

**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

15<sup>th</sup> July, 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,

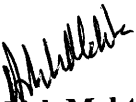
**Re: Compliance Report on Corporate Governance**

Please find enclosed herewith Compliance Report on Corporate Governance for the quarter ended on 30.6.2019.

Kindly acknowledge the receipt hereof.

Thanking you,

Yours faithfully,  
**For Ruchi Infrastructure Limited**

  
**Ashish Mehta**  
Company Secretary

Encl: As above

**ANNEXURE I**

Format to be submitted by listed entity on quarterly basis

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

**I. Composition of Board of Directors**

Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non-independent/ Nominee) &	Date of Appointment in the current term/cessation	Tenure* (rounded off in year)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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	AAAPG5971C 00374379	Non-Executive Independent	23/09/2015	4	3	6	3**
Mr.	Narendra Shah	AABPS0059A 02143172	Executive Director	08/04/2016	-	1	2	0
Mrs.	Ruchi Joshi	AIXPJ4719J 07406575	Non-Executive Independent	27/09/2017	2	1	2	1
Mr.	Mohan Das Kabra	ABEPK1642F 07896243	Non-Executive Independent	27/09/2017	2	1	1	0

\$PAN number 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	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$
1. Audit Committee	Mr. Krishna Das Gupta	Chairperson/Non-Executive/Independent



	Mr. Mohan Das Kabra	Non-Executive/Independent
	Mr. Narendra Shah	Executive
2. Nomination & Remuneration Committee	Mr. Krishna Das Gupta	Chairperson/Non-Executive/Independent
	Mr. Mohan Das Kabra	Non-Executive/Independent
	Mrs. Ruchi Joshi	Non-Executive/Independent
3. Risk Management Committee(if applicable)	Not applicable	Not applicable
4. Stakeholders Relationship Committee	Mrs. Ruchi Joshi	Chairperson/Non-Executive/Independent
	Mr. Narendra Shah	Executive
	*Mr. Mohan Das Kabra	Non-Executive/Independent

&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.

\*Mr. Mohan Das Kabra was inducted on the Committee with effect from 1<sup>st</sup> April, 2019.

### 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	Maximum gap between any two consecutive (in number of days)
6/2/2019	6/4/2019	58 days
	22/5/2019	45 days

### IV. Meeting of Committees (Audit Committee)

Date(s) of meeting of the committee in the relevant quarter	Whether requirement Of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
22/5/2019	Yes	6/2/2019	104 days

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

### V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) <sup>refer note below</sup>
Whether prior approval of audit committee obtained	N.A.
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by 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.



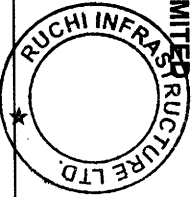
2 If status is "No" details of non-compliance may be given here.

**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.

**For RUCHI INFRASTRUCTURE LIMITED**

  
Ashish Mehta  
Company Secretary



Date: 15.7.2019

**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.