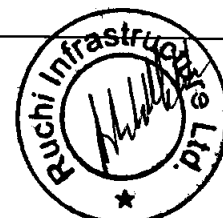


## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: **RUCHI INFRASTRUCTURE LTD**

Quarter ended on : 30<sup>TH</sup> SEPTEMBER 2015

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49(II A)	Yes	
(B) Independent Director	49(II B)	Yes	
(C) Non-executive Directors' compensation & disclosures	49(II C)	Yes	
(D) Other provisions as to Board and Committees	49(II D)	Yes	
(E) Code of Conduct	49(II E)	Yes	
(F) Whistle Blower Policy	49(II F)	Yes	
<b>III. Audit Committee</b>	49(III)		
(A) Qualified & Independent Audit Committee	49(III A)	Yes	
(B) Meeting of Audit Committee	49(III B)	Yes	
(C) Powers of Audit Committee	49(III C)	Yes	
(D) Role of Audit Committee	49(III D)	Yes	
(E) Review of Information by Audit Committee	49(III E)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49(IV)	Yes	
<b>V. Subsidiary Companies</b>	49(V)	Not Applicable	No subsidiary of the Company is a material non listed Indian subsidiary.
<b>VI. Risk Management</b>	49(VI)	Yes	



<b>VII. Related Party Transactions</b>	49(VII)	Yes	
<b>VIII. Disclosures</b>	49(VIII)		
(A) Related party transactions	49(VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49(VIII B)	Not Applicable	
(C) Remuneration to Directors	49(VIII C)	Yes	
(D) Management	49(VIII D)	Yes	
(E) Shareholders	49(VIII E)	Yes	
(F) Proceeds from public issues, rights issues, preferential issues, etc.	49(VIII I)	Not Applicable	However, the Company has not raised any money through public issue, right issue and preferential issue etc. during the quarter ended 30 <sup>th</sup> September, 2015.
<b>IX. CEO / CFO Certification</b>	49 (IX)	Yes	
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	
<b>XI. Compliance</b>	49 (XI)	Yes	

For RUCHI INFRASTRUCTURE LIMITED

  
 ASHISH MEHTA  
 COMPANY SECRETARY