Report on Corporate Governance

1. Name of Listed Entity : **RUCHI INFRASTRUCTURE LIMITED**
2. Quarter ending : **30TH SEPTEMBER, 2022**

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	00374379	Chairperson/ Non-Executive/ Independent	23/09/2015	23/09/2020	-	84	07/10/1942	3	3	5	1
Mr.	Narendra Shah	02143172	Executive Director	08/04/2016	08/04/2022	-	-	24/05/1956	1	0	2	0
Mrs.	Ruchi Joshi	07406575	Non-Executive Independent Director	27/09/2017	27/09/2022	-	60	27/07/1986	1	1	1	1
Mr.	Mohan Das Kabra	07896243	Non-Executive Independent Director	27/09/2017	27/09/2022	-	60	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 Director	21/08/2020	-	-	-	04/12/1982	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.

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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.

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)*
05/04/2022		Yes/~~No~~	5	3	52
27/05/2022		Yes/~~No~~	6	3	51
	02/08/2022	Yes/~~No~~	6	3	66

** 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**
02/08/2022	Yes/~~No~~	3	2	27/05/2022	66

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**
02/08/2022	Yes/~~No~~	3	3	27/05/2022	66

Stakeholders Relationship Committee

RUCHI INFRASTRUCTURE LTD.

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*
02/08/2022	Yes	3	1	27/05/2022	66

Corporate Social Responsibility 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*
02/08/2022	Yes	3	2	-	

** 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.*

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
   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

RUCHI INFRASTRUCTURE LTD.

Ashish Mehta
Company Secretary
Date: 18.10.2022

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.

ANNEXURE- III

Affirmations		
Particulars	**Regulation Number**	**Compliance status (Yes/No/NA)** Refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual GeneralMeeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual generalMeeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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.

RUCHI INFRASTRUCTURE LTD.

Ashish Mehta
Company Secretary & Compliance Officer

Additional Half yearly Disclosure

Half year ending – 30th September, 2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(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

(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.

RUCHI INFRASTRUCTURE LTD.

Ravindra Kumar Kakani
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..*