		733.46	279.74
VI	**Share in Profit/(loss) of Associate**		(0.10)	(0.27)
VII	**Profit/(loss) before exceptional items and tax**		733.36	279.47
VIII	Exceptional Items (Refer note 55)		725.26	-
IX	**Profit/(loss) before tax (VII-VIII)**		1,458.62	279.47
X	**Tax expense**			
	Current Tax		57.75	65.82
	Deferred Tax		49.24	87.11
	Excess provision for earlier year		(50.04)	-
XI	**Profit/(loss) after tax for the year (IX-X)**		**1,401.67**	126.54
XII	**(A) Other Comprehensive Income/(loss)**			
	(i) Items that will not be reclassified to statement of profit or loss			
	Remeasurement of defined benefit obligation		(28.04)	(0.93)
	Tax thereon		7.06	0.26
	Gain/(Loss) on change in fair value of equity instrument other than subsidiaries		0.02	(16.63)
	Tax thereon		-	1.85
	(ii) Items that will be reclassified to statement of profit or loss		-	-
	Total other comprehensive income		**(20.96)**	(15.45)
XIII	**Total comprehensive income for the year (XI+XII)**		**1,380.71**	111.09
	Total Comprehensive income for the year attributable to :			
	Owner of the Company		**1,381.14**	110.75
	Non Controlling interest		**(0.43)**	0.34
			1,380.71	111.09
	Profit for the year attributable to :			
	Owner of the Company		**1,401.66**	126.20
	Non Controlling interest		**0.01**	0.34
			1,401.67	126.54
	Other Comprehensive income for the year attributable to :			
	Owner of the Company		**(20.52)**	(15.45)
	Non Controlling interest		**(0.44)**	-
			(20.96)	(15.45)
XIV	Earnings per equity share of face value of ₹1 each	39		
	Basic and Diluted earnings per share			
	a Basic (in ₹)		0.50	(0.10)
	b Diluted (in ₹)		0.48	(0.10)
	General information and material accounting policies	**A-C**		
	The accompanying notes to accounts forming an integral part to the consolidated financial statement	**1 to 55**		

As per our report of even date attached.

For and on behalf of the Board of Directors

For SMAK & Co.
Chartered Accountants
(Firm Regn No. 020120C)

Pavan Kumar Purohit
Chief Financial Officer

Narendra Shah
Executive Director
DIN 02143172

CA Atishay Khasgiwala
Partner
Membership No. 417866

Ashish Mehta
Company Secretary

Mohan Das Kabra
Director
DIN 07896243

Indore, May 21, 2024

Indore, May 21, 2024

CIN : L65990MH1984PLC033878

CONSOLIDATED STATEMENT OF CHANGE IN EQUITY (SOCIE) FOR THE YEAR ENDED MARCH 31, 2024

A. Equity share capital

(₹ in lacs)

Particulars	As at March 31, 2024	As at March 31, 2023
	Amount	Amount
Balance at the beginning of the reporting period	**2,155.02**	2,052.40
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting period	2,155.02	2,052.40
Changes in equity share capital during the current year	94.00	102.62
Balance at the end of the reporting period	**2,249.02**	2,155.02

B. Other Equity

(i) As at March 31, 2024

Particulars	Reserves and Surplus						Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Equity Instruments through Other Comprehensive Income	Money Received against share warrants	
Balance at the beginning of the reporting period	**5,522.35**	**3,732.94**	**8,906.41**	**(3,788.40)**	**54.19**	**533.59**	**14,961.08**
Profit/(Loss) for the year	-	-	-	1,401.66	-	-	**1,401.66**
Other Comprehensive Income for the year (net of tax)	-	-	-	(20.98)	0.02	-	**(20.96)**
Transfer from Equity Instruments through OCI	-	-	-	54.20	(54.20)	-	-
Received During The year	-	874.20	-	-	-	723.80	**1,598.00**
Converted in equity shares	-	-	-	-	-	94.00	**94.00**
Transfer to security premium account	-	-	-	-	-	874.20	**874.20**
Total comprehensive income for the year	**-**	**-**	**-**	**1,434.88**	**(54.18)**	**-**	**1,380.70**
Balance at the end of the reporting period	**5,522.35**	**4,607.14**	**8,906.41**	**(2,353.52)**	**0.01**	**289.19**	**16,971.58**

(ii) As at March 31, 2023

Particulars	Reserves and Surplus						Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Equity Instruments through Other Comprehensive Income	Money Received against share warrants	
Balance at the beginning of the reporting period	5,522.35	2,778.57	8,906.41	(3,913.93)	68.97	-	13,362.37
Profit/(Loss) for the year	-	-	-	126.20	-	-	126.20
Other Comprehensive Income for the year (net of tax)	-	-	-	(0.67)	(14.78)	-	(15.45)
Recived During The year	-	-	-	-	-	1,590.58	1,590.58
Converted in equity shares	-	-	-	-	-	(102.62)	(102.62)
Transfer to security premium account	-	954.37	-	-	-	(954.37)	-
Total comprehensive income for the year	-	-	-	125.53	(14.78)	-	110.75
Balance at the end of the reporting period	5,522.35	3,732.94	8,906.41	(3,788.40)	54.19	533.59	14,961.08

General information and significant accounting policies **A-C**

The accompanying notes to accounts forming an integral part to the consolidated financial statement **1 to 55**

As per our report of even date attached.

For and on behalf of the Board of Directors

For SMAK & Co.
Chartered Accountants
(Firm Regn No. 020120C)

Pavan Kumar Purohit
Chief Financial Officer

Narendra Shah
Executive Director
DIN 02143172

CA Atishay Khasgiwala
Partner
Membership No. 417866

Ashish Mehta
Company Secretary

Mohan Das Kabra
Director
DIN 07896243

Indore, May 21, 2024

Indore, May 21, 2024

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2024

(₹ in lacs)

	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
A	**Cash Flow from operating activities**		
	Profit/(loss) before tax	**1,458.62**	279.47
	Adjustments for :		
	Depreciation	1,476.09	1,562.82
	Net (gain)/Loss on Sale of Property, Plant & Equipment	(390.36)	12.52
	Amounts charged directly to OCI/Retained earnings	(28.04)	(0.93)
	Share in (profit)/loss of partnership firm	0.10	0.27
	Government Grant Income	(18.17)	(18.92)
	Provision for doubtful debts	(1.03)	(54.54)
	Interest Income	(156.61)	(102.78)
	Investment written off	44.35	-
	Finance Costs	597.44	891.47
	Net gain on derecognition of ROU Assets	(13.88)	-
	Gain on slump sale	(725.26)	-
	Operating Profit Before Working Capital Changes	**2,243.25**	2,569.38
	Working Capital Adjustments		
	(Increase)/Decrease in Inventories	(24.68)	8.75
	(Increase)/Decrease in Trade and other receivables	(148.92)	116.91
	Increase/(Decrease) in Trade and other payables	99.39	(7.90)
	Cash Generated from operations	**2,169.04**	2,687.14
	Income Tax (Paid)/Refund	(170.30)	(181.52)
	NET CASH FLOW FROM OPERATING ACTIVITIES	**1,998.74**	2,505.62
B	**Cash Flow from Investing Activities**		
	Purchase of Property, Plant & Equipment (Including Capital WIP and Capital advance)	(2,357.25)	(1,009.61)
	Proceeds from Sale of Property, Plant & Equipment	1,281.28	13.61
	Advance received against assets classified as held for sale	300.00	101.17
	Purchase of Investment	(10.55)	(54.78)
	Change in non controlling interest in Subsidiary	(0.34)	-
	Interest Income	143.71	159.79
	Loans (given)/recovered	100.00	(99.28)
	Share in profit of partnership firm	(0.10)	(0.27)
	Change in Bank Balances	793.54	(825.74)
	NET CASH FLOW FROM INVESTING ACTIVITIES	**250.29**	(1,715.11)
C	**Cash Flow from Financing Activities**		
	Proceeds from issue of share capital (Net of amount of share warrant adjusted)	723.80	1,056.99
	Money Received against share warrants	-	533.59
	Proceeds from borrowings	179.50	-
	Repayment of borrowings	(2,573.57)	(2,113.05)
	Repayment of Lease liability	(63.05)	(4.55)
	Finance Costs Paid	(568.01)	(879.52)
	Interest on lease liabilities	(28.87)	(11.95)
	NET CASH FLOWS FROM FINANCING ACTIVITIES	**(2,230.20)**	(1,418.49)
	Net increase/(decrease) in Cash and Cash Equivalents	**(81.17)**	(627.98)
	Cash & Cash Equivalents at the beginning of the year	1,319.66	1,947.64
	Cash & Cash Equivalents at the end of the year	**1,238.49**	1,319.66
	Cash & Cash Equivalents comprises :		
	Balance with Banks in Current Accounts	**735.88**	764.33
	In Deposit Account with less than or equal to three months maturity	**499.51**	552.00
	Cash on Hand	**3.10**	3.33
		1,238.49	1,319.66

As per our report of even date attached.

For and on behalf of the Board of Directors

For SMAK & Co.
Chartered Accountants
(Firm Regn No. 020120C)

CA Atishay Khasgiwala
Partner
Membership No. 417866

Indore, May 21, 2024

Pavan Kumar Purohit
Chief Financial Officer

Ashish Mehta
Company Secretary

Narendra Shah
Executive Director
DIN 02143172

Mohan Das Kabra
Director
DIN 07896243

Indore, May 21, 2024

Note A-B

A. General Information

Ruchi Infrastructure Ltd (the Company) is a Public Limited Company (CIN L65990MH1984PLC033878) incorporated on 28th August, 1984 in India under the provision of the Companies Act, 1956 having its registered office at 706, Tulsiani Chambers, Nariman Point, Mumbai- 400021. Its equity shares are listed on National Stock Exchange of India Ltd. (NSE) and BSE Ltd. (BSE).

The consolidated financial statements were authorised for issue by the Company's Board of Directors on 21st May , 2024.

The Company and its subsidiaries are collectively referred as "the group". The consolidated financial statements as at March 31st, 2024 presents the financial position of the group as well as its interest in an associate firm .

The Group is engaged in the business of infrastructure viz. storage of liquid commodities, Agri Warehousing Facilities, Wind power generation, trading of various commodities and manufacturing of soap.

The Company has the following subsidiaries :

	Name of Subsidiary		**% of Holding**
i.	Peninsular Tankers Pvt Ltd	:	100.00
ii.	Mangalore Liquid Impex Pvt Ltd	:	99.90
iii.	Ruchi Renewable Energy Pvt Ltd	:	100.00

B. STATEMENT OF CONSOLIDATED SIGNIFICANT ACCOUNTING POLICIES

i. Statement of compliance

The Consolidated financial statements of the Group have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and amendments thereto issued by Ministry of Corporate Affairs under section 133 of the Companies Act, 2013. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied and accounting principles generally accepted in India except where compliance with other statutory promulgations require a different treatment.

ii. Basis of Preparation

These consolidated financial statements have been prepared on accrual basis and under the historical cost convention except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies mentioned below.

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. The Group has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

Functional and presentation currency

These consolidated financial statements are presented in Indian rupees, which is the Group's functional currency. All amounts have been rounded to the nearest Rupees in lacs unless otherwise indicated.

iii. Use of Estimates, Judgments and Assumptions

The preparation of Consolidated financial statements in accordance with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

All the assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle of twelve months and other criteria set out in Schedule III to the Companies Act, 2013.

Significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have significant effect on amount recognized in the consolidated financial statements are:

i. Allowance for bad and doubtful trade receivable.
ii. Recognition and measurement of provision and contingencies.
iii. Depreciation/Amortisation and useful lives of Property, plant and equipment / Intangible Assets.
iv. Recognition of deferred tax.
v. Income Taxes.
vi. Measurement of defined benefit obligation.
vii. Impairment of Non-financial assets and financial assets.
viii. Fair value of financial instruments.

iv. Revenue

Recognition

The Group recognises revenue i.e. account for a contract with a customer only when all of the following criteria are met:

(a) the parties to the contract have approved the contract (in writing, orally or in accordance with other customary business practices) and are committed to perform their respective obligations;

(b) the entity can identify each party's rights regarding the goods or services to be transferred;

(c) the entity can identify the payment terms for the goods or services to be transferred;

(d) the contract has commercial substance (ie the risk, timing or amount of the entity's future cash flows is expected to change as a result of the contract); and

(e) it is probable that the entity will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer. In evaluating whether collectability of an amount of consideration is probable, an entity shall consider only the customer's ability and intention to pay that amount of consideration when it is due. The amount of consideration to which the entity will be entitled may be less than the price stated in the contract if the consideration is variable because the entity may offer the customer a price concession.

Measurement

When (or as) a performance obligation is satisfied, the Group recognise as revenue the amount of the transaction price (which excludes estimates of variable consideration that are constrained) that is allocated to that performance obligation.

i) Sale of goods

Revenue is recognised upon transfer of control of promised goods to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those goods. Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which is usually on dispatch / delivery of goods, based on contracts with the customers. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Due to the short nature of credit period given to customers, there is no financing component in the contract.

ii) Sale of Services

Revenue from services rendered is recognised as the services are rendered and is booked based on agreements/ arrangements with the concerned parties.

iii) Interest and Dividend

Interest income is recognized on accrual basis using the effective interest method. Dividend income is recognised in profit or loss on the date on which the Group's right to receive payment is established.

v. Inventories

Inventories are valued at lower of cost and net realizable value, except by-product/scrap is valued at net realizable value. Cost of inventory is arrived at by using Moving Average Price Method. Cost of inventory is generally comprises of cost of purchases, cost of conversion and other cost incurred in bringing the inventories to their present location and condition.

vi. Property, Plant and Equipment

a. Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses (if any). Freehold land is measured at costs.

