



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

Scrutinizer's Report

pertaining to remote e-voting (including voting through ballot paper) for the purpose of 32nd Annual General Meeting of the Company held on Wednesday, 14th September, 2016 at 12.45 PM at Sunville Deluxe Pavilion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai – 400018.

PRASHANT DIWAN

B.COM. L.L.B., F.C.S., A.I.C.W.A
PRACTICING COMPANY SECRETARY

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015]

To

The Chairman

RUCHI INFRASTRUCTURE LIMITED

615, Tulsiani Chambers

Nariman Point, Mumbai - 400021

Dear Sir

- 1) The Board of Directors of the M/s. Ruchi Infrastructure Limited (CIN: L65990MH1984PLC033878) (hereinafter referred as the "Company") at its meeting held on 9th August, 2016 has appointed me as the Scrutinizer pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for scrutinizing the Remote e-voting and Voting by physical Ballot Form at the venue of 32nd Annual General Meeting (AGM) held on 14th September, 2016 in respect of resolutions as stated in the Notice of the 32nd AGM of the Company.
- 2) I submit my report as under:
 - (a) The Company had completed on 20th August, 2016 the dispatch of Notice of AGM to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on 5th August, 2016.
 - (b) As per provisions of the Companies Act, 2013 the number of votes cast in respect of any resolution will be counted according to the number of shares held by the concerned members. One share held will be equal to one vote.
 - (c) The members holding shares as on the "Cut off date" i.e. 7th September, 2016 were entitled for Remote e-voting on the proposed resolutions stated in the Notice of the AGM of the Company. The Remote e-voting period was commenced on Saturday, September 10, 2016 from 10.00 a.m. IST and was concluded on Tuesday, September 13, 2016 at 5.00 p.m. IST, the Remote e-voting services were provided by Central Depository Services (India) Ltd (CDSL).
 - (d) The Company had also made arrangements for voting by Ballot Form at the venue of 32nd Annual General Meeting for the Members who have not availed remote e-voting facility. The duly executed Ballot Forms were kept in safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such Ballot forms. The Ballot box was opened after conclusion of the Annual General Meeting at 1.40 p.m. IST.

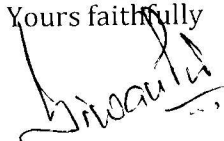


PRASHANT DIWAN

B.COM. L.L.B., F.C.S., A.I.C.W.A
PRACTICING COMPANY SECRETARY

- (e) After counting of the votes cast at the Annual General Meeting as stated at point (d) above, the votes of Remote e-voting were unblocked on 14th September, 2016 at 2:10 p.m. IST in the presence of two witnesses CS Nikunj Kiri and CS Aashit Doshi who are not in the employment of the Company. The results of Remote e-voting alongwith the List of members who voted "For" and "Against" the resolution were downloaded from the e-voting website of CDSL.
- 3) The detailed report on Scrutinizing the Remote e-voting and Ballot Form are enclosed herewith as under:
- (a) Annexure 1 – Consolidated Summary of Ballot form and Remote e-voting
 - (b) Annexure 2 – Summary of Ballot form voting at the AGM
 - (c) Annexure 3 – Summary of Remote e-voting
 - (d) Annexure 4 – Consolidated Members Category Wise Voting Report (Resolution wise)
 - (e) Annexure 5 – Register of Ballot form (Resolution wise)
 - (f) Annexure 6 – Register of Remote e-Voting (Resolution wise)
- 4) I hereby handover the Ballot Forms and other papers/register and records for safe custody to Mr. Narendra Shah, Executive Director of the Company.
- 5) You may accordingly declare the results of the voting conducted by Remote e-voting and Ballot Form.

Thanking you
Yours faithfully



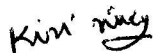
PRASHANT DIWAN
SCRUTINIZER



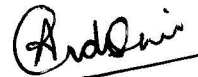
Place: Mumbai
Date: 15th September, 2016

Encl: as above

We the undersigned witnessed that the votes were unblocked from the e-voting website of CDSL in our presence at 2:10 p.m. IST on 14th September, 2016.



1) CS Nikunj Kiri



2) CS Aashit Doshi

PRASHANT DIWAN
PRACTICING COMPANY SECRETARY

ANNEXURE 1

RUCHI INFRASTRUCTURE LIMITED

CONSOLIDATED SUMMARY OF BALLOT FORM AND REMOTE e-VOTING

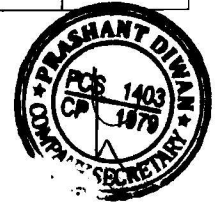
ITEM NO. AS PER AGM NOTICE	PARTICULARS OF RESOLUTIONS	TOTAL NO. OF FOLIOS VOTED / BALLOT FORM RECEIVED	TOTAL NUMBER OF VOTES	INVALID VOTES / NOT VOTED	TOTAL VALID VOTES	TOTAL ASSENT VOTES	% OF ASSENT VOTES	TOTAL DISSENT VOTES	% OF DISSENT VOTES
		1	2	3	4	5	6 = (5/4*100)	7	8 = (7/4*100)
1	Adoption of Balance Sheet as on March 31, 2016, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.	73	189737779	9693813	180043966	180043966	100.00	0	0.00
2	Appointment of a Director in place of Mrs. Amrita Shakra Sachdev (DIN: 01494961), who retires by rotation and being eligible, offers herself for reappointment.	73	189737779	9693813	180043966	180043966	100.00	0	0.00
3	Ratification of the appointment of M/s. Ashok Khasgiwala & Co., Chartered Accountants (Firm Registration no. 0743C) as the Statutory Auditors of the Company and to fix their remuneration	73	189737779	9693813	180043966	180043966	100.00	0	0.00
4	Appointment of Mr. Narendra Shah (DIN: 02143172) as an Executive Director of the Company.	73	189737779	9693823	180043956	180043956	100.00	0	0.00
5	Approval of the Material Related Party Transactions entered into by the Company with M/s. Ruchi Soya Industries Ltd. during the financial year 2015-16	73	189737779	53792938	135944841	135944841	100.00	0	0.00
6	Approval of expenses for service of documents to the members of the Company	73	189737779	9693813	180043966	180043956	100.00	10	0.00
7	Ratification of the remuneration of the cost Auditors for the financial year ended March 31, 2017.	73	189737779	9693838	180043941	180043941	100.00	0	0.00



