

Report on Corporate Governance

1. Name of Listed Entity : RUCHI INFRASTRUCTURE LIMITED

2. Quarter ending : 31ST MARCH, 2024

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 (in months)*	Date of Birth	Whether the Director is disqualified	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	-	102	07/10/1942	No	3	3	5	1
Mr.	Narendra Shah	02143172	Executive Director	08/04/2016	08/04/2022	-	-	24/05/1956	No	1	0	2	0
Mrs.	Ruchi Joshi	07406575	Non-Executive Independent Director	27/09/2017	27/09/2022	-	78	27/07/1986	No	1	1	1	1
Mr.	Mohan Das Kabra	07896243	Non-Executive Independent Director	27/09/2017	27/09/2022	-	78	04/01/1953	No	1	1	1	1
Mr.	Parag Choudhary	07845977	Executive Director	29/06/2020	29/06/2023	-	-	31/10/1967	No	1	0	0	0
Mr.	Ashutosh Pandey	07828687	Non-Executive- Non – Independent Director	21/08/2020	-	-	-	04/12/1982	No	1	0	1	0
		Whether Regular chairperson appointed – Yes											
		Whether Chairperson is related to managing director or CEO – No.											



§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.

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 Meratia 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 Meratia 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	- - -
5. Corporate Social Responsibility Committee	Yes	Mr. Mohan Das Kabra Mrs. Ruchi Joshi Meratia Mr. Parag Choudhary	Chairperson/Non-Executive/Independent Non-Executive/ Independent Executive Director	22/08/2017 31/12/2016 15/09/2020	- - -
6. Committee (Warrants Conversion)	Yes	Mr. Mohan Das Kabra Mrs. Ruchi Joshi Meratia Mr. Parag Choudhary	Chairperson/Non-Executive/Independent Non-Executive/Independent Executive Director	13/02/2023 13/02/2023 13/02/2023	- - -

&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*	Total number of directors as on the date of meeting	Number of Directors present* (all directors including independent director)	Number of independent directors attending the meeting*	Maximum gap between any two consecutive (in number of days)
07/11/2023	-	Yes /No	6	5	3	-
-	05/02/2024	Yes /No	6	6	3	89

* to be filled in only for the current quarter meetings

IV. Meetings of Committees

Audit Committee




<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	Total number of directors in the Committee as on date of the meeting	Number of Directors present (all directors including independent director)	Number of independent directors attending the meeting*	No. of members attending the meeting (other than the Board of Directors)	<i>Maximum gap between any two consecutive meetings in number of days</i>
07/11/2023	-	Yes/No	3	3	2	0	-
-	05/02/2024	Yes /No	3	3	2	0	89
Stakeholders Relationship Committee							
<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	Total number of directors in the Committee as on date of the meeting	Number of Directors present (all directors including independent director)	Number of independent directors attending the meeting*	No. of members attending the meeting (other than the Board of Directors)	<i>Maximum gap between any two consecutive meetings in number of days</i>
07/11/2023	-	Yes/No	3	3	1	0	-
-	05/02/2024	Yes/No	3	3	1	0	89
Nomination & Remuneration Committee							
<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	Total number of directors in the Committee as on date of the meeting	Number of Directors present (all directors including independent director)	Number of independent directors attending the meeting*	No. of members attending the meeting (other than the Board of Directors)	<i>Maximum gap between any two consecutive meetings in number of days</i>
-	-	-	-	-	-	-	-
-	05/02/2024	Yes/No	3	2	2	0	-
Corporate Social Responsibility Committee							



Date(s) of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Total number of directors in the Committee as on date of the meeting	Number of Directors present (all directors including independent director)	Number of independent directors attending the meeting*	No. of members attending the meeting (other than the Board of Directors)	Maximum gap between any two consecutive meetings in number of days
-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-
Committee (Warrants Conversion)							
Date(s) of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Total number of directors in the Committee as on date of the meeting	Number of Directors present (all directors including independent director)	Number of independent directors attending the meeting*	No. of members attending the meeting (other than the Board of Directors)	Maximum gap between any two consecutive meetings in number of days
07/11/2023	-	Yes/No	3	2	2	0	-
-	30/01/2024	Yes/No	3	3	2	0	83
-	21/03/2024	Yes/No	3	3	2	0	50
*to be filled in only for the current quarter meetings.							
V. Related Party Transactions							
Subject						Compliance status (Yes/No/NA) refer note below	
Whether prior approval of audit committee obtained						Yes	
Whether shareholder approval obtained for material RPT						NA	
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							



