

Report on Corporate Governance

1. Name of Listed Entity : RUCHI INFRASTRUCTURE LIMITED

2. Quarter ending : 30TH SEPTEMBER, 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	-	108	07/10/1942	No	1	1	1	0
Mr.	Narendra Shah	02143172	Executive** Director	08/04/2016	01/09/2024	-	-	24/05/1956	No	1	0	2	0
Mrs.	Ruchi Joshi Meratia	07406575	Non-Executive Independent Director	27/09/2017	27/09/2022	-	84	27/07/1986	No	2	2	3	1
Mr.	Mohan Das Kabra	07896243	Non-Executive Independent Director	27/09/2017	27/09/2022	-	84	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-Independent Director	16/09/2024	-	-	-	04/12/1982	No	1	0	1	0
Mr.	Sankalp Ved	10729867	Executive Director**	01/09/2024	-	-	-	05/06/1982	No	1	0	0	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.
Note : ** With effect from 1st September, 2024, designations of Mr. Narendra Shah, Parag Choudhary and Mr. Sankalp Ved are Managing Director, Director (Technical) and Director (Operations) respectively.

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 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)
21/05/2024	-	Yes /No	6	6	3	
-	07/08/2024	Yes /No	6	6	3	77

* to be filled in only for the current quarter meetings

IV. Meetings of Committees





Audit Committee							
<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	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)	<i>Maximum gap between any two consecutive meetings in number of days</i>
21/05/2024	-	Yes /No	3	3	2	0	-
-	07/08/2024	Yes /No	3	3	2	0	77
Stakeholders Relationship Committee							
<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	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)	<i>Maximum gap between any two consecutive meetings in number of days</i>
21/05/2024	-	Yes/No-	3	3	1	0	-
-	07/08/2024	Yes/No	3	3	1	0	77
Nomination & Remuneration Committee							
<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	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)	<i>Maximum gap between any two consecutive meetings in number of days</i>
21/05/2024	-	Yes/No	3	3	3	0	-
-	07/08/2024	Yes/No	3	3	3	0	77



Corporate Social Responsibility 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
21/05/2024	-	Yes/No	3	3	2	0	-
-	07/08/2024	Yes/No	3	3	2	0	77
Committee (Warrants Conversion)							
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	-
-	05/08/2024	Yes/No	3	3	2	0	75
*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				Yes			
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				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							
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015							



		<p>a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee</p> <p>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.</p> <p>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.</p> <p>5. The report submitted in the previous quarter has been placed before Board of Directors.</p>
		<p>For Ruchi Infrastructure Limited</p> <p> Ashish Mehta Company Secretary Date: 19.10.2024</p> 

Note:



Information at Table I and II above need to be necessarily given in 1st 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.

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Date of the event	Brief details of the event	

Date: 19.10.2024



ANNEXURE- III

Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) Refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting	20(3)	Yes
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report.	24A(1)	Yes
Submission of Annual Secretarial Compliance Report.	24A(2)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p> Ashish Mehta Company Secretary & Compliance Officer Date: 19.10.2024</p> 		

Additional Half yearly Disclosure

Half year ending – 30th September, 2024

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0
Promoter Group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0



KMPs or any other entity controlled by them	0	0	0
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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.


Pavan Kumar Purohit

CFO

Note



1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - a) by a government company to/ for the Government or government company
 - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - c) by a banking company or an insurance company ; and
 - d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..