The cost of an item of property, plant and equipment comprisesits purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, acquisition or construction cost including borrowing costs, any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in statement of profit or loss.

b. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group and cost of the item can be measured reliably.

c. Depreciation

Depreciation on property, plant and equipment is provided using Written down value method (WDV) on depreciable amount as per the useful life of the assets in the manner as specified in Schedule II to the Companies Act, 2013. The estimated useful life of assets and estimated residual value is taken as prescribed under Schedule II to the Companies Act, 2013.

Depreciation on additions during the year is provided on pro rata basis with reference to date of addition/installation. Depreciation on assets disposed/discarded is charged up to the date on which such asset is sold.

The estimated useful lives, residual value and depreciation method are reviewed at the end of each balance sheet date, any changes therein are considered as changes in estimate and accordingly accounted for prospectively.

d. Biological Assets

Biological assets are classified as Bearer biological assets and Consumable biological assets. Bearer Biological Assets which are held to bear agricultural produce are classified as Bearer plants. Consumable biological assets are those that are to be harvested.

Bearer plants are recognised under Property, Plant and Equipment on fulfilment of the following condition :

1. Is used in the production or supply of agricultural produce;

2. Is expected to bear produce for more than one period; and has a remote likelihood of being sold as agricultural produce, except for incidental scrap sales.

Promogranate Plants are recognised as Bearer biological assets. These are classified as mature Bearer Plants and Immature Bearer Plants. Mature Bearer Plants are those that have attained harve stable stage. Cost incurred for new plantations and immature areas are capitalised. Cost includes cost of land preparation, new planting and maintenance till maturity. The cost of areas coming into bearing is transferred to mature plantations and depreciated over their estimated useful lives. Promogranate Plants attain a harvestable stage in about 1.5 years.

Bearer biological assets are carried at cost less accumulated depreciation and accumulated impairment loss, if any. Subsequent expenditure on bearer assets are added to its book value only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. Mature bearer plants are depreciated over their estimated useful life. Immature bearer plants are tested for impairment / obsolescence. The estimated useful life of mature bearer plants are approximately 24 years.

e. Capital Work In progress

Assets under erection/installation are shown as “Capital work in progress”, Expenditure during construction period are shown as “pre-operative expenses” to be capitalized on erection/installations of the assets.

vii. Intangible Assets

Identifiable intangible assets are recognised when it is probable that future economic benefits attributed to the asset will flow to the Group and the cost of the asset can be reliably measured. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

Recognition and measurement

Computer software and Jetty rights have finite useful lives and are measured at cost less accumulated amortisation and any accumulated impairment losses.

Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, when incurred is recognised in statement of profit or loss.

Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives and is generally recognised in statement of profit or loss. Computer software are amortised over their estimated useful life of 3 years. Jetty Rights are amortised over the life mentioned in the agreement entered with Gujarat Maritime Board.Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted, if required.

viii. Employee benefits

i. **Short term employee benefits**

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

ii. **Defined benefit plans**

The liability for gratuity a defined benefit plan is determined annually by a qualified actuary using the projected unit credit method.

The Group pays gratuity to the employees who have completed five years of service with the Group at the time when the employee leaves the Group as per the payment of gratuity act 1972.

The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees.

Remeasurement of the net defined benefit plans in respect of post-employment are charged to other comprehensive income. Net interest expense and other expenses related to defined benefit plans are recognised in statement of profit and loss.

iii. **Other employee benefits**

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of obligation as at the Balance sheet date determined based on an actuarial valuation.

iv. **Defined Contribution Plan**

The Group's payments to the defined contribution plans are recognized as expenses during the period in which the employees perform the services that payment covers. Defined contribution plan comprise of contribution to the employees' provident fund with government, Employees' State Insurance and Pension Scheme.

ix. Income Tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to other comprehensive income or a business combination, or items recognised directly in equity.

i. **Current tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if, the Group:

a) has a legally enforceable right to set off the recognised amounts; and

b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

ii. **Deferred tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets and liabilities are reviewed at the end of each reporting period.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably, and it is probable that the future economic benefit associated with the asset will be realised.

Deferred tax assets and liabilities are offset only if:

a) the entity has a legally enforceable right to set off deferred tax assets against deferred tax liabilities; and

b the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

x. Foreign currency transactions

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Difference arising on settlement of monetary items are recognised in statement of profit and loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets which are capitalized as cost of assets.

Non-monetary items that are measured based on historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Exchange difference arising out of these transactions are generally recognised in statement of profit and loss.

xi. Borrowing cost

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying asset are capitalised as part of the cost of that asset till the date it is ready for its intended use or sale. qualifying asset are the assets that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to the statement of profit and loss in the period in which they are incurred.

xii. Cash and Cash Equivalent

Cash and cash equivalent includes the cash and Cheques in hand, bank balances, demand deposits with bank and other short term, highly liquid investments with original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Bank overdraft are shown within borrowings in current liabilities in the balance sheet and forms part of financing activities in the cash flow statement. Book overdraft are shown within other financial liabilities in the balance sheet and forms part of operating activities in the cash flow statement.

xiii. Cash Flow Statement

Cash flows are reported using indirect method, whereby profit/(loss) before tax is adjusted for the effect of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financing cash flow. The cash flow from operating, investing and financing activities of the Group is segregated based on the available information.

xiv. Earning Per Share

i. Basic earnings per shares is arrived at based on net profit/(loss) after tax available to equity shareholders divided by Weighted average number of equity shares, adjusted for bonus elements in equity shares issued during the year (if any) and excluding treasury shares.

ii. Diluted earnings per shares is calculated by dividing Profit attributable to equity holders after tax divided by Weighted average number of shares considered for basic earning per shares including potential dilutive equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Potential ordinary shares shall be treated as dilutive when, and only when, their conversion to ordinary shares would decrease earnings per share or increase loss per share from continuing operations.

xv. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when there is a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

xvi. A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation, or the amount of the obligation cannot be measured with sufficient reliability. The Group does not recognize a contingent liability but discloses its existence in the financial statements.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. Contingent assets are not recognized, but its existence is disclosed in the financial statements where an inflow of economic benefits is probable.

Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As per the requirements of Ind AS 116 the company evaluates whether an arrangement qualifies to be a lease. In identifying a lease the company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extent the lease if the company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

Group as a lessee

The Group accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Right of Use Assets

The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located.

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the lease term. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable and impairment loss, if any, is recognised in the statement of profit and loss.

Lease Liability

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications. The company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

The Group has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Group as a lessor

At the inception of the lease the Group classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. If an arrangement contains lease and non-lease components, the Group applies Ind AS 115 Revenue from contracts with customers to allocate the consideration in the contract.

The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

xvii. Asset Held for Sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and sale is considered highly probable.

A sale is considered as highly probable when decision has been made to sell, assets are available for immediate sale in its present condition, assets are being actively marketed and sale has been agreed or is expected to be concluded within 12 months of the date of classification.

Non-current assets held for sale are neither depreciated nor amortised. Assets and liabilities classified as held for sale are measured at the lower of their carrying amount and fair value less cost of sale and are presented separately in the Balance Sheet.

xviii. Impairment of Non-Financial Assets

The Group assesses at each reporting date whether there is any objective evidence that a non-financial asset or a group of non-financial assets are impaired. If any such indication exists, the Group estimates the amount of impairment loss.

For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or group of assets is considered as cash generating unit.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognized in statement of profit and loss and reflected in an allowance account. When the Group considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, then the previously recognized impairment loss is reversed through profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been in place had there been no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in Statement of Profit and Loss, taking into account the normal depreciation/amortization.

xix. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts, interest rate swaps and currency options; and embedded derivatives in the host contract.

i. Financial assets

Classification

The Group classifies financial assets in the following measurement categories :

a. Those measured at amortised cost and
b. Those measured subsequently at fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Initial recognition and measurement

All financial assets are recognised initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset, are adjusted to fair value in the case of financial assets not recorded at fair value through profit or loss. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Measured at amortised cost

A financial asset is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

Measured at fair value through other comprehensive income (FVOCI)

A financial asset ismeasured at FVOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Financial assets included within the FVOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to profit and loss. Interest earned whilst holding FVOCI debt instrument is reported as interest income using the EIR method.

Financial Asset at fair value through profit and loss (FVTPL)

FVTPL is a residual category for financial asset. Any financial asset, which does not meet the criteria for categorization as at amortized cost or as FVOCI, is classified as at FVTPL.

In addition, the group company may elect to classify a financial asset, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) when:

i. The rights to receive cash flows from the asset have expired, or

ii. The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

iii. When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

iv. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

In accordance with Ind-AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, and bank balance.

b) Trade receivables.

The Group follows 'simplified approach' for recognition of impairment loss allowance on:

i. Trade receivables which do not contain a significant financing component.

The application of simplified approach recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

ii. For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ii. Financial liabilities

Classification

The Group classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or amortised costs.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings, financial guarantee contracts and derivative financial instruments.

Financial liabilities at fair value through profit or loss.

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the group that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/loss are not subsequently transferred to P&L. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to interest-bearing loans and borrowings.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Derivative financial instruments

The Group uses derivative financial instruments, such as forward currency contracts, interest rate swaps and forward commodity contracts, to hedge its foreign currency risks, interest rate risks and commodity price risks, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Offsetting

Financial assets and financial liabilities are offset and the net amount is presented in the balance sheet when,and when the Group has a legally enforceable right to set off the amount and it intends either to settle then an a net basis or to realize the asset and settle the liability simultaneously.

Measurement of fair values

The Group's accounting policies and disclosures require the measurement of fair values, for financial instruments.

The Group has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

xix. Government Grants

Government Grants and subsidies from Government are recognised when there is reasonable certainty that the grant/subsidy will be received and all attaching conditions will be complied with. Government grant received are recognised in the Statement of Profit & Loss on a systematic basis over the period in which the Group recognizes as expenses the related costs for which the grant is intended to compensate.

xx) Basis of Consolidation

a) The Consolidated financial statements relate to Ruchi Infrastructure Ltd (the Company) and its subsidiaries and associates as under :

Entity	Basis of Consolidation	Country of Incorporation	% of Shareholding of the Company	% of Shares in Consolidated (Profit)/Loss
Peninsular Tankers Pvt Ltd	Subsidiary	India	100.00	0.61
Mangalore Liquid Impex Pvt Ltd	Subsidiary	India	99.90	1.11
Ruchi Renewable Energy Pvt Ltd	Subsidiary	India	100.00	11.36
Narang & Ruchi Developers	Associate	India	90.00	(0.01)

b) The consolidated Financial Statements have been prepared in accordance with IndAS110 as notified under rule 7 of the Companies (Accounts) Rules, 2014 in respect of Section 133 of the Companies Act, 2013 and recognized accounting practices and policies on the following basis :

c) The consolidated Financial Statements have been prepared in accordance with IndAS110 as notified under section 133 of the Companies Act, 2013 read with Rule 4 of Companies (Indian Accounting Standards) Rule 2015 as amended and recognized accounting practices and policies on the following basis :

i) The financial statements of the Company and its subsidiaries have been combined on a line to line basis by adding together like items of assets, liabilities, income and expenses.

ii) The financial statements of Associates have been consolidated using the Equity method of accounting.

iii) Intragroup balances, intragroup transactions and resulting unrealized profits/lossess have been eliminated in full.

iv) Non controlling interest in the net assets of subsidiaries has been separately disclosed in the consolidated financial statements. Non controlling interest in income for the year has been separately disclosed in the statement of profit and loss.

v) Figures pertaining to the subsidiaries and the partnership firm have been reclassified to bring them in line with parent Company's financial statements.

vi) The excess of / shortfall in the cost to the Company of its investment over the Company's portion of equity as at the date of investment is recognized in the consolidated financial statements as goodwill / capital reserve. The resultant goodwill , if any, is capitalized.

vii) The Consolidated Financial Statements have been prepared using uniform accounting policy for like transactions and other events in similar circumstances.

