

## Report on Corporate Governance

1. Name of Listed Entity : RUCHI INFRASTRUCTURE LIMITED

2. Quarter ending : 30<sup>TH</sup> JUNE, 2024

I. Composition of Board of Directors													
Title (Mr./ Ms.)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/Non-Executive/ independent/ Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (in months)*	Date of Birth	Whether the Director is disqualified	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Krishna Das Gupta	00374379	Chairperson/ Non-Executive/ Independent	23/09/2015	23/09/2020	-	105	07/10/1942	No	3	3	5	1
Mr.	Narendra Shah	02143172	Executive Director	08/04/2016	08/04/2022	-	-	24/05/1956	No	1	0	2	0
Mrs.	Ruchi Joshi Meratia	07406575	Non-Executive Independent Director	27/09/2017	27/09/2022	-	81	27/07/1986	No	1	1	1	1
Mr.	Mohan Das Kabra	07896243	Non-Executive Independent Director	27/09/2017	27/09/2022	-	81	04/01/1953	No	1	1	1	1
Mr.	Parag Choudhary	07845977	Executive Director	29/06/2020	29/06/2023	-	-	31/10/1967	No	1	0	0	0
Mr.	Ashutosh Pandey	07828687	Non-Executive- Non – Independent Director	21/08/2020	-	-	-	04/12/1982	No	1	0	1	0
		Whether Regular chairperson appointed – Yes											
		Whether Chairperson is related to managing director or CEO – No.											



\$PAN of any director would not be displayed on the website of Stock Exchange.  
 &Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.  
 \* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

## II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/ Non-Executive/independent/Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Mohan Das Kabra Mr. Krishna Das Gupta Mr. Narendra Shah	Chairperson/Non-Executive/Independent Non-Executive/Independent Executive Director	22/08/2017 27/10/2015 18/05/2016	- - -
2. Nomination & Remuneration Committee	Yes	Mrs. Ruchi Joshi Meratia Mr. Mohan Das Kabra Mr. Krishna Das Gupta	Chairperson/Non-Executive/Independent Non-Executive/Independent Non-Executive/Independent	31/12/2016 22/08/2017 18/05/2016	- - -
3. Risk Management Committee (if applicable)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
4. Stakeholders Relationship Committee	Yes	Mrs. Ruchi Joshi Meratia Mr. Narendra Shah Mr. Ashutosh Pandey	Chairperson/Non-Executive/Independent Executive Director Non-Executive-Non Independent	22/08/2017 18/05/2016 15/09/2020	- - -
5. Corporate Social Responsibility Committee	Yes	Mr. Mohan Das Kabra Mrs. Ruchi Joshi Meratia Mr. Parag Choudhary	Chairperson/Non-Executive/Independent Non-Executive/ Independent Executive Director	22/08/2017 31/12/2016 15/09/2020	- - -
6. Committee (Warrants Conversion)	Yes	Mr. Mohan Das Kabra Mrs. Ruchi Joshi Meratia Mr. Parag Choudhary	Chairperson/Non-Executive/Independent Non-Executive/Independent Executive Director	13/02/2023 13/02/2023 13/02/2023	- - -

&Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

## III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Total number of directors as on the date of meeting	Number of Directors present* (all directors including independent director)	Number of independent directors attending the meeting*	Maximum gap between any two consecutive (in number of days)
05/02/2024	-	Yes /No	6	6	3	-
-	21/05/2024	Yes /No	6	6	3	105

\* to be filled in only for the current quarter meetings

## IV. Meetings of Committees

**Audit Committee**



Date(s) of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Total number of directors in the Committee as on date of the meeting	Number of Directors present (all directors including independent director)	Number of independent directors attending the meeting*	No. of members attending the meeting (other than the Board of Directors)	Maximum gap between any two consecutive meetings in number of days
05/02/2024	-	Yes/No	3	3	2	0	-
-	21/05/2024	Yes/No	3	3	2	0	-
<b>Stakeholders Relationship Committee</b>							
05/02/2024	-	Yes/No	3	3	1	0	-
-	21/05/2024	Yes/No	3	3	1	0	-
<b>Nomination &amp; Remuneration Committee</b>							
05/02/2024	-	Yes/No	3	3	2	0	-
-	21/05/2024	Yes/No	3	3	3	0	-
<b>Corporate Social Responsibility Committee</b>							



Date(s) of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Total number of directors in the Committee as on date of the meeting	Number of Directors present (all directors including independent director)	Number of independent directors attending the meeting*	No. of members attending the meeting (other than the Board of Directors)	Maximum gap between any two consecutive meetings in number of days
-	-	-	-	-	-	-	-
-	21/05/2024	Yes/No	3	3	2	0	-
<b>Committee (Warrants Conversion)</b>							

Date(s) of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Total number of directors in the Committee as on date of the meeting	Number of Directors present (all directors including independent director)	Number of independent directors attending the meeting*	No. of members attending the meeting (other than the Board of Directors)	Maximum gap between any two consecutive meetings in number of days
30/01/2024	-	Yes/No	3	3	2	0	50
21/03/2024	-	Yes/No	3	3	2	0	60
-	21/05/2024	Yes/No	3	3	2	0	60
*to be filled in only for the current quarter meetings.							

**V. Related Party Transactions**

**Subject**



	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	NA
	Yes

**Note:**  
 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.  
 2. If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - Audit Committee



		b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 5. The report submitted in the previous quarter has been placed before Board of Directors.
		For Ruchi Infrastructure Limited  Ashish Mehta Company Secretary Date: 12.07.2024 

**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.