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**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

RIL/2020

13<sup>th</sup> May, 2020

To,  
BSE Ltd.  
Floor No. 25<sup>th</sup>  
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 Sir/Madam,

**Sub: Compliance Report on Corporate Governance for the quarter ended 31<sup>st</sup> March, 2020**

Please find attached herewith Compliance Report on Corporate Governance for the quarter ended 31<sup>st</sup> March, 2020.

Kindly acknowledge the receipt hereof.

Thanking you,

Yours faithfully,  
**For Ruchi Infrastructure Ltd.**

Sd/-  
**Ashish Mehta**  
**Company Secretary**

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

1. Name of Listed Entity : **RUCHI INFRASTRUCTURE LIMITED**

2. Quarter ending : **31<sup>st</sup> March, 2020**

**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	AAAPG5971C 00374379	Non-Executive Independent	23/09/2015	-	-	5	07/10/1942	3	3	6	3**
Mr.	Narendra Shah	AABPS0059A 02143172	Executive Director	08/04/2016	08/04/2019	-	-	24/05/1956	1	NA	2	0
Mrs.	Ruchi Joshi	AIXPJ4719J 07406575	Non-Executive Independent	27/09/2017	-	-	3	27/07/1986	1	1	2	1
Mr.	Mohan Das Kabra	ABEPK1642F 07896243	Non-Executive Independent	27/09/2017	-	-	3	04/01/1953	1	1	2	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 Mr. Mohan Das Kabra Mr. Narendra Shah	Chairperson/Non-Executive/Independent Non-Executive/Independent Executive	27/10/2015 22/08/2017 18/05/2016	- - -
2. Nomination & Remuneration Committee	Yes	Mr. Krishna Das Gupta Mr. Mohan Das Kabra Mrs. Ruchi Joshi	Chairperson/Non-Executive/Independent Non-Executive/Independent Non-Executive/Independent	18/05/2016 22/08/2017 31/12/2016	- - -
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. Mohan Das Kabra	Chairperson/Non-Executive/Independent Non-Executive/Independent Non-Executive/Independent	22/08/2017 18/05/2016 01/04/2019	- - -
&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)
11/11/2019	06/02/2020	Yes/No	4	3	86
* 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*
06/02/2020	Yes/No	3	2	11/11/2019	86
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*
-				-	

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*
06/02/2020				11/11/2019	
<p>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.</p> <p>**to be filled in only for the current quarter meetings.</p>					
<b>V. Related Party Transactions</b>					
<b>Subject</b>			<b>Compliance status (Yes/No/NA)</b> refer note below		
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 the Audit Committee			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>					
<b>VI. Affirmations</b>					
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; Remuneration Committee</li> <li>Stakeholders Relationship Committee</li> </ol> <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, which observed the status of compliance.</p>					
<b>For Ruchi Infrastructure Limited</b>					
<p><b>Sd/-</b>  <b>Ashish Mehta</b>  <b>Company Secretary</b></p>					
					<b>Date: 13<sup>th</sup> May, 2020</b>

**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.

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>	<b>If Yes provide link to website. If No/NA provide reasons</b>
<b>As per regulation 46(2) of the LODR:</b>		www.ruchiinfrastructure.com
a) Details of business	Yes	www.ruchiinfrastructure.com
b) Terms and conditions of appointment of independent directors	Yes	www.ruchiinfrastructure.com
c) Composition of various committees of board of directors	Yes	www.ruchiinfrastructure.com
d) Code of conduct of board of directors and senior management personnel	Yes	www.ruchiinfrastructure.com
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.ruchiinfrastructure.com
f) Criteria of making payments to non-executive directors	Yes	www.ruchiinfrastructure.com
g) Policy on dealing with related party transactions	Yes	www.ruchiinfrastructure.com
h) Policy for determining 'material' subsidiaries	Yes	www.ruchiinfrastructure.com
i) Details of familiarization programmes imparted to independent directors	Yes	www.ruchiinfrastructure.com
j) Email address for grievance redressal and other relevant details	Yes	www.ruchiinfrastructure.com
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.ruchiinfrastructure.com
l) Financial results	Yes	www.ruchiinfrastructure.com
m) Shareholding pattern	Yes	www.ruchiinfrastructure.com
n) Details of agreements entered into with the media companies and /or their associates	NA	NA
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	NA
p) New name and the old name of the listed entity	NA	NA
q) Advertisements as per regulation 47 (1)	Yes	www.ruchiinfrastructure.com
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.ruchiinfrastructure.com
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.ruchiinfrastructure.com
<b>As per other regulations of the LODR:</b>		www.ruchiinfrastructure.com
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.ruchiinfrastructure.com
b) Materiality Policy as per Regulation 30	Yes	www.ruchiinfrastructure.com
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	NA
<i>It is certified that these contents on the website of the listed entity are correct.</i>		
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes for Regulation 17(1) & 17(1A) and NA for Regulation 17(1B)
<i>Meeting of board of directors</i>	17(2)	Yes
<i>Quorum of board meeting</i>	17(2A)	NA
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes

<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of Nomination &amp; Remuneration Committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination &amp; Remuneration Committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	Yes
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	NA
<i>Meeting of Risk Management Committee</i>	21(3A)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(1A),(5), (6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	NA
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes
<i>Alternate Director to Independent Director</i>	25(1)	Yes
<i>Maximum Tenure</i>	25(2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes
<i>Directors and Officers insurance</i>	25(10)	NA
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	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.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

**For Ruchi Infrastructure Limited**

Sd/-  
**Ashish Mehta**  
**Company Secretary**

**Date: 13<sup>th</sup> May, 2020**