



**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

14<sup>th</sup> October, 2020

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<sup>th</sup> September, 2020.

Kindly acknowledge the receipt hereof.

Thanking you,

Yours faithfully,  
**For Ruchi Infrastructure Limited**

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

Encl: As above

**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 : **30<sup>th</sup> September, 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	AAAPG5971C00374379	Non-Executive Independent	23/09/2015	23/09/2020	-	5	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	-	-	3	27/07/1986	1	1	2	1
Mr.	Mohan Das Kabra	ABEPK1642F07896243	Non-Executive Independent	27/09/2017	-	-	3	04/01/1953	1	1	1	0
Mr.	Parag Choudhary	AEQPC8537E07845977	Whole-time Director	29/06/2020	26/09/2020	-	-	31/10/1967	1	NA	0	0
Mr.	Ashutosh Pandey	AZAPP0234C07828687	Non-Executive-Non Independent	21/08/2020	26/09/2020	-	-	04/12/1982	1	NA	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.

<b>II. Composition of Committees</b>					
<i>Name of Committee</i>	<i>Whether Regular chairperson appointed</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/ Non-Executive/independent/Nominee) \$</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
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 Mr. Ashutosh Padey	Chairperson/Non-Executive/Independent Non-Executive/Independent Non-Executive/Independent Non-Executive-Non Independent	22/08/2017 18/05/2016 01/04/2019 15/09/2020	- - 15/09/2020 -
<i>&amp;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.</i>					
<b>III. Meeting of Board of Directors</b>					
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
29/06/2020	21/08/2020	Yes/No	5	3	52
	15/09/2020	Yes/No	6	3	24
<i>* to be filled in only for the current quarter meetings</i>					
<b>IV. Meetings of Committees</b>					
<b>Audit Committee</b>					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
15/09/2020	Yes/No	3	2	29/06/2020	77


<b>Nomination and Remuneration Committee</b>					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
20/08/2020				29/06/2020	
<b>Stakeholders Relationship Committee</b>					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
20/08/2020				-	
* 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.					
<b>V. Related Party Transactions</b>					
<b>Subject</b>			<b>Compliance status (Yes/No/NA)</b> <i>refer note below</i>		
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		
<b>Note:</b>					
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.					
<b>VI. Affirmations</b>					
<ol style="list-style-type: none"> <li>The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.</li> <li>The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; Remuneration Committee</li> <li>Stakeholders Relationship Committee</li> </ol> </li> <li>The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>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.</li> <li>The report submitted in the previous quarter has been placed before Board of Directors.</li> </ol>					
<b>For Ruchi Infrastructure Limited</b>					
<b>Ashish</b>  <b>Ashish Mehta</b> <b>Company Secretary</b> <b>2020</b>					
					<b>Date: 14<sup>th</sup> October,</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.*

## 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> refer note below
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	Yes ( <i>Business Responsibility Report is not applicable to the Company</i> )
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	Yes
<i>Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting</i>	20(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	<i>34(3) read with para C of Schedule V</i>	Yes
<p><b>Note</b></p> <ol style="list-style-type: none"> <li>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.</li> <li>2 If status is "No" details of non-compliance may be given here.</li> <li>3 If the Listed Entity would like to provide any other information the same may be indicated here.</li> </ol>		
<p><b>For Ruchi Infrastructure Limited</b></p> <p>Ashish Mehta    <b>Ashish Mehta</b>  <b>Company Secretary</b></p> <p style="text-align: right;"><b>Date: 14<sup>th</sup> October, 2020</b></p>		