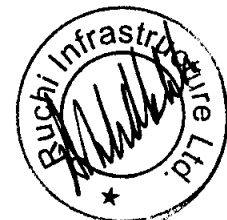


QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

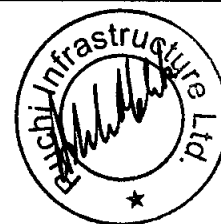
Name of the Company: **RUCHI INFRASTRUCTURE LTD**

Quarter ended on : 31ST MARCH 2015

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49(II A)	Yes	Prior to appointment of Ms. Amrita Shahra as woman director in compliance with Section 149(1) of the Companies Act, 2013 and clause 49(IIA)(1) of the Listing Agreement, the composition of Board was in compliance with Clause 49(IIA)(2). Ms. Amrita Shahra (appointed on 26 th March, 2015) is not an Independent Director.
(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.
III. Audit Committee	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	
IV. Nomination and Remuneration Committee	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.
V. Subsidiary Companies	49(V)	N.A.	No subsidiary of the Company is a material non listed Indian subsidiary during the financial year 2014-15.
VI. Risk Management	49(VI)	Yes	
VII. Related Party Transactions	49(VII)	Yes	
VIII. Disclosures	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)	Yes	If required, Necessary disclosure will be made in the Corporate Governance Report for the respective financial year.
(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.	
IX. CEO / CFO Certification	49 (IX)	Yes	Being complied in the Annual Report for the respective financial year.
X. Report on Corporate Governance	49 (X)	Yes	49 (X)(A) is being complied in the Annual Report for the respective financial year.
XI. Compliance	49 (XI)	Yes	Being complied in the Annual Report for the respective financial year.

For RUCHI INFRASTRUCTURE LIMITED



ASHISH MEHRA
COMPANY SECRETARY