



RUCHI INFRASTRUCTURE LTD.

101, The Horizon, 1st Floor, Nath Mandir Road,
11/5, South Tukoganj, Indore - 452001 (M.P.)
Tel. : 91-731-4017979, 4017989 Fax : 4017980
CIN-L65990MH1984PLC033878

RIL/2016

12th January, 2017

To,
The Secretary
The 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,

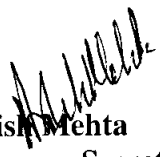
Re: Compliance Report on Corporate Governance

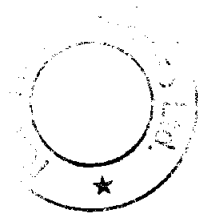
Please find enclosed herewith Compliance Report on Corporate Governance for the quarter ended on 31.12.2016.

Kindly acknowledge the receipt hereof.

Thanking you,

Yours faithfully,
For Ruchi Infrastructure Limited


Ashish Mehta
Company Secretary



Encl: As above

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: **RUCHI INFRASTRUCTURE LIMITED**
2. Quarter ending: **31st DECEMBER, 2016**

I. Composition of Board of Directors

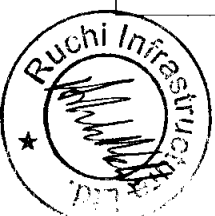
Title (Mr./Ms.)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/Non- Executive/ Independent/ Nominee) &	Date of Appointment in the current term/cessation	Tenure* (rounded- off in year)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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)
Mrs.	Amrita Shahra Sachdev	APOPS4794N 01494961	Non-executive	26/03/2015 (Resigned on 23/11/2016)	-	0	0	0
Mr.	Veeresh Malik	AGIPM6363Q 00325507	Non-executive Independent	23/09/2015	1	1	2	1
Mr.	Krishna Das Gupta	AAAPG5971C 00374379	Non-executive Independent	23/09/2015	1	3	5	2
Mr.	Narendra Shah	AABPS0059A 02143172	Executive Director	08/04/2016	-	1	2	0
Ms.	Ruchi Joshi	AIXPJ4719J 07406575	Non-executive Independent	31/12/2016	0**	1	0	0

*PAN number 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.

** Ms. Ruchi Joshi has been appointed with effect from 31.12.2016 as an additional director in terms of Section 161 of the Companies Act, 2013.



II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$
1. Audit Committee	Mr. Krishna Das Gupta Mr. Veeresh Malik Mr. Narendra Shah	Chairperson/Non-Executive/ Independent Non-Executive/Independent Executive
2. Nomination & Remuneration Committee*	Mr. Krishna Das Gupta Mr. Veeresh Malik Ms. Ruchi Joshi	Chairperson/Non-Executive/ Independent Non-Executive/Independent Non-Executive/Independent
3. Risk Management Committee(if applicable)	Not applicable	Not applicable
4. Stakeholders Relationship Committee	Mr. Veeresh Malik Mr. Narendra Shah	Chairperson/Non-Executive/ Independent Executive

*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.

***Nomination and Remuneration Committee has been re-constituted during the quarter being reported and the above information holds good as at 31st December, 2016.**

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	Maximum gap between any two consecutive (in number of days)
09/08/2016	09/11/2016 31/12/2016	91 days 51 days

IV. Meeting of Committees (Audit Committee)

Date(s) of meeting of the committee in the relevant quarter	Whether requirement Of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
09/11/2016	Yes	09/08/2016	91 days

*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.



V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) <small>refer note below</small>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note

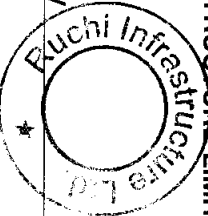
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes /No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the 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: 12.01.2017

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.