C. Mandatory exceptions applied – Standard issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31st, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

NOTE 1 - PROPERTY, PLANT AND EQUIPMENT, INTANGIBLE ASSETS

I. Property, Plant and Equipment

(₹ in lacs)

Particulars	Freehold land	Buildings	Plant & Equipment	Furniture & Fixture	Vehicles	Office Equipment	Biological Assets	Total
a. Gross carrying amount								
As at April 1, 2022	**5,145.55**	**1,889.32**	**12,691.78**	**1,092.20**	**337.24**	**345.54**	**25.02**	**21,526.65**
Additions	-	405.18	140.52	0.89	62.55	26.85	-	635.99
Deduction/Adjustments	-	-	73.50	-	0.33	0.14	-	73.97
Transfer from/(to) assets given on lease	-	2,468.37	(2,378.98)	-	-	-	-	89.39
As at March 31, 2023	**5,145.55**	**4,762.87**	**10,379.82**	**1,093.09**	**399.46**	**372.25**	**25.02**	**22,178.06**
Additions	333.08	368.72	174.49	1.84	209.79	22.23		1,110.15
Deduction/Adjustments	25.99	58.96	197.61	0.36	-	0.54	-	283.46
Transfer from/(to) assets given on lease	-	3,090.08	1,852.53					4,942.61
Less : Assets classified as held for sale	1.08	-	-	-	-	-	-	1.08
As at March 31, 2024	**5,451.56**	**8,162.71**	**12,209.23**	**1,094.57**	**609.25**	**393.94**	**25.02**	**27,946.28**
b. Accumulated depreciation and impairment								
As at April 1, 2022	**-**	**520.42**	**6,905.30**	**851.53**	**215.07**	**311.66**	**6.83**	8,810.81
Depreciation charge for the year	-	257.50	811.96	55.57	42.34	21.55	1.99	1,190.91
Deduction/Adjustments	-	-	47.42	-	0.29	0.13	-	47.84
Transfer from/(to) assets given on lease	-	1,236.26	(1,510.17)	-	-	-	-	(273.91)
As at March 31, 2023	**-**	**2,014.18**	**6,159.67**	**907.10**	**257.12**	**333.08**	**8.82**	**9,679.97**
Depreciation charge for the year	-	288.23	671.67	41.66	41.31	21.77	1.76	1,066.40
Deduction/Adjustments	-	15.27	145.10	0.01	-	0.50		160.88
Transfer from/(to) assets given on lease	-	202.39	1,454.59					1,656.98
As at March 31, 2024	**-**	**2,489.53**	**8,140.83**	**948.75**	**298.43**	**354.35**	**10.58**	**12,242.47**
c. Net Carrying Amount								
As at March 31, 2023	**5,145.55**	**2,748.69**	**4,220.15**	**185.99**	**142.34**	**39.17**	**16.20**	**12,498.09**
As at March 31, 2024	**5,451.56**	**5,673.18**	**4,068.40**	**145.82**	**310.82**	**39.59**	**14.44**	**15,703.81**

II. Assets given on lease

Particulars	Freehold land	Buildings	Plant & Equipment	Furniture & Fixture	Vehicles	Office Equipment	Biological Assets	Total
a. Gross carrying amount								
As at April 1, 2022	-	9,273.73	1,380.41	-	-	-	-	10,654.14
Additions	-	-	537.40	-	-	-	-	537.40
Deduction/Adjustments	-	-	-	-	-	-	-	-
Transfer (to)/from own assets	-	(2,468.37)	2,378.98	-	-	-	-	(89.39)
As at March 31, 2023	-	6,805.36	4,296.79	-	-	-	-	11,102.15
Additions	-	73.50	867.65	-	-	-	-	941.15
Deduction/Adjustments	-	-	-	-	-	-	-	-
Transfer (to)/from own assets	-	(3,090.08)	(1,852.53)	-	-	-	-	(4,942.61)
As at March 31, 2024	-	3,788.78	3,311.91	-	-	-	-	7,100.69
b. Accumulated depreciation and impairment								
As at April 1, 2022	-	2,152.94	665.28	-	-	-	-	2,818.22
Depreciation charge for the year	-	166.19	116.00	-	-	-	-	282.19
Deduction/Adjustments	-	-	-	-	-	-	-	-
Transfer (to)/from own assets	-	(1,236.26)	1,510.17	-	-	-	-	273.91
As at March 31, 2023	-	1,082.87	2,291.45	-	-	-	-	3,374.32
Depreciation charge for the year	-	129.67	191.81	-	-	-	-	321.48
Deduction/Adjustments	-	-	-	-	-	-	-	-
Transfer (to)/from own assets	-	(202.39)	(1,454.59)	-	-	-	-	(1,656.98)
As at March 31, 2024	-	1,010.15	1,028.67	-	-	-	-	2,038.82
c. Net Carrying Amount								
As at March 31, 2023	-	5,722.49	2,005.34	-	-	-	-	7,727.83
As at March 31, 2024	-	2,778.63	2,283.24	-	-	-	-	5,061.87
GRAND TOTAL (I + II)								
Net Carrying Amount								
As at March 31, 2023	**5,145.55**	**8,471.18**	**6,225.49**	**185.99**	**142.34**	**39.17**	**16.20**	**20,225.92**
As at March 31, 2024	**5,451.56**	**8,451.81**	**6,351.64**	**145.82**	**310.82**	**39.59**	**14.44**	**20,765.68**

III. Capital Work in Progress

(₹ in lacs)

Particulars	Freehold land	Buildings	Plant & Equipment	Furniture & Fixture	Vehicles	Office Equipment	Biological Assets	Total
As at April 1, 2022	**-**	**391.33**	**143.31**	**-**	**-**	**-**	**-**	**534.64**
Additions	-	-	159.55	-	-	-	-	159.55
Less: Transfer to Plant, Property and Equipment	-	25.61	217.63	-	-	-	-	243.24
As at March 31, 2023	**-**	**365.72**	**85.23**	**-**	**-**	**-**	**-**	**450.95**
Additions	-	497.29	1,108.03	-	-	-	-	1,605.32
Less: Transfer to Plant, Property and Equipment	-	368.65	898.63	-	-	-	-	1,267.28
As at March 31, 2024	**-**	**494.36**	**294.63**	**-**	**-**	**-**	**-**	**788.99**

Capital Work In Progress ageing schedule as at March 31, 2024

	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	458.95	133.40	-	141.71	734.06
Projects temporarily suspended (Refer Note 3)	-	-	-	54.93	54.93
TOTAL	**458.95**	**133.40**	**-**	**196.64**	**788.99**

Capital Work In Progress ageing schedule as at March 31, 2023

	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	204.43	49.88	-	141.71	396.02
Projects temporarily suspended (Refer Note 3)	-	-	-	54.93	54.93
TOTAL	204.43	49.88	-	196.64	450.95

Capital Work In Progress completion schedule as at March 31, 2024

	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	592.35	-	-	141.71	734.06
Projects temporarily suspended (Refer Note 3)	-	-	-	54.93	54.93
TOTAL	**592.35**	**-**	**-**	**196.64**	**788.99**

Capital Work In Progress completion schedule as at March 31, 2023

	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	125.13	270.89	-	-	**396.02**
Projects temporarily suspended (Refer Note 3)	-	-	54.93	-	54.93
TOTAL	125.13	270.89	54.93	-	450.95

IV. Intangible Assets

(₹ in lacs)

Particulars	Jetty Rights	Computer Software	Total	Goodwill
a. Gross carrying amount				
As at April 1, 2022	293.79	14.62	308.41	1,615.45
Additions	-	2.11	2.11	-
Deduction/Adjustments	-	-	-	-
As at March 31, 2023	293.79	16.73	310.52	1,615.45
Additions				-
Deduction/Adjustments			-	-
As at March 31, 2024	**293.79**	**16.73**	**310.52**	**1,615.45**
b. Accumulated Amortisation				
As at April 1, 2022	198.48	11.57	210.05	-
Amortisation charge for the year	12.06	2.17	14.23	-
Deduction/Adjustments	-	-	-	-
As at March 31, 2023	210.54	13.74	224.28	-
Amortisation charge for the year	10.46	1.16	11.62	-
Deduction/Adjustments	-	-	-	-
As at March 31, 2024	**221.00**	**14.90**	**235.90**	-
c. Net Carrying Amount				
As at March 31, 2023	**83.25**	**2.99**	**86.24**	**1,615.45**
As at March 31, 2024	**72.79**	**1.83**	**74.62**	**1,615.45**

Note : (1) Refer Note no 17 for details of Property, Plant, Machinery pledged.

(2) The ownership of jetty ₹ 293.79 lacs (At Cost) (previous year ₹ 293.79 lacs) rests with the Gujarat Maritime Board.

(3) The Company has purchased 42.97 acre of land (cost as per books ₹1190.25 lacs as at March 31st, 2024, ₹1190.25 lacs as at March 31st, 2023) at Industrial Park, Pantapalam, A.P on January 1st, 2015 from Andhra Pradesh Industrial Infrastructure Corporation Ltd ("APIICL"). Due to alleged non compliance of certain terms and conditions of the alottment, APIICL has cancelled the allotment of the land and has asked the Company to surrender the land. The Company has filed a writ petition in the Andhra Pradesh High Court, Hyderabad against the demand for surrender of the land and same is under process.

(4) There was no borrowing cost to be capitalised during the year (Previous Year ₹ Nil)

(5) No revaluation of property plant and equipment & Intangible assets has been carried out during the year.

NOTE:2 - RIGHT OF USE ASSETS

Particulars	Leasehold land as per Ind AS 116	Leasehold land	ROU Buildings as per Ind AS 116	Total
a. Gross carrying amount				
As at April 1, 2022	**245.11**	**997.91**	**359.85**	1,602.87
Additions	0.96	532.89	18.05	551.90
Deduction/Adjustments	-	-	-	-
As at March 31, 2023	**246.07**	**1,530.80**	**377.90**	**2,154.77**
Additions	192.60	49.40	-	242.00
Deduction/Adjustments	1.69	41.07	-	42.76
As at March 31, 2024	**436.98**	**1,539.13**	**377.90**	**2,354.01**
b. Accumulated depreciation and impairment				
As at April 1, 2022	**21.82**	**212.73**	**331.02**	565.57
Depreciation charge for the year	21.49	34.29	19.71	75.49
Deduction/Adjustments	-			-
As at March 31, 2023	**43.31**	**247.02**	**350.73**	**641.06**
Depreciation charge for the year	26.69	39.66	10.24	76.59
Deduction/Adjustments	1.11	12.47	-	13.58
As at March 31, 2024	**68.89**	**274.21**	**360.97**	**704.07**
c. Net Carrying Amount				
As at March 31, 2023	202.76	1,283.78	27.17	1,513.71
As at March 31, 2024	**368.09**	**1,264.92**	**16.93**	**1,649.94**

Note : No revaluation of right of use assets has been carried out during the year.

(₹ in lacs)

Particulars	As at March 31, 2024	As at March 31, 2023
NOTE: 3 - NON CURRENT INVESTMENTS		
A Investment in Partnerships Firm (Associate entity) Measured at cost		
i) Narang & Ruchi Developers (Refer note 38)	1,091.17	1080.62
	1,091.17	1,080.62
B Investment in Equity Instruments - Other than in subsidiary, associate and Joint Venture companies		
(Measured at Fair value through Other Comprehensive Income (FVOCI)		
Quoted		
i) Nil (Previous Year 13,71,800) Equity Shares of ₹ 10/- each fully paid up in National Steel & Agro Industries Ltd. (Refer note 54a)	-	44.17
ii) 433 (previous year 11,700) Equity Shares of Rs. 10/- each fully paid up in) IMEC Services Ltd. (Refer note 54b)	0.03	0.19
	0.03	44.36
	1,091.20	1,124.98
Aggregate amount of quoted investments and market value thereof	0.03	44.36
Aggregate amount of unquoted investments - Cost	1,091.17	1,080.62
Aggregate provision for diminution in value of unquoted investments	-	-
NOTE: 4 - OTHER FINANCIAL ASSETS - NON CURRENT		
a. Interest Accrued but not due		
On Fixed Deposits With Bank	21.36	19.45
b. Balance with Banks in Deposit Accounts having maturity over 12 months (Earmarked as security for Guarantees issued by Bank)	136.04	404.39
	157.40	423.84
NOTE: 5 - OTHER NON - CURRENT ASSETS		
Capital Advances	116.80	148.89
Balance with Government Authorities	438.89	239.28
Advance Income-Tax (Net of Provision)	547.92	499.65
	1,103.61	887.82
NOTE: 6 - INVENTORIES		
Raw Materials (including packing material)	29.94	12.34
Work-in-progress	1.55	2.25
Finished goods	12.27	4.49
Stock-in-Trade (in respect of goods acquired for trading)	-	-
	43.76	19.08
(Inventories are valued at lower of cost and net realisable value, except by-products/ scrap, which are valued at net realisable value.)		
NOTE: 7 - TRADE RECEIVABLES		
Unsecured, considered good	1,364.44	1,424.93
Credit impaired	9.59	9.32
	1,374.03	1,434.25
Less: Allowance for ECL/Provision for doubtful debts	33.25	34.28
	1,340.78	1,399.97

Trade Receivables ageing schedule
As at March 31, 2024

(₹ in lacs)

	Particulars	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
(i)	Undisputed Trade Receivables - considered good	1,086.21	67.34	210.89	-	-	**1,364.44**
(ii)	Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables - credit impaired	7.77	-	-	1.82	-	**9.59**
(iv)	Disputed Trade Receivables - considered good	-	-	-	-	-	-
(v)	Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi)	Disputed Trade Receivables - credit impaired	-	-	-	-	-	-

As at March 31, 2023

	Particulars	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
(i)	Undisputed Trade Receivables - considered good	1,142.13	77.85	204.95	-	-	1,424.93
(ii)	Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables - credit impaired	7.50	-	-	1.82	-	9.32
(iv)	Disputed Trade Receivables - considered good	-	-	-	-	-	-
(v)	Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi)	Disputed Trade Receivables - credit impaired	-	-	-	-	-	-

Particulars	As at March 31, 2024	As at March 31, 2023
NOTE: 8 - CASH AND CASH EQUIVALENTS		
i) Balances with Banks		
In Current Accounts	735.88	764.33
In Deposit Accounts with less than or equal to 3 months maturity	499.51	552.00
ii) Cash on hand	3.10	3.33
	1,238.49	1,319.66
NOTE: 9 - BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS		
Earmarked Balances with Banks :		
In Deposit Accounts with maturity less than or equal to 12 months	625.10	1,150.29
	625.10	1,150.29
NOTE: 10 - LOANS		
Unsecured, considered good	228.00	328.00
Credit impaired	-	-
Significant increase in credit risk	-	-
	228.00	**328.00**
NOTE: 11 - OTHER FINANCIAL ASSETS - CURRENT		
Interest Accrued but not due		
On Fixed Deposits with Banks	8.62	3.82
On Other deposits	64.36	58.17
Security Deposits	463.68	441.35
Other Receivables*	-	85.31
	536.66	588.65

*Represents compensation receivable, other recoverables

(₹ in lacs)

