

14<sup>th</sup> October, 2019

To,  
The Secretary  
The BSE Ltd.  
Phiroze Jeejeebhoy Tower,  
Dalal Street,  
**Mumbai – 400 001**

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

Dear Sirs,

**Re: Compliance Report on Corporate Governance**

Please find enclosed herewith Compliance Report on Corporate Governance for the quarter ended on 30.9.2019.

Kindly acknowledge the receipt hereof.

Thanking you,

Yours faithfully,  
**For Ruchi Infrastructure Limited**

  
**Ashish Mehta**  
**Company Secretary**



Encl: As above

## ANNEXURE I

**Format of report on Corporate Governance to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity: **RUCHI INFRASTRUCTURE LIMITED**
2. Quarter ending: **30<sup>th</sup> September, 2019**

**1. Composition of Board of Directors**

| Title (Mr./Ms.) | Name of the Director | PAN\$ & DIN         | Category (Chairperson/Executive/Non-Executive/ 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 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    | AAAPG5971C00374379  | Non-Executive Independent                                 | 23/09/2015                  | -                      | -                 | 4       | 07/10/1942    | 3  | 3  | 6   | 3**   |
| Mr.             | Narendra Shah        | AABPS0059A02143172  | Executive Director  | 08/04/2016                  | 08/04/2019             | -                 | -       | 24/05/1956    | 1  | NA   | 2   | 0   |
| Mrs.            | Ruchi Joshi          | AIXPJ4719J07406575  | Non-Executive Independent                                 | 27/09/2017                  | -                      | -                 | 2       | 27/07/1986    | 1  | 1  | 2   | 1   |
| Mr.             | Mohan Das Kabra      | ABEPPK1642F07896243 | Non-Executive Independent                                 | 27/09/2017                  | -                      | -                 | 2       | 04/01/1953    | 1  | 1  | 1   | 0   |

Whether Regular chairperson appointed - No

Whether Chairperson is related to managing director or CEO – Not Applicable

\$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.

\*\* Including chairmanship of Audit Committee of unlisted wholly owned subsidiary of the Company.

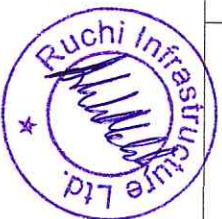
## II. Composition of Committees

| 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. Krishna Das Gupta<br>Mr. Mohan Das Kabra<br>Mr. Narendra Shah | Chairperson/Non-Executive/ Independent Non-Executive/Independent Executive                 | 27/10/2015<br>22/08/2017<br>18/05/2016 | -<br>-<br>-       |
| 2. Nomination & Remuneration Committee       | Yes                                   | Mr. Krishna Das Gupta<br>Mr. Mohan Das Kabra<br>Mrs. Ruchi Joshi  | Chairperson/Non-Executive/ Independent Non-Executive/Independent Non-Executive/Independent | 18/05/2016<br>22/08/2017<br>31/12/2016 | -<br>-<br>-       |
| 3. Risk Management Committee (if applicable) | Not Applicable                        | Not applicable  | Not applicable   | Not Applicable                         | Not Applicable    |
| 4. Stakeholders Relationship Committee       | Yes                                   | Mrs. Ruchi Joshi<br>Mr. Narendra Shah<br>Mr. Mohan Das Kabra      | Chairperson/Non-Executive/ Independent Executive Non-Executive/Independent                 | 22/08/2017<br>18/05/2016<br>01/04/2019 | -<br>-<br>-       |

&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) |
|---|---|------------------------------------|------------------------------|--|---|
| 06/04/2019  | -   | -                                  | -                            | -  | 45 days   |



|            |            |        |   |   |         |
|------------|------------|--------|---|---|---------|
| 22/05/2019 | 13/08/2019 | Yes/No | 4 | 3 | 82 days |
|------------|------------|--------|---|---|---------|

\* 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** |
|---|--|------------------------------|--|---|--|
| 13/08/2019  | Yes/No                                       | 3                            | 2  | 22/05/2019  | 82 days  |

##### 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** |
|---|--|------------------------------|--|---|--|
| -   |  |                              |  | 6/4/2019  |  |
| -   |  |                              |  | 22/05/2019  |  |

##### 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** |
|---|--|------------------------------|--|---|--|
| 13/08/2019  |  |                              |  | 6/4/2019  |  |

\* 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) |
|---------|-------------------------------|
|         |                               |



|  |                  |
|--|------------------|
| Whether prior approval of audit committee obtained | refer note below |
|--|------------------|

|  |      |
|--|------|
| Whether shareholder approval obtained for material RPT | N.A. |
|--|------|

|  |      |
|--|------|
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee | N.A. |
|--|------|

|  |     |
|--|-----|
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee | Yes |
|--|-----|

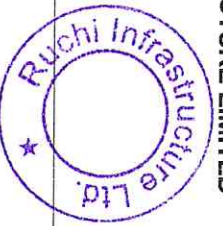
**Note:**  
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes /No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions,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

**For RUCHI INFRASTRUCTURE LIMITED**

  
**Ashish Mehta**  
**Company Secretary**



**Date: 14.10.2019**

**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.

## ANNEXURE III

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with the second quarter's report of next financial year**

| <b>Affirmations</b>  |                                      |   |
|--|--------------------------------------|---|
| <b>Broad heading</b>   | <b>Regulation Number</b>             | <b>Compliance status (Yes/No/NA)</b> <small>refer note below</small>  |
| 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 (Business Responsibility Report is not applicable to the Company) |
| 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   |
| Whether "Corporate Governance Report" disclosed in Annual Report   | 34(3) read with para C of Schedule V | Yes   |
| <p><b>Note</b></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><b>For Ruchi Infrastructure Limited</b></p> <p>Ashish Mehta<br/>Company Secretary</p>   <p style="text-align: right;"><b>Date: 14.10.2019</b></p>  |                                      |   |