

## CORPORATE GOVERNANCE

The Company is committed to implement the best Corporate Governance practices reflecting its strong value system & ethical business conduct. The Company's philosophy on Corporate Governance envisages attainment of highest levels of transparency, accountability and integrity in the functioning of the Company with a view to create value that can be sustained continuously for the benefit of its stakeholders.

### 1. Board of Directors:

The Board of Directors consists of 4 directors. The Board has a healthy blend of executive and non-executive directors which ensures the desired level of independence in functioning and decision making. The Board comprises of a Chairman & Managing Director, a Executive Director and two non-Executive Independent Directors. Out of four, two are non-Executive independent directors. All the independent directors are eminent professionals and bring in wealth of expertise and experience for directing the management of the Company.

Name of Director (S/Shri)	Category
Rajesh D Vora, (Chairman & Managing Director)	Promoter/ Executive
Rasik Tolia	Executive Director
Krishna Tamalia	Independent, Non-Executive
Piyush A Vora	Independent, Non-Executive

### 2. Committees of the Board

#### (a) Audit Committee

The Audit Committee consists of six directors of the Company - four non-executive & independent and two executive & non-independent:

Piyush Vora	Chairman	Independent, non-Executive Director
Krishnaben Tamaliya	Member	Independent, non-Executive Director
Rasik Tolia	Member	Executive Director

The constitution and terms of reference of the Audit Committee conforms to the requirements of Clause 49 and Section 292A of the Companies Act, 1956. The following functions are performed by the Audit Committee:

- Overseeing the company’s financial reporting process and the disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommending the appointment /removal of external auditors, fixing audit fees and approving payments for any other service;
- Reviewing with management the annual financial statements before submission to the Board;
- Reviewing with the management Quarterly/Half-yearly and other financial statements before submission to the Board for approval;
- Reviewing with the management, external and internal auditor, the adequacy of internal control systems and recommending improvements to the management;
- Reviewing the adequacy of internal audit function;
- Discussing with internal auditors of any significant findings and follow-up thereon;
- Reviewing the findings of any internal investigation by the internal auditors into matters where there is a suspected fraud or irregularity or a failure of the internal control systems of a material nature and reporting the matter to the Board;
- Discussing with the external auditors before the audit commences on the nature and scope of audit as well as have post-audit discussions to ascertain any area of concern;
- Reviewing the Company’s financial and risk management policies; and
- Initiating investigations into the reasons for substantial defaults in the payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors, if any.

**(b) Remuneration Committee**

The Remuneration Committee consists of the following directors of the Company:

Piyush Vora	Chairman	Independent, Non-Executive Director
Krishnaben Tamalia	R Member	Independent, Non-Executive Director

The broad terms of reference of the Committee are to determine and recommend to the Board, compensation payable to the Managing Directors/Executive Directors.

The remuneration of the working directors is decided by the Board based on the recommendation of the Remuneration Committee within the ceiling prescribed under the Companies Act, 1956.

**(c) Shareholders/Investors’ Grievance Committee**

The Shareholders/Investors' Grievance Committee comprises of the following directors:

Krishnaben R Tamalia	Chairman	Independent, Non-Executive Director
Rasik Tolia	Member	Non-Independent, Executive Director
Piyush Vora	Member	Non-Independent, Non-Executive Director

The Shareholders'/Investors' Grievance Committee ensures speedy disposal of all grievances/complaints relating to shareholders/investors. The Committee specifically looks into redressal of investors' complaints and requests such as transfer of shares, non-receipt of annual report, non-receipt of declared dividend etc. In addition, the Committee advises on matters which can facilitate better investor services/relations.

#### **(d) Risk Management Committee**

The Risk Management Committee comprises of the following directors

Rajesh D Vora	Chairman	Promoter, Non-Independent, Executive Director
Ravindra Kumar Inani	Member	Chief Financial Officer
Piyush Vora	Member	Non-Independent, Non-Executive Director

### **3. Secretarial Audit**

The company has carried out its first Secretarial Audit for the quarter ended March. 31, 2021

### **4. Disclosures**

- i. There were no transactions of material nature with the directors or the management or their subsidiaries or relatives etc. during the year that had potential conflict with the interests of the Company at large.
- ii. The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956 and in conformity, in all material respects, with the generally accepted accounting principles and standards in India. The estimates/judgments made in preparation of these financial statement are consistent, reasonable and on prudent basis so as to reflect true and fair view of the state of affairs and results/operations of the Company.

- iii. The Company has well-defined Risk Management Policies for its business, which are periodically reviewed to ensure that the executive management controls risk by means of a properly defined framework.
- iv. The Company has not raised any funds from the capital market (public/rights/preferential issues etc.) during the financial year under review.

#### **5. Means of communication -**

The annual audited results are published in Business Standard / Mumbai Lakshadweep. The quarterly results and the shareholding pattern would be uploaded in the website of SEBI under EDIFAR menu and the website of the company viz. [www.rushabhbearings.com](http://www.rushabhbearings.com)

The company did not make any presentation to the analysts/institutional investors.

#### **6. Share Price Data**

The company's shares are not being traded in stock exchanges as of now.