Particulars	As at March 31, 2024	As at March 31, 2023
NOTE: 12 - CURRENT TAX ASSTES (NET)		
Current Tax Assets (Net)	1.97	-
	1.97	-
NOTE: 13 - OTHER CURRENT ASSETS		
Advance against supply	22.25	52.31
Balance with Government Authorities	440.92	353.67
Other receivable *	138.31	122.99
	601.48	528.97
* Represents prepaid expenses, advance to employees etc.		
NOTE: 14 - SHARE CAPITAL		
(a) Authorised		
i. Equity Shares		
50,00,00,000 (Previous Year 50,00,00,000) Equity shares of ₹1/- each	5,000.00	5,000.00
ii. Preference Shares		
2,00,00,000 (Previous Year 2,00,00,000) Non Convertible, Cumulative, Redeemable Preference shares of ₹100/- each	20,000.00	20,000.00
	25,000.00	25,000.00
(b) Issued, Subscribed and paid-up		
22,49,01,942 (previous year 21,55,01,942) Equity share of Re 1 each fully paid up	2,249.02	2,155.02
	2,249.02	2,155.02

(a) **The reconciliation of the number of shares and amount outstanding is set out below:**

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares :				
Equity Shares at the beginning of the year	21,55,01,942	2,155.02	20,52,39,942	2,052.40
Add: Shares issued during the year	94,00,000	94.00	1,02,62,000	102.62
Equity Shares at the end of the year	**22,49,01,942**	**2,249.02**	**21,55,01,942**	**2,155.02**

(b) **Terms/Rights attached to Equity Shares :**

The company has one class of equity shares having a par value of ₹1 per share. Each shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors if any, is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend which is paid as and when declared by the Board of Directors. In the event of liquidation, the equity shareholders will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

(c) **The details of shareholder's holding more than 5% Shares.**

Equity Shares	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	% of holding	No. of Shares	% of holding
Pradeep C Limdi (Trustee of Indivar Foundation)	2,52,62,000	11.23	2,52,62,000	11.72
Patanjali Foods Limited (Formerly known as Ruchi Soya Industries Ltd)	2,18,08,795	9.70	2,72,10,911	12.63
Suyash Shahra (Trustee of Shaswat Trust)	1,80,00,000	8.00	1,80,00,000	8.35
Mahakosh Holding Pvt Ltd	1,50,57,840	6.70	1,50,57,840	6.99

(d) For the period of five years immediately proceeding the date at which the Balance Sheet is prepared, i.e. 31.03.2024, the Company has not allotted any shares pursuant to Contract(s) without payment being received in Cash or by way of bonus shares or bought back any shares/class of shares.

(e) **Promoters shareholding and changes :-**

Particulars		As at March 31, 2024			As at March 31, 2023		
Sr. No.	Promoter Name	No. of Shares	% of total shares	% change during the year	No. of Shares	% of total shares	% change during the year
1	Patanjali Foods Limited (Formerly known as Ruchi Soya Industries Ltd)	2,18,08,795	9.70	(2.93)	2,72,10,911	12.63	(0.68)
2	Suyash Shahra (Trustee of Shashwat Trust)	1,80,00,000	8.00	(0.35)	1,80,00,000	8.35	(0.42)
3	Mahakosh Holdings Private Limited	1,50,57,840	6.70	(0.29)	1,50,57,840	6.99	(0.35)
4	Pradeep C. Limdi (Trustee of Indivar Foundation)	2,52,62,000	11.23	(0.49)	2,52,62,000	11.72	4.41
5	Ankesh Shahra	76,00,000	3.38	(0.15)	76,00,000	3.53	(0.17)
6	Soyumm Marketing Private Limited	73,53,305	3.27	(0.14)	73,53,305	3.41	(0.17)
7	Santosh Shahra	72,00,000	3.20	(0.14)	72,00,000	3.34	(0.17)
8	Mahakosh Papers Private Limited	60,00,000	2.67	(0.11)	60,00,000	2.78	(0.14)
9	Manish Shahra	48,02,000	2.14	(0.09)	48,02,000	2.23	(0.11)
10	Vishesh Shahra	47,99,990	2.13	(0.10)	47,99,990	2.23	(0.11)
11	Dinesh Khandelwal (Trustee of Disha Foundation)	35,05,610	1.56	(0.07)	35,05,610	1.63	(0.08)
12	Ruchi Mohan	24,00,000	1.07	(0.04)	24,00,000	1.11	(0.06)
13	Aditi Hitesh Gowani	24,00,000	1.07	(0.04)	24,00,000	1.11	(0.06)
14	Sunaina Shahra	24,00,000	1.07	(0.04)	24,00,000	1.11	(0.06)
15	Bhavna Goel	24,00,000	1.07	(0.04)	24,00,000	1.11	(0.06)
16	Sarthak Industries Limited	19,50,700	0.87	(0.04)	19,50,700	0.91	(0.04)
17	Shahra Brothers Private Limited	14,70,000	0.65	(0.03)	14,70,000	0.68	(0.04)
18	Usha Shahra	12,00,000	0.53	(0.03)	12,00,000	0.56	(0.02)
19	Sureshchandra Shahra HUF	12,00,000	0.53	(0.03)	12,00,000	0.56	(0.02)
20	Nutrela Marketing Private Limited	12,00,000	0.52	(0.03)	12,00,000	0.55	(0.04)
21	Mrudula Shahra	11,97,300	0.53	(0.03)	11,97,300	0.56	(0.02)
22	Neha Saraf	4,00,000	0.18	(0.01)	4,00,000	0.19	(0.01)
23	Ruchi Realty Private Limited	94,00,000	4.18	4.18	-	-	-
24	Viksit Engineering Limited	-	-	-	-	-	-
25	Kailash Chandra Shahra HUF	-	-	-	-	-	-
26	Savitridevi Shahra	-	-	-	-	-	-
27	Sarvesh Shahra	-	-	-	-	-	-
28	Umesh Shahra	-	-	-	-	-	-
29	Amisha Shahra	-	-	-	-	-	-
30	Neeta Shahra	-	-	-	-	-	-
	Total	**14,90,07,540**	**66.25**	**(1.04)**	14,50,09,656	67.29	1.58

Note: During the year ended March 31, 2024, the Company allotted 94,00,000 equity shares of ₹ 1/- each and the paid-up equity share capital as on March 31, 2024 is ₹ 2,249.02 lacs.

(₹ in lacs)

Particulars		As at March 31, 2024	As at March 31, 2023
NOTE: 15 - OTHER EQUITY			
A	Capital Reserve	5,522.35	5,522.35
B	Securities Premium	4,607.14	3,732.94
C	General Reserve	8,906.41	8,906.41
D	Equity Instruments through Other Comprehensive Income (Refer Note D below)	0.01	54.19
E	Retained Earnings (Refer Note E below)	(2,353.52)	(3,788.40)
F	Share Warant Money	289.19	533.59
	TOTAL	**16,971.58**	14,961.08
A	**Capital Reserve**		
	Balance as at the beginning of the year	5,522.35	5,522.35
	Less: Utilised during the year	-	-
	Balance as at the end of the year	**5,522.35**	5,522.35
B	**Securities Premium**		
	Balance as at the beginning of the year	3,732.94	2,778.57
	Add: Received during the year	874.20	954.37
	Balance as at the end of the year	**4,607.14**	3,732.94
C	**General Reserve**		
	Balance as at the beginning of the year	8,906.41	8,906.41
	Add: Transfer from Capital Subsidy	-	-
	Balance as at the end of the year	**8,906.41**	8,906.41
D	**Equity Instruments through Other Comprehensive Income (refer note(iv) below)**		
	Balance as at the beginning of the year	54.19	68.97
	Addition/(deletion) during the year		
	Fair value change in investments in equity shares - OCI (net of tax)	0.02	(14.78)
	Transfer to Retained Earnings	(54.20)	-
	Balance as at the end of the year	**0.01**	54.19
E	**Retained Earnings** (Refer Note (v) below)		
	Balance as at the begining of the year	(3,788.40)	(3,913.93)
	Add: Net Profit/(Loss) for the year	1,401.66	126.20
	Transfer from Equity Instruments through OCI	54.20	-
	Reversal of Tax impact on sale of shares	-	-
	Less: Re-measurement of the defined benefit plans through other comprehensive income (net of tax)	(20.98)	(0.67)
	Balance as at the end of the year	**(2,353.52)**	(3,788.40)
F	**Money Received Against Share Warant**		
	Balance as at the begining of the year	533.59	-
	Add: Received during the year	723.80	1,590.58
	Less: Converted into equity shares	94.00	102.62
	Less: Transfer to securities premium account	874.20	954.37
	Balance as at the end of the year	**289.19**	533.59
		16,971.58	14,961.08

NATURE AND PURPOSE OF RESERVES

(i) Capital Reserve

Capital Reserve was created on account of gains on buyback of FCCB's. The reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

(ii) Securities Premium

Securities Premium is created on recording of premium on issue of shares. The reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

(iii) General Reserve

The General Reserve is created from time to time out of surplus profit from retained earnings. General Reserve is created by transfer from one component of Equity.

(iv) Equity Instruments through Other Comprehensive Income

The company has elected to recognise changes in fair value of certain class of investments in other comprehensive income. These fair value changes are accumulated within this reserve and shall be adjusted on derecognition of investment.

(v) Retained Earnings

The same is created out of profits over the years and shall be utilised as per the provisions of the Companies Act, 2013.

(₹ in lacs)

Particulars	As at March 31, 2024	As at March 31, 2023
NOTE: 16 - NON CONTROLLING INTEREST		
Balance at the beginning of the year	0.68	0.34
Share in profit for the year	0.01	0.34
Change in non controlling interest on acquisation of shares of subsidiary	(0.34)	-
	0.35	0.68
NOTE: 17 - BORROWINGS		
A Secured		
Term Loans from Banks		
From Banks (Refer note A.1 below)	400.63	1,985.67
Less : Shown under current maturities of Long Term Debt (Refer note 22)	400.63	1,587.44
Term loan from others	**-**	398.23
From Others (Refer note A.2 below)	3,003.56	3,418.58
Less : Shown under current maturities of Long Term Debt (Refer note 22)	654.28	600.00
	2,349.28	2,818.58
	2,349.28	3,216.81
B Unsecured		
Cumulative Redeemable Preference Shares (Refer note B below)		
54,60,613 (previous year 54,60,613) 6% Non convertible, Cumulative, Redeemable Preference Shares of ₹100 each fully paid up.	5,460.61	5,460.61
Less : Current maturities of Preference Shares	-	433.34
	5,460.61	5,027.27
	7,809.89	8,244.08

A.1 Term Loan From Banks

Term Loan From South Indian Bank Ltd.

Term Loan of ₹ 7,183.37 Lacs, Outstanding ₹ 400.63 Lacs (previous year ₹ 1,985.67 Lacs) from South Indian Bank is secured by :

i) Hypothecation of all current assets of the Company including receivables other than those charged to existing lenders of the Company.

ii) Collateral security by way of hypothecation / mortgage of warehouses of the Company located at :

a. Survey No. 30/1, 30/2, 30/3, 30/4, Village Linga, District Chindwada(MP), Area of Land- 26353 sq mt.

b. Survey No. 253/1, 257/1, 258 and 259, Village Chaigaon, Devi Tehsil, District Khandwa, Area of land- 37100 sq mt.

c. Survey No. 711, 712, 713, Village Jamunia, Kala patwari, Halka No. 11, Mhow Nasirawad Road, Tehsil and District Ratlam (MP), area of land 62300 Sq mt.

d. Survey No. 734/2, 751/2, 752, 756/2, 756/3, 756/4, 756/5, 758/1, 759/1, Patwari Halka No. 31, Village Mangrol, Mhow Nasirawad Road, Tehsil and District Ratlam (MP), area of land - 53100 sq mt.

e. Survey No. 167/1, 168/1, 78/1, 78/3, 79/2, 74, 75, 76, 77, 79/1, 78/2, 173/1, Village Raigaon, Tehsil Raghuraj Nagar District Satna(MP), area of land - 36300 sq mt.

iii) The rate of Interest as at the year end is 11.50% (Previous Year 10.75%).

iv) As a measure to lessen the adverse impact on businesses due to lockdown on account of COVID-19, The Reserve Bank of India had allowed borrowers whose accounts were not in default category to avail of moratorium on repayment of loan installments and servicing of interest for the period March 2020 to May 2020. Subsequently the moratorium was extended upto August 2020. The Company has availed the moratorium upto August 2020 and has received confirmation from its Banker regarding the same.

As per the terms of the moratorium availed, the tenure of the loan is extended by six months and the last installment of the loan which was due in December 2023 will now be payable in June 2024. The interest on the term loan for the months of March 2020 to August 2020 has been capitalised into the loan principal and repayment will be spread over the remaining tenure of the loan. The principal installment due from September 2020 includes, in addition to the original installment amount, the pro rated portion of the interest capitalised.

v) The loan is repayable in 26 scattered installaments starting from September 2017 with the last installment due in June 2024.

