

**RUCHI INFRASTRUCTURE LTD.**

101, The Horizon, 1st Floor, Nath Mandir Road,
11/5, South Tukoganj, Indore - 452 001 (M.P.)
Tel. : 91-731-4017979, 4017989 Fax : 4017980
CIN - L65990MH1984PLC033878

RIL/2017

13th October, 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

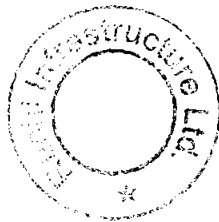
Please find enclosed herewith Compliance Report on Corporate Governance for the quarter ended on 30.09.2017.

Kindly acknowledge the receipt hereof.

Thanking you,

Yours faithfully,
For Ruchi Infrastructure Limited


Ashish Mehta
Company Secretary



Encl: As above

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: **RUCHI INFRASTRUCTURE LIMITED**
 2. Quarter ending: **30TH SEPTEMBER, 2017**

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)
Mr.	Veeresh Malik	AGIPM6363Q 00325507	Non- Executive Independent	23/09/2015 (Resigned on 13/07/2017)	2	-	-	-
Mr.	Krishna Das Gupta	AAAPG5971C 00374379	Non- Executive Independent	23/09/2015	2	3	5	2
Mr.	Narendra Shah	AABPS0059A 02143172	Executive Director	08/04/2016	-	1	2	0
Mrs.	Ruchi Joshi	AIXPJ4719J 07406575	Non- Executive Independent	31/12/2016	0**	1	1	1
Mr.	Mohan Das Kabra	ABEPK1642F 07896243	Non-Executive Independent	22/08/2017	0**	1	1	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.

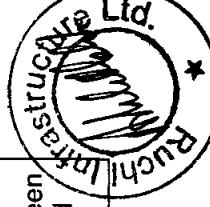
* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

** Mrs. Ruchi Joshi and Mr. Mohan Das Kabra has been appointed as an Independent Director of the Company with effect from 27.09.2017 in terms of the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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	Chairperson/Non-Executive/





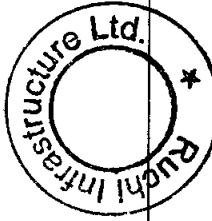
	Mr. Mohan Das Kabra Mr. Narendra Shah Mr. Krishna Das Gupta Mr. Mohan Das Kabra Mrs. Ruchi Joshi Not applicable Mrs. Ruchi Joshi Mr. Narendra Shah	Independent Non-Executive/Independent Executive Chairperson/Non-Executive/ Independent Non-Executive/Independent Non-Executive/Independent Not applicable Chairperson/Non-Executive/ Independent Executive
2. Nomination & Remuneration Committee		
3. Risk Management Committee (if applicable)		
4. Stakeholders Relationship Committee		
*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		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
30/05/2017	22/08/2017	83 days
-	14/09/2017	22 days
IV. Meeting of Committees (Audit Committee)		
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement Of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>
14/09/2017	Yes	30/05/2017
*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) refer note below
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 except for an intermittent period during the quarter.
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 Wenta
Ashish Wenta
Company Secretary


Date: 13.10.2017

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.

* During the quarter, Mr. Veeresh Malik has resigned with effect from 13th July, 2017 and Mr. Mohan Das Kabra has been appointed from 22nd August, 2017. During such intermittent period, the composition of Board and certain committees was not in strict compliance of the said Regulations.

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) <small>refer note below</small>
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	Yes (Business Responsibility Report is not applicable to the Company)
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	<i>34(3) read with para C of Schedule V</i>	Yes
<p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>For Ruchi Infrastructure Limited</p> <p> Ashish Mehta Company Secretary</p> <p style="text-align: right;">Date: 13.10.2017</p>		