		<p>b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee</p> <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.</p>
		<p>For Ruchi Infrastructure Limited</p>  <p>Ashish Mehta Company Secretary Date: 19.04.2024</p>

Note:

Information at Table I and II above need to be necessarily given in 1st 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.

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Date of the event	Brief details of the event	

Date: 19.04.2024



ANNEXURE II

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

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No/NA provide reasons
As per regulation 46(2) of the LODR:		
1. Details of business	Yes	www.ruchiinfrastructure.com
2. Terms and conditions of appointment of independent directors	Yes	www.ruchiinfrastructure.com
3. Composition of various committees of board of directors	Yes	www.ruchiinfrastructure.com
4. Code of conduct of board of directors and senior management personnel	Yes	www.ruchiinfrastructure.com
5. Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.ruchiinfrastructure.com
6. Criteria of making payments to non-executive directors	Yes	www.ruchiinfrastructure.com
7. Policy on dealing with related party transactions	Yes	www.ruchiinfrastructure.com
8. Policy for determining 'material' subsidiaries	Yes	www.ruchiinfrastructure.com
9. Details of familiarization programmes imparted to independent directors	Yes	www.ruchiinfrastructure.com
10. Email address for grievance redressal and other relevant details	Yes	www.ruchiinfrastructure.com
11. Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.ruchiinfrastructure.com
12. Financial results	Yes	www.ruchiinfrastructure.com
13. Shareholding pattern	Yes	www.ruchiinfrastructure.com
14. Details of agreements entered into with the media companies and /or their associates	NA	NA
15.1 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
15.2 Audio or video recordings and transcripts of post earnings/quarterly calls.	NA	NA
16. New name and the old name of the listed entity	NA	NA
17. Advertisements as per regulation 47 (1)	Yes	www.ruchiinfrastructure.com
18. Credit rating or revision in credit rating obtained	Yes	www.ruchiinfrastructure.com
19. Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.ruchiinfrastructure.com
20. Secretarial Compliance Report	Yes	www.ruchiinfrastructure.com
21. Materiality Policy as per Regulation 30(4)	Yes	www.ruchiinfrastructure.com
22. Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	www.ruchiinfrastructure.com
23. Disclosures under regulation 30(8)	Yes	www.ruchiinfrastructure.com
24. Statement of deviation(s) or variation(s) as specified in regulation 32	Yes	www.ruchiinfrastructure.com
25. Dividend Distribution policy as per Regulation 43A(1)	NA	NA
26. Annual return as provided under section 92 of the Companies Act, 2013		www.ruchiinfrastructure.com



27. Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.ruchiinfrastructure.com
28. Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	www.ruchiinfrastructure.com
<i>It is certified that these contents on the website of the listed entity are correct.</i>		
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
<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(1C), 17(1D) & 17(1E)	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 & 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 directorships</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Role of Audit Committee and information to be reviewed by the audit committee</i>	18(3)	Yes
<i>Composition of Nomination & Remuneration Committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination & Remuneration Committee</i>	19(3A)	Yes
<i>Role of Nomination & Remuneration Committee</i>	19(4)	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>Role of Stakeholders Relationship Committee</i>	20(4)	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>Quorum of Risk Management Committee</i>	21(3B)	NA
<i>Gap between the meetings of the Risk Management Committee</i>	21(3C)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	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)	Yes
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
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	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
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	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
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	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: 19.04.2024

Additional Half yearly Disclosure

Half year ending – 31st March, 2024

I. Disclosure of Loans / guarantees / comfort letters / securities etc. <small>refer note below</small>			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0




KMPs or any other entity controlled by them	0	0	0
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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.


PAVAN KUMAR PUROHIT



CFO

Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - a) by a government company to/ for the Government or government company
 - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - c) by a banking company or an insurance company ; and
 - d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..