The installments remaining to be paid are as under :

Year	No. of Installments	Amount of Installment	Total Amount
2024-2025	1	401.11	401.11
Total	**1**	**401.11**	**401.11**

A.2. Term Loan From Others

Term Loan from Indian Renewable Energy Development Agency Ltd (IREDA)

i) Term Loan of ₹ 7,200.00 lacs from IREDA, Outstanding ₹ 2,824.05 lacs (previous year ₹ 3,418.58 lacs) is secured by:

a) Exclusive first charge by way of mortgage on all the immovable properties of the company , both present and future pertaining to the 14.70 Mw windmill power generation project, situated in District Ratlam and Ujjain, Madhya Pradesh.

b) Exclusive first charge by way of hypothecation of all movable assets/properties, both present and future pertaining to the 14.70 Mw windmill power generation project, situated in District Ratlam and Ujjain, Madhya Pradesh.

c) First charge on all the rights, title,interest, benefits, claims and demands whatsoever of the Company pertaining to the project (including warranties and guarantees provided therein) but not limited to agreement for sale of CERs, if any, O&M contract, insurance contract, including PPA etc.

d) Creation of pledge over 99%/51% of the share capital of the Company held by promoter in favour of IREDA.

e) Corporate guarantee of Ruchi Infrastructure Limited.

ii) The rate of interest as at the year end is 9.95% p.a.

iii) The loan is repayable in 48 equal quarterly installments starting from March 2017 with the last installment due in December 2028.

The installments remaining to be paid are as under : **(₹ in lacs)**

Year	No. of Installments	Amount of Installment	Total Amount
2024-2025	4	150.00	600.00
2025-2026	4	150.00	600.00
2026-2027	4	150.00	600.00
2027-2028	4	150.00	600.00
2028-2029	3	150.00	450.00
Total	**19**		**2,850.00**

b. Vehicle loan

Term Loan of ₹180.00 lacs from BMW Financial Services is secured by charge on specific vehicle financed by the bank. The loan is repayable in 35 Monthly installment of ₹ 5.79 lacs and one installment of ₹ 5.54 lacs (including interest) commencing from April 2024, last installment being due in March 2027.

Rate of Interest is 9.75% p. a. as at the year end. (previous year Nil).

Year	No. of Installments	Total Amount
2024-2025	12	54.28
2025-2026	12	59.81
2026-2027	12	65.91
Total	**36**	**180.00**

B. Terms / Rights attached to Preference Shares :

Preference shares are non convertible, cumulative, redeemable and have a par value of ₹100/- per share. Each preference shareholder is eligible for one vote per share only on resolutions affecting their rights and interest. Shareholders are entitled to dividend at the rate of 6% p.a. which is cumulative. In the event of liquidation of the company before redemption, the holders of preference shares will have priority over equity shares in the payment of dividend and repayment of capital.

The details of shareholders holding more than 5% of shares

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	% of holding	No. of Shares	% of holding
Preference Shares				
Athena Investment Holding Limited	27,96,281	51.21	27,96,281	51.21
Bhagyam Investments Holdings Ltd	26,64,332	48.79	26,64,332	48.79

a. The Company had allotted 6% Non Convertible, Cumulative, Redeemable Preference Shares of ₹ 100/- each as under :
17,33,345 Shares were allotted on 30th March, 2006
37,27,268 Shares were allotted on 9th October, 2006

b. (i) The Company shall redeem the preference shares at par on or before December 31st, 2025 at the option of the Company.
(ii) The Company may, in suitable circumstances, revise, vary or postpone the redemption of Preference Shares or balance outstanding for the time being or any installment(s) of the said subscription installment(s) or any part thereof with prior consent of the holder(s).
(iii) The Company agrees and undertakes to redeem the preference shares out of its profits available for distribution of dividend or from the proceeds of fresh issue of capital.
(iv) The Company at its sole discretion has an option to prematurely redeem the preferece shares in full or in part after completion of three years from the date of allotment.

(₹ in lacs)

	As at March 31, 2024	As at March 31, 2023
NOTE : 18 - LEASE LIABILITIES		
Lease Liability (Refer note 43)	798.63	620.06
	798.63	620.06
NOTE: 19 - PROVISIONS		
Provision for employee benefits		
Gratuity	-	-
Compensated absences (Refer note 45 for disclosure as per Ind AS 19)	87.82	88.07
	88.82	88.07
NOTE: 20- DEFERRED TAX LIABILITY (NET)		
A. Deferred Tax Liabilities		
Property, Plant and Equipment & Intangible assets	363.80	400.46
Fair Valuation of Investments	0.01	-
Total - Deferred Tax Liabilities	**363.81**	400.46
Deferred Tax Assets		
Provision for doubtful debts	6.41	7.44
Fair Valuation of Investments	-	58.97
Defined employee benefit plan	33.60	37.48
Lease liability	54.51	49.30
Interest on term loan	4.46	24.64
Total Deferred Tax Assets	**98.98**	**177.83**
Net tax Liabilities/(assets)	**264.83**	**222.63**

(i) The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

(ii) Significant management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income by each jurisdiction in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

	As at March 31, 2024	As at March 31, 2023
NOTE: 21 - OTHER NON CURRENT LIABILITIES		
Government Grants - Deferred Income	378.01	395.47
	378.01	395.47
NOTE: 22 - BORROWINGS (CURRENT)		
Current Maturities of Long Term Debt (Refre note 17 for Security Details)		
From Bank	400.63	1,587.44
From Other	654.28	600.00
Unsecured		
Inter Corporate Deposits*	630.00	1,024.00
Current maturities of Preference Shares	-	433.34
	1,684.91	3,644.78

* Rate of Interest 11.50% p.a. (previous year 10.50% and 11.00% p.a.)

(₹ in lacs)

Particulars	As at March 31, 2024	As at March 31, 2023
NOTE: 23 - LEASE LIABILITIES		
Lease Liabilities (Refer note 43)	14.18	13.80
	14.18	13.80
NOTE: 24 - TRADE PAYABLES		
(a) Total outstanding due to Micro and small Enterprises	-	-
(b) Total outstanding due of Creditors other than Micro and Small Enterprises	68.94	66.91
	68.94	66.91

Trade Payables ageing schedule
As at 31st March, 2024

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Dues - Due to MSME	-	-	-	-	**-**
(ii) Undisputed Dues - Due to Others	68.94	-	-	-	**68.94**
(iii) Disputed Dues - Due to MSME	-	-	-	-	**-**
(iv) Disputed Dues - Due to Others	-	-	-	-	**-**

As at 31st March, 2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Dues - Due to MSME	-	-	-	-	-
(ii) Undisputed Dues - Due to Others	66.91	-	-	-	66.91
(iii) Disputed Dues - Due to MSME	-	-	-	-	-
(iv) Disputed Dues - Due to Others	-	-	-	-	-

Particulars	As at March 31, 2024	As at March 31, 2023
NOTE: 25 - OTHER FINANCIAL LIABILITIES - (CURRENT)		
Interest accrued but not due	0.57	-
Others*	252.50	247.23
Creditors for capital expenditure	119.49	3.52
	372.56	250.75
*Represents advances received for sale of land to be refunded, liabilities for expenses etc.		
NOTE: 26 - OTHER CURRENT LIABILITIES		
Customers Advances	337.18	393.63
Others	-	0.81
Deferred Government Grants	17.45	18.17
Statutory Dues	82.61	47.62
	437.24	460.23
NOTE: 27 - PROVISIONS		
Provision for employee benefits		
i) Gratuity	21.58	28.76
ii) Compensated absences	24.03	18.22
(Refer note 45 for disclosure as per Ind AS 19)		
	45.61	46.98
NOTE: 28 - CURRENT TAX LIABILITIES (NET)		
Current Tax Liabilities	-	112.35
	-	112.35

(₹ in lacs)

Particulars		For the year ended March 31, 2024	For the year ended March 31, 2023
NOTE: 29 - REVENUE FROM OPERATIONS			
a	**Sale of Products**	606.30	676.98
b	**Sale of Services**		
	Rental Income from Storage and Warehouse	3,177.13	3,263.13
	Cargo Handling Income	473.01	459.50
c	**Sale of Wind Power Generated**	2,002.89	1,911.49
		6,259.33	6,311.10
d	**Other Operating Income**		
	Other operating income	124.96	119.98
		124.96	119.98
		6,384.29	6,431.08
NOTE: 30 - OTHER INCOME			
a	Interest Income (at amortised cost)	156.61	102.78
b	Net Gain on Sale/Discard of Property, Plant & Equipment	390.36	-
c	Reversal of Provision for doubtful debts	1.30	54.58
d	Other Non-Operating Income		
	Government Grant Income	18.17	18.92
	Other Non Operating Income	138.97	110.31
		705.41	**286.59**
NOTE: 31 - COST OF MATERIAL CONSUMED			
	a) Raw Material	72.86	104.75
	b) Packing Material	5.75	7.22
		78.61	111.97
NOTE: 32 - PURCHASES OF STOCK-IN-TRADE			
	Purchases of Stock-in-Trade	491.45	526.08
		491.45	526.08
NOTE: 33 - CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK IN TRADE			
	Inventory at the beginning of the Year		
	Finished Goods	4.49	-
	Work in Progress	2.25	0.70
		6.74	0.70
	Inventory at the end of the year		
	Finished Goods	1.55	4.49
	Work in Progress	12.27	2.25
		13.82	6.74
	Net (Increase)/Decrease in Inventories	**(7.08)**	(6.04)
NOTE: 34 - EMPLOYEE BENEFITS EXPENSE			
	Salary, Wages and Bonus	1,201.72	1,085.25
	Contribution to Provident and Other Funds	73.64	66.21
	Staff Welfare expenses	25.56	20.07
		1,300.92	1,171.53

(₹ in lacs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
NOTE: 35 - FINANCE COSTS		
Interest Expense (amortised cost)	560.70	871.22
Interest on lease liabilities	28.87	11.95
Other borrowing costs	7.87	8.30
	597.44	891.47
NOTE: 36 - OTHER EXPENSES		
Manufacturing Expenses	0.06	0.35
Processing Charges	5.04	6.22
Rent	182.83	80.28
Repairs and Maintenance		
Plant & Machinery	702.90	637.07
Buildings	71.12	92.90
Others	106.42	167.52
Freight & forwarding	8.89	8.86
Material Handling Expenses	206.50	191.49
Security Expenses	142.72	142.17
Professional Fees	123.52	127.46
Electricity Expenses	64.48	58.71
Windpower Expenses	19.88	25.87
Rates & Taxes	128.93	210.97
Insurance	100.10	87.67
CSR Expenses	36.00	35.00
Donations	55.49	12.70
Bank Commission & charges	2.55	2.18
Sales Pramotion Expenses	43.44	41.47
Provision for doubtful debts	0.27	0.03
Net Loss on Sale/Discard of Property, Plant & Equipment	-	12.52
Commission & rebate	5.14	9.45
Investment written off (Refer note 54a)	44.35	-
Other Expenses	368.18	229.21
	2,418.81	2,180.10
NOTE: 37 - CONTINGENT LIABILITIES AND COMMITMENTS		
A. Contingent Liabilities		
i. Demands disputed in appeals :		
a. Income Tax	1,324.68	938.77
b. Sales Tax/VAT	21,936.12	21,939.27
c. Entry Tax	70.54	70.54
d. Service Tax	481.60	481.60
e. Goods & Service Tax	538.12	571.07
ii. Arrears of dividend on 54,60,613 6% non convertible cumulative redeemable preference shares of ₹ 100/- each	2,948.73	2,621.09
iii. Claims against the Company not acknowledged as debts	959.81	959.81
iv. Corporate Guarantee given on behalf of subsidiary (Ruchi Renewable Energy Pvt. Ltd.)	7,200.00	7,200.00

Note :- 1. The Group does not expect any reimbursements in respect of the above contingent liabilities.

2. It is not practical to estimate the timing of cash outflow, if any, in respect of matter (i) (a) to (e) above pending resolution of the appellate proceedings, further the liability mentioned in (i) (a) to (e) above includes interest except in cases where the Group has determined that the possibility of such levy is remote.

3. In respect of matter (ii), the cash outflow, if any, could generate occur up to the validity of guarantee except in few cases where cash outflow, if any could occur any time during the subsistence of borrowing to which the guarantees relate.

B.	**Capital commitments**		
	Estimated amount of contracts remaining to be executed on capital account and not provided for Net of advances of ₹ 112.50 lacs (previous year ₹ 112.50 lacs)	101.35	85.83

NOTE: 38 - DETAILS OF INVESTMENT IN PARTNERSHIP FIRM NARANG & RUCHI DEVELOPERS

(₹ in lacs)

Name of Partner	2023-2024		2022-2023	
	Balance in Capital Account	% of share in Profit/loss	Balance in Capital Account	% of share in Profit/loss
Ruchi Infrastructure Ltd	1,091.17	70	1,080.62	70
Narang & Ruchi Developers	21.00	30	21.04	30

NOTE: 39 - EARNING PER SHARE (EPS)

Particulars	2023-2024	2022-2023
Basic earnings per share :		
a. Net Profit/(loss) after tax	1,401.67	126.54
b. Less : Preference dividend including tax there on	327.64	327.64
c. Profit/(loss) available for equity shareholders	1,074.02	(201.10)
d. Weighted average number of equity shares	21,64,83,860	20,54,36,747
e. Nominal value in ₹ of ordinary share	1.00	1.00
f. Basic and diluted earning per share	0.50	(0.10)
Diluted earnings per share :		
a. Net Profit/(loss) after tax	1,401.67	126.54
b. Less : Preference dividend including tax there on	327.64	327.64
c. Profit/(loss) available for equity shareholders	1,074.03	(201.10)
d. Weighted average number of equity shares	21,64,83,860	20,54,36,747
e. Add : Weighted average number of equity shares on account of Share warrant	94,29,374	(79,65,793)
f. Weighted Average number of equity shares	22,59,13,234	19,74,70,954
g. Nominal Value of Equity share	1.00	1.00
h. Diluted earning per share	0.48	(0.10)

NOTE: 40 - DISCLOSURE PURSUANT TO SECTION 186(4) OF THE COMPANIES ACT, 2013

	As at March 31, 2024	As at March 31, 2023
. Guarantees/Securities given and outstanding as at the end of the year.		
Ruchi Renewable Energy Pvt Ltd (Subsidiary)	**7,200.00**	7,200.00

Corporate gurantee is given to Indian Renewable Energy Devlopment Agency Limited towards loan granted by them to Ruchi Renewable Energy Pvt Ltd which is 100% Subsidiary of the company.

