

Report on Corporate Governance

1. Name of Listed Entity : **RUCHI INFRASTRUCTURE LIMITED**
2. Quarter ending : **30th June, 2022**

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* | Date of Birth | 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 | - | 81 | 07/10/1942 | 3 | 3 | 5 | 1 |
| Mr. | Narendra Shah | 02143172 | Executive Director | 08/04/2016 | 08/04/2022 | - | - | 24/05/1956 | 1 | 0 | 2 | 0 |
| Mrs. | Ruchi Joshi | 07406575 | Non-Executive Independent Director | 27/09/2017 | - | - | 57 | 27/07/1986 | 1 | 1 | 1 | 1 |
| Mr. | Mohan Das Kabra | 07896243 | Non-Executive Independent Director | 27/09/2017 | - | - | 57 | 04/01/1953 | 1 | 1 | 1 | 1 |
| Mr. | Parag Choudhary | 07845977 | Whole-time Director | 29/06/2020 | - | - | - | 31/10/1967 | 1 | 0 | 0 | 0 |
| Mr. | Ashutosh Pandey | 07828687 | Non-Executive- Non – Independent Director | 21/08/2020 | - | - | - | 04/12/1982 | 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 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 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 | - - - |

& 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** | Number of Directors present* | Number of independent directors present* | Maximum gap between any two consecutive (in number of days) |
|---|---|-------------------------------------|------------------------------|--|---|
| 11/02/2022 | | Yes/No | | | |
| | 05/04/2022 | Yes/No | 5 | 3 | 52 |
| | 27/05/2022 | Yes/No | 6 | 3 | 51 |

* 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 relevant quarter | Whether requirement of Quorum met (details)* | Number of Directors present* | Number of independent directors present* | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
|---|--|------------------------------|--|---|---|
| 27/05/2022 | Yes/No | 3 | 2 | 11/02/2022 | 104 |

Nomination and Remuneration Committee

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details)** | Number of Directors present** | Number of independent directors present** | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days** |
|---|---|-------------------------------|---|---|--|
| 05/04/2022 | Yes/No | 3 | 3 | 11/02/2022 | 52 |

Stakeholders Relationship Committee



| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details)* | Number of Directors present* | Number of independent directors present* | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
|---|--|------------------------------|--|---|---|
| 27/05/2022 | Yes | 3 | 1 | 11/02/2022 | 104 |

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.
 **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

- 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
 - Nomination & Remuneration Committee
 - Stakeholders Relationship Committee
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 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.
- The report submitted in the previous quarter has been placed before Board of Directors.

For Ruchi Infrastructure Limited


 Ashish Mehra
 Company Secretary
 Date: 14th July, 2022



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.