

**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> April, 2021

To,  
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 and year ended on 31<sup>st</sup> March, 2021.

Kindly acknowledge the receipt hereof.

Thanking you,

Yours faithfully,  
**For Ruchi Infrastructure Limited**

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

Encl: As above

**Regd. Office :** 706, Tulsiani Chambers, Nariman Point, Mumbai – 400021, Maharashtra

## 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, 2021**

## 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 of director (in months)*	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	-	66	07/10/1942	3	3	6**	2**
Mr.	Narendra Shah	02143172	Executive Director	08/04/2016	08/04/2019	-	-	24/05/1956	1	0	2	0
Mrs.	Ruchi Joshi	07406575	Non-Executive Independent	27/09/2017	-	-	42	27/07/1986	1	1	2**	1
Mr.	Mohan Das Kabra	07896243	Non-Executive Independent	27/09/2017	-	-	42	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	21/08/2020	-	-	-	04/12/1982	1	0	1	0

[illegible]

Whether Chairperson is related to managing director or CEO – No.
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\$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 membership/chairmanship of Audit Committee/Stakeholders Relationship 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. 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. *Appointed as Chairman with effect from 11 <sup>th</sup> February, 2021. **Appointed as Chairperson with effect from 11 <sup>th</sup> February, 2021.					
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)
11/11/2020	11/02/2021	Yes/No	6	3	91
* 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*
11/02/2021	Yes/No	3	2	11/11/2020	91
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*
11/02/2021	Yes	3	1	11/11/2020	91
<i>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.</i>					
<i>**to be filled in only for the current quarter meetings.</i>					
V. Related Party Transactions					
Subject			Compliance status (Yes/No/NA) 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		
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: 14 <sup>th</sup> April, 2021					

**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 FY 2020-2021)**

<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>		
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
<i>Meeting of board of directors</i>	17(2)	Yes
<i>Quorum of board meeting</i>	17(2A)	Yes
<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

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

**Ashish Mehta**  
Company Secretary

**Date: 14<sup>th</sup> April, 2021**