NOTE: 41 - NOTE ON CONVERTIBILE WARRANTS ISSUED BY THE COMPANY

During the year ended 31st March, 2023 the holding Company made a preferential issue of 3,07,85,000 warrants each convertible into one equity share of ₹1/- at a price of ₹ 10.30 per warrant within the validity period of 18 months from the date of allotment. Out of such 3,07,85,000 warrants, 1,02,62,000 warrants were converted into equity shares during the year ended 31st March, 2023. Accordingly, as on 31st March, 2023 2,05,23,000 warrants were outstanding.

During the current FY 2023-24 further 94,00,000 warrants have been converted in to equal number of equity shares and as on 31st March, 2024 remaining 1,11,23,000 warrants were outstanding for conversion up to 12th August, 2024.

The Company raised ₹ 1,590.58 lacs in the FY 2022-23 and ₹ 723.80 lacs during the FY 2023-24 towards warrant subscription/warrant conversion, which was utilised towards the objects of the preferential issue. Interest on the fixed deposits made out of the proceeds received from warrants/equity was ₹ 20.24 lacs. Total fund available was ₹ 2,334.62 lacs. These funds were utilised for the expansion of the existing capacities of the company. An amount of ₹ 1,581.02 lacs was utilised for the purpose of capital expenditure and ₹392.71 lacs was utilised for the prepayment of outstanding term loan instalment from South Indian Bank Ltd. The balance amount of ₹ 360.89 lacs was lying in preferential issue proceeds account.

NOTE: 42 - OUTSTANDING CHARGE ON COMPANY'S ASSETS

The following charges created on Company's assets is not satisfied and is being shown as outstanding as per records with the Ministry of Corporate Affairs. However, entire amounts have been duly paid off by the Company.

Name of Lender	Amount for which Charge was created (₹ in lacs)	Year of repayment
Industrial Development Bank of India	650.00	2003-2004

NOTE: 43 - LEASE LIABILITIES

The details of Maturity of lease liabilities are as under : **(₹ in lacs)**

Particulars	As at March 31, 2024	As at March 31, 2023
Less than One Year	14.18	13.80
One to Five Years	50.80	52.27
More than Five Years	747.83	567.79
Total	**812.81**	633.86

Movement of Lease liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Balance as the beginning of the year	**633.86**	638.41
Additions	242.00	19.01
Repayment	63.05	23.56
Balance as at the end of the year	**812.81**	633.86

Amount not included in the measurement of the lease liability and recognised as expenses in the statement of profit and loss during the year. Short term lease ₹ 182.83 lacs (Previous year ₹ 80.28 lacs)

NOTE: 44 - ASSETS HELD FOR SALE

The company has entered into agreements for sale of Land as under :

Particulars	Carrying value	Advance amount received	Expected date of completion of sale
Description of Asset			
Freehold Land			
Agreement dated 26/09/2019 for Sale of 11.73 acre of land at Kakinada, Andhra Pradesh - as at March 31st, 2024	**82.59**	**463.23**	**March, 2025**
As at March 31st, 2023	82.59	463.23	March, 2024
Agreement dt 20/01/2024 for Sale of 0.203 Hectare of land at Dhar - MP - As at March 31st, 2024	**0.33**	**47.64**	**March, 2025**
As at March 31st, 2023	-	-	-
Agreement dt 20/01/2024 for Sale of 1.076 Hectare of land at Dhar - MP - As at March 31st, 2024	**0.75**	**252.36**	**March, 2025**
As at March 31st, 2023	-	-	-

Notes

FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE: 45 - DISCLOSURE AS PER IND AS 19 - EMPLOYEE BENEFITS

A. Gratuity

i. The Company has opted for scheme with Life Insurance Corporation of India("LIC") to cover its liabilities towards employees gratuity. The annual premium paid to LIC is charged to Profit and Loss Account. The Company also carries out Actuarial valuation of gratuity using Projected Unit Credit Method as required by Ind As - 19 and the difference between fair value of plan assets and liability as per actuarial valuation as at the year end is recognised in statement of Profit and Loss.

(₹ in lacs)

	Particulars	As at March 31, 2024	As at March 31, 2023
1	**Change in Present value of defined benefit obligation**		
	Present Valueof Benefit obligation at the beginning of the period	260.43	232.81
	Interest Cost/(income)	20.28	16.06
	Current Service cost	16.61	15.64
	Liability Transferred in / Acquisitions	32.64	-
	Benefits Paid from fund	(41.44)	(7.43)
	Remeasurement or actuarial (gain/loss)arising due to :	-	-
	Demographic Assumptions	-	-
	Financial Assumptions	2.60	(7.15)
	Experience adjustment	(6.79)	10.50
	Present Value of Benefit obligation at the end of the period	**284.33**	260.43
2	**Change in Fair Value of plan assets**		
	Fair Value of the plan assets at the beginning of the year	231.67	165.13
	Interest Income	17.12	11.39
	Contributions Paid by Employer	19.99	60.16
	Benefit Paid from Fund	(41.44)	(7.43)
	Return on Plan Asssets Excluding Interest Income	0.34	2.42
	Fair value of plan asset at the end of the year	**227.68**	231.67
3	**Amount Recognised in Balance Sheet**		
	Present Value of benefit obligation at the end of the period	(284.33)	(260.43)
	Fair Value of plan assets at the end of the Period	227.68	231.67
	Funded Status (Surplus/(Defecit)	(56.65)	(28.76)
	Net (Liability)/asset recognised in the Balance Sheet	**(56.65)**	**(28.76)**
4	**Net Interest Cost for Current Period**		
	Present Value of Benefit obligation at the beginning of the period	260.43	232.81
	Fair Value of the plan assets at the beginning of the period	(231.67)	(165.13)
	Net Liability/(Asset) at the beginning of the period	28.76	67.68
	Interest Cost	20.28	16.06
	(Interest income)	(17.12)	(11.39)
	Net Interest cost for the current period	**3.16**	4.67
5	**Expense Recognised in Statement of Profit & Loss for current period**		
	Current Service Cost	16.61	15.64
	Net Interest Cost	3.16	4.67
	Past Service Cost	-	-
	Expenses regognised in the statement of profit & loss	**19.77**	20.31
6	**Expense Recognised in Other Comprehensive Income (OCI) for current period**		
	actuarial (gain)/loss on obligation for the period	27.77	3.35
	Return on Plan Assets excluding interest income	(0.34)	(2.42)
	Net (Income)/expense for the period recognized in OCI	**27.43**	0.93
7	**Balance Sheet Reconciliation**		
	Opening Net Liability	28.76	67.68
	Expenses recognised in Statement of Profit & Loss	19.77	20.31
	Expenses recognised in OCI	27.43	0.93
	Net (liability)/Assets transfer out	(32.64)	-
	(Employer's contribution)	(19.99)	(60.16)
	Net Liability/(Asset) recognised in the Balance Sheet	**23.33**	28.76
8	**Category of Assets**		
	Insurance Fund	227.68	231.67
	Total	**227.68**	231.67

(₹ in lacs)

Particulars		As at March 31, 2024	As at March 31, 2023
9	**Other Details**		
	No of Active Members	116	131
	Per month salary for active members	30.65	31.56
	Weighted average duration of the Projected benefit obligation	7.00	7.00
	Average expected future service	7.00	7.00
	Projected Benefit obligation	284.33	260.43
	Prescribed contribution for next year	30.65	31.56
10	**Net Interest cost for the next year**		
	Present Value of Benefit obligation at the end of the period	284.33	260.43
	(Fair value of plan assets at the end of the period)	(227.68)	(231.67)
	Net Liability/(Asset) at the end of the period	56.65	28.76
	Interest cost	17.92	19.25
	(Interest income)	(16.37)	(17.12)
	Net Interest cost for the next year	**1.55**	**2.13**
11	**Expenses recognised in the Statement of Profit & Loss for next year**		
	Current Service Cost	14.50	15.89
	Net Interest Cost	1.55	2.12
	Expenses recognised	**16.05**	**18.01**
12	**Maturity analysis of the benefit payments : From the Fund**		
	1st Following year	32.94	28.01
	2nd Following year	22.45	20.96
	3rd Following year	45.96	33.52
	4th Following year	28.99	42.03
	5th Folllowing year	25.84	27.74
	Sum of years 6 to 10	101.93	120.59
	Sum of years 11 and above	140.76	156.21
13	**Maturity analysis of the benefit payments : From the Employer**		
	1st Following year	-	-
	2nd Following year	-	-
	3rd Following year	-	-
	4th Following year	-	-
	5th Folllowing year	-	-
	Sum of years 6 to 10	-	-
	Sum of years 11 and above	-	-
14	**Sensitivity Analysis**		
	Defined benefit obligations on current assumptions	284.33	260.43
	Delta effect of +1% Change in Rate of Discounting	(12.45)	(13.49)
	Delta effect of -1% Change in Rate of Discounting	13.88	15.02
	Delta effect of +1% Change in Rate of Salary increase	11.16	11.94
	Delta effect of -1% Change in Rate of Salary increase	(10.28)	(11.07)
	Delta effect of +1% Change in Rate of Employee Turnover	(0.17)	(0.26)
	Delta effect of -1% Change in Rate of Employee Turnover	0.17	0.25
Actuarial Assumptions			
The following were the principal actuarial assumptions at the reporting date expressed as weighted averages)			
Discount Rate		**7.39%**	7.39%
Salary Escalation Rate - Next two years		**8.50%**	8.50%
Salary Escalation Rate - 3rd year onwards		**8.50%**	8.50%
Rate of return on plan assets		**7.19%**	7.39%
Attrition Rate		**8.00%**	8.00%
Mortality Rate		**Indian Assured Live Mortality (2012-2014) (Urban)**	Indian Assured Live Mortality (2012-2014) (Urban)

B. Leave Encashment

The liability in respect of leave encashment is determined using actuarial valuation carried out at Balance sheet date. Actuarial gains and losses are recognised in full in statement of Profit and Loss for the year in which they occur. Liability on account of Leave encashment as the year end ₹122.24 lacs (previous year ₹106.29 lacs).

C. Defined Contribution Plan - Post employment benefits

Contribution to defined contribution plans, recognised as expense for the year is as under : **(₹ in lacs)**

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Employers Contribution to Provident Fund	38.59	27.86
Employers Contribution to Pension Fund	17.72	17.49
Total	**56.31**	45.35

NOTE: 46 - SEGMENT REPORTING

A. General Information

(i) Factors used to identify the entity's reportable segments, including the basis of organisation Based on the criteria as mentioned in Ind AS 108 " Operating Segment", the Company has identified its reportable segments as under :

Segment - 1 Commodities

Segment - 2 Infrastructure

Segment - 3 Others

The Company's operating segments are established on the basis of those components of the Company that are evaluated regularly by the Chief Operating Decision Maker in deciding how to allocate resources and in assessing performance. These have been identified taking into account nature of products and services, the differing risks and returns and the internal reporting system.

(ii) Following are the reporting segments

Reportable Segment	Description
Commodities	Trading in various commodities, products
Infrastructure	Storage, Warehousing, Wind Energy
Others	Manufacturing of Soap

B. Segment revenue, results, segment assets and liability include respective amounts directly identified with the segment and also an allocation on reasonable basis of amounts not directly identified. The expenses which are not directly relatable to the business segment are shown as un allocable corporate cost. Assets and Liabilities that cannot be allocated between segment are shown as un allocable corporate assets and liabilities respectively.

A. Primary Segment - Business Segment

Particulars	Commodities	Infrastructure	Windpower	Others	Unallocable	Total
Segment Revenue	**493.91**	**3,651.42**	**2,126.57**	**112.39**	**-**	**6,384.29**
	528.72	3,723.70	2,030.41	148.25	-	6,431.08
Segment Result before Finance Cost and Tax	**(1.73)**	**1,598.59**	**729.90**	**7.14**	**(1,003.10)**	**1,330.80**
	(1.27)	1,418.21	623.77	1.89	(871.66)	1,170.94
Finance Cost	**-**	**-**	**-**	**-**	**-**	**597.44**
	-	-	-	-	-	891.47
Profit Before Tax, Exceptional Items	-	-	-	-	-	**733.36**
	-	-	-	-	-	279.49
Exceptional Items	-	-	-	-	-	**725.26**
	-	-	-	-	-	-
Profit Before Tax	**-**	**-**	**-**	**-**	**-**	**1458.62**
						279.49
Provision for Taxes	**-**	**-**	**-**	**-**	**-**	**-**
	-	-	-	-	-	-
Current Tax	**-**	**-**	**-**	**-**	**-**	**57.75**
	-	-	-	-	-	65.82
Tax for earlier Year	**-**	**-**	**-**	**-**	**-**	**(50.04)**
	-	-	-	-	-	**-**

A. Primary Segment - Business Segment (Continued from previous page) **(₹ in lacs)**

Particulars	Commodities	Infrastructure	Windpower	Others	Unallocable	Total
Deferred Tax	**-**	**-**	**-**	**-**	**-**	**49.24**
	-	-	-	-	-	87.11
Profit After Taxes	**-**	**-**	**-**	**-**	**-**	**1401.67**
	-	-	-	-	-	126.56
Segment Assets	**749.35**	**15,798.69**	**4,931.36**	**63.94**	**10,403.46**	**31,946.80**
	553.19	14,405.69	5,424.79	39.57	11,322.88	31,746.12
Segment Liabilities	**0.85**	**2,676.28**	**21.54**	**2.46**	**10,024.72**	**12,725.85**
	0.76	2,164.47	54.37	-	12,409.74	14,629.34
Segment Depreciation	**-**	**587.07**	**589.52**	**1.76**	**297.74**	**1,476.09**
	-	557.13	675.25	2.04	328.40	1,562.82
Capital Expenditure	**-**	**1,789.80**	**52.02**	**-**	**451.48**	**2,293.30**
	-	591.79	-	-	44.21	636.00
Non Cash expenditure other than depreciation	**-**	**-**	**-**	**-**	**-**	**-**

Note - Current year figures are in bold.

