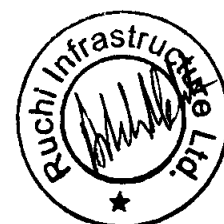


## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

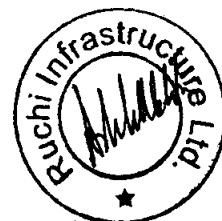
Name of the Company: **RUCHI INFRASTRUCTURE LTD**

Quarter ended on : 30<sup>TH</sup> JUNE 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)	No	The company has shortlisted two independent directors for induction on the Board and has received their respective consents. The Company is in process of taking due corporate actions for their appointments.
(B) Independent Director	49(II B)	Yes	However, the criteria for performance evaluation of Independent Directors and other information will be disclosed in the Annual Report 2014-15.
(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	However, the details of establishment of vigil mechanism/ Whistle Blower Policy shall be disclosed in the Board's Report for the Financial Year 2014-15.
<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	However, the remuneration policy and the evaluation criteria related to directors shall be disclosed in the Annual Report for the year 2014-15.
<b>V. Subsidiary Companies</b>	49(V)	N.A.	No subsidiary of the Company is a material non listed Indian subsidiary during the financial year 2014-15.
<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	However, necessary disclosure will be made in the Annual Report for the year 2014-15.
(B) Disclosure of Accounting Treatment	49(VIII B)	N.A.	
(C) Remuneration to Directors	49(VIII C)	Yes	Necessary disclosure is being given in the Annual Report for the respective financial year.
(D) Management	49(VIII D)	Yes	49(VIII D) (1) is being complied in the Annual Report for the respective financial year.
(E) Shareholders	49(VIII E)	Yes	
(F) Proceeds from public issues, rights issues, preferential issues, etc.	49(VIII I)	N.A.	
<b>IX. CEO / CFO Certification</b>	49 (IX)	Yes	Being complied in the Annual Report for the respective financial year.
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	49 (X)(A) is being complied in the Annual Report for the



			respective financial year.
<b>XI. Compliance</b>	49 (XI)	Yes	Being complied in the Annual Report for the respective financial year.

For **RUCHI INFRASTRUCTURE LIMITED**



**ASHISH MEHTA**  
**COMPANY SECRETARY**