B. Secondary Segment - Geographical Segment

All Operating facilities of the Company are located in India

Particulars	2023-2024	2022-2023
Domestic Revenue	6,384.29	6,431.08
Export Revenue	-	-
Total Revenue	**6,384.29**	6,431.08

C. Revenue from Major Products

Particulars	2023-2024	2022-2023
1. Commodities	493.91	528.72
2. Infrastructure		
i) Storage	2,573.40	2,555.90
ii) Warehousing	1,078.02	1,167.80
iii) Wind Energy	2,126.57	2,030.41
3. Others	112.39	148.25
Total Revenue	**6,384.29**	6,431.08

D. Revenue from Major customers

Revenue from customers exceeding 10% of the total revenue of the Company

Particulars	2023-2024	2022-2023
Segment		
Commodities	-	-
Infrastructure	2,920.67	4,302.22
Others	-	-
Total	**2,920.67**	4,302.22

NOTE: 47 - RELATED PARTY DISCLOSURES AS PER IND AS -24

A. List of related parties with whom transaction have taken place

(i) Key managerial Person

Name of Person/entity	Relation
Mr. Narendra Shah	Executive Director
Mr. Parag Choudhary	Whole time Director
Mr. Ashish Mehta	Company Secretary
Mr. Ravindra Kumar Kakani (Up to 21.01.2024)	Chief Financial Officer
Mr. Pavan Kumar Purohit (From 01.02.2024 onwards)	Chief Financial Officer

(ii) Entity where control exists

Narang & Ruchi Developers — Associate

(iii) Entities under control of promoters

Ruchi Hi-Rich Seeds Pvt Ltd
Nutrela Marketing Pvt Ltd
Hamariearth Merchandise Pvt Ltd
Vishal Resorts & Hotels Pvt Ltd

(iv) Entity or close member's having significant influence and with whom transaction have taken place. - Nil

(v) The group's material related party transactions and outstanding balances are with related parties with whom the group enters into transactions in the ordinary course of business. Transaction and balances with subsidiary's are eliminated on consolidation.

Related party transactions (financial year 2023-2024 & previous year 2022-2023)

Nature of relationship	Associates		Promotor Group Entities			Key Management Personnel				
Particulars	Narang & Ruchi Developers	Ruchi Hi - Rich Seeds Pvt Ltd	Nutrela Marketing Pvt Ltd	Vishal Resorts & Hotels Pvt Ltd	Hamariearth Merchandise Pvt Ltd	Narendra Shah	Parag Choudhary	Ashish Mehta	Ravindra Kakani (Up to 21.01.2024)	Pavan Kumar Purohit (From 01.02.2024 onwards)
Remuneration/Salary Paid	**-**	**-**	**-**	**-**	**-**	**72.57**	**43.85**	**49.51**	**30.66**	**3.25**
	-	-	-	-	-	68.53	41.09	46.93	29.11	-
Post Employement Benefits	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**2.56**	**-**	**0.18**
	-	-	-	-	-	-	2.18	2.48	1.60	-
Consultancy Charges	**-**	**-**	**-**	**-**	**-**	**-**	**0.75**	**-**	**-**	**-**
	-	-	-	-	-	-	1.50	-	-	-
Share in Profit/(loss) of Partnership Firm	**(0.10)**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	(0.27)	-	-	-	-	-	-	-	-	-
Rent Received	-	**93.31**	-	-	**0.60**	-	-	-	-	-
	-	63.31	-	-	0.60	-	-	-	-	-
Rent Paid	-	-	-	-	-	-	-	-	-	-
	-	-	0.57	-	-	-	-	-	-	-
Land Purchase	**-**	**-**	**-**	**265.56**	**-**	**-**	**-**	**-**	**-**	**-**
	-	-	-	-	-	-	-	-	-	-
Investment in Capital Account	**2.05**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	
	55.05	-	-	-	-	-	-	-	-	-
BALANCES AS AT THE YEAR END										
Investment										
As at March 31,2024	**1,091.17**	-	-	-	-	-	-	-	-	-
As at March 31,2023	1,080.62	-	-	-	-	-	-	-	-	-

Additional disclosure as per Regulation 34 read with Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 :

Transactions (financial year 2023-24 & previous year 2022-23) if any, with any entity forming part of promoters group and holding more than 10% equity shareholding in the Company.

(₹ in lacs)

Name of Entity	Patanjali Foods Ltd*
Cargo Handling Income	**366.86**
	657.05
Rent Received	**635.83**
	17.33
Rent Paid	**34.02**
	34.02
Material Purchase	**-**
	-
BALANCES AS AT THE YEAR END	
Trade Receivable	**84.42**
	73.46
Security Deposit Given	**12.50**
	12.50

*Note :

(i) During the month of March, 2024 the holding of aforesaid entity has reduced to below 10% of equity shareholding of the Company.

(ii) Current year figures are in bold.

NOTE: 48 - TAX RECONCILIATION

A. Amounts recognised in Statement of profit and loss

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Current tax on profit for the year	57.75	65.82
Deferred tax	49.24	87.11
Tax expense for the year charged to the Profit and loss (a)	**106.99**	152.93
Deferred tax of amounts recognised in other comprehensive income (b)	7.06	2.11
Total Tax expenses for the year (a+b)	**114.05**	155.04

B. Reconciliation of effective tax rate

(₹ in lacs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit before tax	1,458.60	279.47
Applicable Tax Rate	25.17%	30.35%
Computed Tax Expense	367.10	84.83
Tax effect of :		
Income/Expenses disallowed	304.74	324.94
Income/Expenses allowed	(614.09)	(343.95)
Deferred Tax on account of Property, Plant and Equipment and Intangible Assets	(36.66)	4.31
Deferred Tax on account of Financial Assets and Other Items	85.90	30.25
Mat Credit	-	52.55
Tax Expenses recognised during the year	**106.99**	152.93
Effective Tax Rate	**7.34%**	54.72%

C. Movement in deferred tax balances **(₹ in lacs)**

Particulars	As at April 1, 2023	For the F.Y. 2023-2024		As at March 31, 2024
		Recognised in profit/loss	Recognised in OCI	
Deferred Tax Liabilities				
Depreciation	400.46	(36.66)	-	363.80
Fair valuation of Investment	(58.97)	58.98	-	0.01
Total - Deferred Tax Liabilities	**341.49**	**22.32**	**-**	**363.81**
Deferred Tax Assets				
Provision for Doubtful debts	7.44	(1.03)	-	6.41
Fair valuation of Investment	-	-	-	-
Defined Employee Plan	37.48	(10.94)	7.06	33.60
On Account of Leased assets	49.30	5.21	-	54.51
On Account of Interest capitalised	24.64	(20.18)	-	4.46
Total - Deferred Tax Assets	**118.86**	**(26.94)**	**7.06**	**98.98**
Net tax (Assets)/Liabilities	**222.63**	**(49.26)**	**(7.06)**	**264.83**

Particulars	As at April 1, 2022	For the F.Y. 2022-2023		As at March 31, 2023
		Recognised in profit/loss	Recognised in OCI	
Deferred Tax Liabilities				
Property, plant and equipment and intangible assets	396.15	4.31	-	400.46
Total - Deferred Tax Liabilities	396.15	4.31	-	400.46
Deferred Tax Assets				
Provision for Doubtful debts	13.75	(6.31)	-	7.44
Fair valuation of Investments	57.12	-	1.85	58.97
Defined Employee Benefit Plan	45.94	(8.72)	0.26	37.48
Leased liabilities	44.82	4.48	-	49.30
Interest on Term loan	44.34	(19.70)	-	24.64
Total - Deferred Tax Assets	205.97	(30.25)	2.11	177.83
MAT Credit Entitlement	52.55	(52.55)	-	-
Net tax (Assets)/Liabilities	137.63	87.11	(2.11)	222.63

NOTE - 49 - DETAILS OF GROUP COMPANIES

Ruchi Infrastructure Ltd ("the Company") has 3 Subsidiaries and 1 Associate ("the Group"), as given in the following table:

Name of Company/Firm	Relationship	Country of Incorporation	% of ownership interest	
			As at March 31, 2024	As at March 31, 2023
Ruchi Renewable Energy Pvt Ltd	Subsidiary	India	100.00	100.00
Mangalore Liquid Impex Pvt Ltd	Subsidiary	India	99.90	98.00
Peninsular Tankers Pvt Ltd	Subsidiary	India	100.00	100.00
Narang and Ruchi Developers	Associate	India	90.00	90.00

Additional information as required under Schedule III to the Companies Act, 2013 of enterprises consolidated as Subsidiaries/Associates/Joint Ventures.

(₹ in lacs)

Particulars	Net Assets (Total Assets less Total Liabilities)				Share in Profit and Loss				Share in Other comprehensive Income				Share in Total Comprehensive Income			
	As at March 31st, 2024		As at March 31st, 2023		Year ended March 31st, 2024		Year ended March 31st, 2023		Year ended March 31st, 2024		Year ended March 31st, 2023		Year ended March 31st, 2024		Year ended March 31st, 2023	
	As % of Consolidated Net Asset	Amount	As % of Consolidated Net Asset	Amount	As % of Consolidated share in Profit and Loss	Amount	As % of Consolidated share in Profit and Loss	Amount	As % of Consolidated share in Other comprehensive Incoce	Amount	As % of Consolidated share in Other comprehensive Incoce	Amount	As % of Consolidated Total comprehensive Incoce	Amount	As % of Consolidated Total comprehensive Incoce	Amount
Parent Company																
Ruchi Infrastructure Ltd	89.31	17,166.65	89.54	15,326.98	87.78	1,230.38	78.96	99.70	97.64	(20.51)	100.00	(15.45)	87.63	1,209.87	76.02	84.25
Subsidiaries																
1. Ruchi Renwable Energy Pvt Ltd	3.71	713.13	3.24	553.91	11.36	159.22	2.01	2.54	-	-	-	-	11.53	159.22	2.29	2.54
2. Mangalore Liquid Impex Pvt Ltd	2.34	449.13	0.20	33.61	1.11	15.53	13.42	16.95	0.21	(0.45)	-	-	1.09	15.08	15.30	16.95
3. Peninsular Tankers Pvt Ltd	3.41	655.21	3.78	646.62	0.61	8.59	7.08	8.94	-	-	-	-	0.62	8.59	8.07	8.94
Adjustments arising out of consolidation	1.23	236.83	3.24	555.66	(0.85)	(11.97)	(1.53)	(1.93)	-	-	-	-	(0.87)	(11.97)	(1.74)	(1.93)
Total of Subsidiaries	**10.69**	**2,054.30**	**10.46**	**1,789.80**	**12.23**	**171.37**	**20.98**	**26.50**	**0.21**	**(0.45)**	**-**	**-**	**12.38**	**170.92**	**23.92**	**26.50**
Associates																
Narang and Ruchi Developers	-	-	-	-	(0.01)	(0.10)	(0.21)	(0.27)	-	-	-	-	0.00	(0.10)	(0.24)	(0.27)
Adjustments arising out of associate	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total of Associate	-	-	-	-	**(0.01)**	**(0.10)**	**(0.21)**	**(0.27)**	-	-	-	-	**0.00**	**(0.10)**	**(0.24)**	**(0.27)**
Non controlling Interest in all Subsidiaries	-	-	-	-	-	0.02	0.27	0.34	-	-	-	-	0.00	0.02	0.30	0.34
Total	**100.00**	**19,220.95**	**100.00**	**17,116.78**	**100.00**	**1,401.67**	**100.00**	**126.27**	**97.85**	**(20.96)**	**100.00**	**(15.45)**	**100.00**	**1,380.71**	**100.00**	**110.82**

NOTE: 50 - Financial instruments – Fair values and risk management

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value.

A substantial portion of the Company's long-term debt has been contracted at floating rates of interest, which are reset at short intervals. Accordingly, the carrying value of such long-term debt approximates fair value.

As at March 31st, 2024 **(₹ in lacs)**

Particulars	Carrying Amount				Fair Value			
	FVTPC	FVTOCI	Amortised Cost*	Total	Level 1	Level 2	Level 3	Total
Financial assets								
(i) Investments	-	0.03	-	0.03	0.03	-	-	**0.03**
(ii) Trade receivables	-	-	1,340.78	1,340.78	-	-	-	-
(iii) Cash and cash equivalents	-	-	1,238.49	1,238.49	-	-	-	-
(iv) Bank Balance other than above	-	-	625.10	625.10	-	-	-	-
(v) Loans	-	-	228.00	228.00	-	-	-	-
(vi) Others	-	-	694.06	694.06	-	-	-	-
	-	**0.03**	**4,126.43**	**4,126.46**	**0.03**	**-**	**-**	**0.03**
Financial liabilities								
(i) Borrowings	-	-	9,494.80	9,494.80	-	-	-	-
(ii) Trade payables	-	-	68.94	68.94	-	-	-	-
(iii) Other Financial liability	-	-	1,171.19	1,171.19	-	-	-	-
	-	**-**	**10,734.93**	**10,734.93**	**-**	**-**	**-**	**-**

As at March 31st, 2023

Particulars	Carrying Amount				Fair Value			
	FVTPC	FVTOCI	Amortised Cost*	Total	Level 1	Level 2	Level 3	Total
Financial assets								
(i) Investments	-	44.36	-	44.36	44.36	-	-	44.36
(ii) Trade receivables	-	-	1,399.97	1,399.97	-	-	-	-
(iii) Cash and cash equivalents	-	-	1,319.66	1,319.66	-	-	-	-
(iv) Bank Balance other than above	-	-	1,150.29	1,150.29	-	-	-	-
(v) Loans	-	-	328.00	328.00	-	-	-	-
(vi) Others	-	-	1,012.49	1,012.49	-	-	-	-
	-	44.36	5,210.41	5,254.77	44.36	-	-	44.36
Financial liabilities								
(i) Borrowings	-	-	11,888.86	11,888.86	-	-	-	-
(ii) Trade payables	-	-	66.91	66.91	-	-	-	-
(iii) Other Financial liability	-	-	870.81	870.81	-	-	-	-
	-	-	12,826.58	12,826.58	-	-	-	-

*Excludes investment in Associate ₹1091.17 lacs (Previous Year ₹1080.62 lacs)

B. Measurement of fair values

Valuation techniques and significant unobservable inputs :

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Financial instruments measured at fair value

Type	Valuation technique
Open purchase and sale contracts	Based on commodity prices listed on stock exchange, and along with quotations from brokers and adjustments made for grade and location of commodity

NOTE - 51 FINANCIAL INSTRUMENTS - FAIR VALUES AND RISK MANAGEMENT

Financial risk management

The Company has exposure to the following risks arising from financial instruments:

(i) Market risk
  (a) Currency risk;
  (b) Interest rate risk;
  (c) Commodity risk;

(ii) Credit risk ; and

(iii) Liquidity risk ;

RISK MANAGEMENT FRAMEWORK

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of risks on its financial performance. The Company's risk management assessment policies and processes are established to identify and analyses the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. These policies and processes are reviewed by management regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the Audit Committee are responsible for overseeing these policies and processes.

(i) Market risk

Market risk is the risk of changes in the market prices on account of foreign exchange rates, interest rates and Commodity prices, which shall affect the Company's income or the value of its holdings of its financial instruments . The objective of market risk management is to manage and control market risk exposure within acceptable parameters, while optimising the returns.

i(a) Foreign Currency risk

The fluctuation in foreign currency exchange rates may have impact on the profit and loss account, where any transaction has more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the entity.

Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in U.S. dollar, against the functional currrency.

The Company, as per its risk management policy, uses foreign exchange and other derivative instruments primarily to hedge foreign exchange and interest rate exposure. The Company does not use derivative financial instruments for trading or speculative purposes.

Exposure to foreign currency risk

The Company has no foreign currency exposure as at the year end. (Previous Year Nil)

i(b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to market risk for changes in interest rates relates to borrowings from financial institutions. The company's exposure to the risk of changes in market interest rates relates primarily to the borrowing from bank and financial institution. Currently Company is not using any mitigating factor to cover interest rate risk.

Interest rate risk exposure -variable rate

(₹ in lacs)

Particulars	As at March 31, 2024	As at March 31, 2023
Borrowing from bank	400.63	1,985.67
Borrowing from others	3,003.56	3,418.58
	3,404.19	5,404.25

Interest rate sensitivity

A reasonably possible change of 1% in interest rates at the reporting date would have increased /(decreased) equity and profit or loss by amounts shown below. This analysis assumes that all other variables, in particular, foreign currency exchange rates, remain constant. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

A. As at March 31st, 2024

Particulars	Impact on Profit/(loss) before tax	
	1% Increase	1% Decrease
On account of Variable Rate Borrowings from Banks	**(34.04)**	34.04
Sensitivity	**(34.04)**	34.04

B. As at March 31st, 2023

Particulars	Impact on Profit/(loss) before tax	
	1% Increase	1% Decrease
On account of Variable Rate Borrowings from Banks	**(54.04)**	54.04
Sensitivity	**(54.04)**	54.04

(ii) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customer. The Company establishes an allowance for doubtful debts and impairment that represents its estimate on expected loss model .

A. Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

Summary of the Company's exposure to credit risk by age of the outstanding from various customers is as follows:

(₹ in lacs)

Particulars	As at March 31, 2024	As at March 31, 2023
Past due but not impaired		
Past due 0–90 days	1,069.74	1,082.08
Past due 91–180 days	38.77	67.55
Past due more then 180 days	265.53	284.63
	1,374.04	**1,434.26**

Expected credit loss assessment for customers as at March 31, 2024, March 31, 2023.

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Impaired amounts are based on lifetime expected losses based on the best estimate of the management. Further, management believes that the unimpaired amounts that are past due by more than 180 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk. The impairment loss related to several customers that have defaulted on their payments to the Company and are not expected to be able to pay their outstanding balances, mainly due to economic circumstances.

(₹ in lacs)

The movement in the allowance for impairment in respect of trade and other receivables during the year was as follows.

Balance as at April 1, 2023	**34.28**
Impairment loss recognised	**(1.03)**
Amounts written off	**-**
Balance as at March 31, 2024	**33.25**
Balance as at April 1, 2022	88.82
Impairment loss recognised	(54.54)
Amounts written off	-
Balance as at March 31, 2023	34.28

B. Cash and cash equivalents

The Company holds cash and cash equivalents with credit worthy banks and financial institutions of ₹ 735.88 lacs as at March 31st, 2024 [₹ 764.33 lacs as at 31st March 2023].The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be good.

C. Investments

The Company does not expect any losses from non-performance by these counter-parties apart from those already given in financials, and does not have any significant concentration of exposures to specific industry sectors or specific country risks.

(iii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation. The Company has obtained fund based lines from various banks. The Company also constantly monitors various funding options available in the debt and capital markets with a view to maintaining financial flexibility.

Exposure to liquidity risk

The table below analyses the Company's financial liabilities into relevant maturities groupings based on their contractual maturities for:

* all non derivative financial liabilities.
* net and gross settled derivative financial instruments for which the contractual maturities are essential for the understanding of the timing of the cash flows.

As at March 31, 2024 (₹ in lacs)

Particulars	Amount	Carrying Amount	Contractual Cash Flows			
			1 year or less	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Secured term loans and borrowings	3,404.19	3,404.19	1,054.91	659.81	1,689.47	-
Unsecured term loans and borrowings	1,684.91	1,684.91	1,684.91	-	-	-
Redeemable preference shares	5,460.61	5,460.61	-	5,460.61	-	-
Trade payables	68.94	68.94	68.94	-	-	-
Other financial liabilities (repayable on demand)	1,185.37	1,185.37	386.74	11.81	38.99	747.83

As at March 31, 2023

Particulars	Amount	Carrying Amount	Contractual Cash Flows			
			1 year or less	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Secured term loans and borrowings	5,404.25	5,404.25	2,187.44	998.23	1,800.00	418.58
Unsecured term loans and borrowings	3,644.78	3,644.78	3,644.78	-	-	-
Redeemable preference shares	5,460.61	5,460.61	433.34	-	5,027.27	-
Trade payables	66.91	66.91	66.91	-	-	-
Other financial liabilities (repayable on demand)	884.61	884.61	264.55	17.04	43.40	559.62

Note : The inflows/(outflows) disclosed in the above table represent the contractual undiscounted cash flows relating to derivative financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity. The disclosure shows net cash flow amounts for derivatives that are net cash-settled and gross cash inflow and outflow amounts for derivatives that have simultaneous gross cash settlement.

NOTE: 52 - CAPITAL MANAGEMENT

The group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The group monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings and obligations under finance leases, less cash and cash equivalents. Equity comprises of Equity share capital and other equity.

The group's policy is to keep the ratio at optimum level. The Company's adjusted net debt to equity ratio was as follows.

Notes

FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(₹ in lacs)

A.

Particulars	As at March 31, 2024	As at March 31, 2023
Total liabilities (Refer note 17, 22)		5,404.25
Less : Cash and cash equivalent		1,319.66
Adjusted net debt		4,084.59
Total equity		17,116.78
Adjusted net debt to adjusted equity ratio		0.24

B. Dividends

Amount of Dividends approved during the year by shareholders

Particulars	As at March 31, 2024		As at March 31, 2023	
		Amount in ₹	No. of Shares	Amount in ₹
Equity Shares	22,49,01,942	-	21,55,01,942	-
Preference Shares	54,60,613	-	54,60,613	-

NOTE: 53

i. The company has not granted Loans or Advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person, that are: (a) repayable on demand or (b) without specifying any terms or period of repayment.

ii. The company neither has any Benami property nor any proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act,1988 (45 of 1988) and the rules made thereunder.

iii. The company is not declared wilful defaulter by any bank or financial Institution or other lender.

iv. The company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

v. The company is compliant with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

vi. (A) The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

(B) The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

vii. The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

viii. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

ix. The Company has no working capital limits from banks on the basis of security of current assets.

NOTE: 54

a. During the year 13,71,800 equity shares of National Steel and Agro Industries Ltd carrying value of ₹ 44.17 lacs were cancelled due to order of NCLT. The same were derecognised and w/off and shown under Note 33 Other expenses.

b. During the year 11700 equity shares of IMEC Services ltd. Carrying value ₹ 0.19 lacs were restructured and Company have received 443 equity shares against 11700 equity shares.

NOTE: 55

During the year, the Company executed Business Transfer Agreement for disposal of business undertaking of the Company comprising of petroleum terminal at Cochin Port on slump sale basis for a consideration of ₹ 811 lacs. The gain of ₹ 725 Lacs arising out of the sale has been disclosed under "Exceptional Item".

As per our report of even date attached.

For SMAK & Co.
Chartered Accountants
(Firm Regn No. 020120C)

CA Atishay Khasgiwala
Partner
Membership No. 417866

Indore, May 21, 2024

For and on behalf of the Board of Directors

Pavan Kumar Purohit
Chief Financial Officer

Ashish Mehta
Company Secretary

Narendra Shah
Executive Director
DIN 02143172

Mohan Das Kabra
Director
DIN 07896243

Indore, May 21, 2024

FORM- AOC-1

Pursuant to requirements of first provision to sub-section (3) of section 129 read with
Rule 5 of Companies (Accounts) Rules, 2014.

Statement containing salient features of the financial statement of subsidiaries/associate firm.

Part A : Subsidiaries **(₹ in lacs)**

Sr. No.		Subsidiary	Subsidiary	Subsidiary
1	Name of the subsidiary	Peninsular Tankers Pvt Ltd	Mangalore Liquid Impex Pvt Ltd	Ruchi Renewable Energy Pvt Ltd
2	Reporting period for the subsidiary concerned if different from holding Company's reporting period	Not Applicable	Not Applicable	Not Applicable
3	Reporting currency and exchange rate on the last date of the relevant financial year in the case of foreign subsidiary	Not Applicable	Not Applicable	Not Applicable
4	Share Capital	700.00	9.82	923.00
5	Other Equity	(44.79)	439.31	(209.87)
6	Total Assets	801.06	1,330.25	4,248.72
7	Total Liabilities	145.85	881.12	3,535.96
8	Investments	-	-	-
9	Turnover	493.91	393.57	1,590.40
10	Profit before taxation	10.18	21.80	159.22
11	Provision for taxation	1.51	6.26	-
12	Profit after taxation	8.59	15.51	159.22
13	Proposed Dividend	-	-	-
14	% of shareholding	100%	99.90%	100%

Notes : i. Names of Subsidiaries which are yet to commence Operations : Nil
ii. Names of Subsidiaries which have been liquidated or sold during the year : Nil

Part B : Associates and Joint ventures

Sr No	Name of Associate/Partnership firm	Narang & Ruchi Developers
1	Latest Audited Balance Sheet Date	Not Audited
2	Shares of Associate/ Joint Venture held by the Company as on the year end	
	Nos	Not Applicable
	Amount of Investment in Associate/Joint Venture	₹ 1,091.17 lacs
	Extent of holding percentage	90%
3	Description of how there is significant influence	Due to majority shareholding
4	Reason why the associate/joint venture is not consolidated	Not Applicable
5	Networth attributable to Shareholding as per the latest audited balance sheet	₹ 993.20 lacs
6	Profit / (Loss) for the Year	₹ (0.15) lacs
	Considered for consolidation	₹ (0.10) lacs
	Not considered for consolidation	₹ (0.05) lacs
7	Names of associates or joint ventures which are yet to commence operations	Nil
8	Names of associates or joint ventures which have been liquidated or sold during the year	Nil

As per our report of even date attached.

For SMAK & Co.
Chartered Accountants
(Firm Regn No. 020120C)

CA Atishay Khasgiwala
Partner
Membership No. 417866

Indore, May 21, 2024

For and on behalf of the Board of Directors

Pavan Kumar Purohit
Chief Financial Officer

Ashish Mehta
Company Secretary

Narendra Shah
Executive Director
DIN 02143172

Mohan Das Kabra
Director
DIN 07896243

Indore, May 21, 2024

If undelivered please return to:

Sarthak Global Limited
Registrar and Share Transfer Agent
(Unit: Ruchi Infrastructure Limited)
170/10, Film Colony, R.N.T. Marg, Indore-452001 Madhya Pradesh

Ruchi Infrastructure Limited
Registered Office :
706, Tulsiani Chambers, Nariman Point, Mumbai-400021, Maharashtra
Tel: + 91 22 49712051