RUCHI INFRASTRUCTURE LIMITED

SUMMARY OF BALLOT FORM VOTING AT THE ANNUAL GENERAL MEETING

ITEM NO. AS PER AGM NOTICE	PARTICULARS OF RESOLUTIONS	TOTAL NO. OF BALLOT FORM RECEIVED	TOTAL NUMBER OF VOTES	INVALID VOTES / NOT VOTED	TOTAL VALID VOTES	TOTAL ASSENT VOTES	% OF ASSENT VOTES	TOTAL DISSENT VOTES	% OF DISSENT VOTES
		1	2	3	4	5	6 = (5/4*100)	7	8 = (7/4*100)
1	Adoption of Balance Sheet as on March 31, 2016, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.	48	97044605	9693813	87350792	87350792	100.00	0	0.00
2	Appointment of a Director in place of Mrs. Amrita Shakra Sachdev (DIN: 01494961), who retires by rotation and being eligible, offers herself for reappointment.	48	97044605	9693813	87350792	87350792	100.00	0	0.00
3	Ratification of the appointment of M/s. Ashok Khasgiwala & Co., Chartered Accountants (Firm Registration no. 0743C) as the Statutory Auditors of the Company and to fix their remuneration	48	97044605	9693813	87350792	87350792	100.00	0	0.00
4	Appointment of Mr. Narendra Shah (DIN: 02143172) as an Executive Director of the Company.	48	97044605	9693823	87350782	87350782	100.00	0	0.00
5	Approval of the Material Related Party Transactions entered into by the Company with M/s. Ruchi Soya Industries Ltd. during the financial year 2015-16	48	97044605	14147118	82897487	82897487	100.00	0	0.00
6	Approval of expenses for service of documents to the members of the Company	48	97044605	9693813	87350792	87350782	100.00	10	0.00
7	Ratification of the remuneration of the cost Auditors for the financial year ended March 31, 2017.	48	97044605	9693838	87350767	87350767	100.00	0	0.00



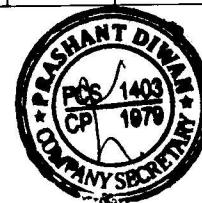
PRASHANT DIWAN
PRACTICING COMPANY SECRETARY

ANNEXURE 3

RUCHI INFRASTRUCTURE LIMITED

SUMMARY OF REMOTE VOTING

ITEM NO. AS PER AGM NOTICE	PARTICULARS OF RESOLUTIONS	TOTAL NO. OF FOLIO VOTED	TOTAL NUMBER OF VOTES	INVALID VOTES / NOT VOTED	TOTAL VALID VOTES	TOTAL ASSENT VOTES	% OF ASSENT VOTES	TOTAL DISSENT VOTES	% OF DISSENT VOTES
		1	2	3	4	5	6 = (5/4*100)	7	8 = (7/4*100)
1	Adoption of Balance Sheet as on March 31, 2016, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.	25	92693174	0	92693174	92693174	100.00	0	0.00
2	Appointment of a Director in place of Mrs. Amrita Shakra Sachdev (DIN: 01494961), who retires by rotation and being eligible, offers herself for reappointment.	25	92693174	0	92693174	92693174	100.00	0	0.00
3	Ratification of the appointment of M/s. Ashok Khasgiwala & Co., Chartered Accountants (Firm Registration no. 0743C) as the Statutory Auditors of the Company and to fix their remuneration	25	92693174	0	92693174	92693174	100.00	0	0.00
4	Appointment of Mr. Narendra Shah (DIN: 02143172) as an Executive Director of the Company.	25	92693174	0	92693174	92693174	100.00	0	0.00
5	Approval of the Material Related Party Transactions entered into by the Company with M/s. Ruchi Soya Industries Ltd. during the financial year 2015-16	25	92693174	39645820	53047354	53047354	100.00	0	0.00
6	Approval of expenses for service of documents to the members of the Company	25	92693174	0	92693174	92693174	100.00	0	0.00
7	Ratification of the remuneration of the cost Auditors for the financial year ended March 31, 2017.	25	92693174	0	92693174	92693174	100.00	0	0.00



Consolidated Members Category Wise Voting Report
RUCHI INFRASTRUCTURE LIMITED

Item No. 1			Adoption of Balance Sheet as on March 31, 2016, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.					
Resolution required: Special / Ordinary			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	119376955	71245110	59.68	71245110	0	100	0
	Postal Ballot	119376955	48131845	40.32	48131845	0	100	0
	Total	119376955	119376955	100.00	119376955	0	100	0
Public- Institutions	E-Voting	430000	0	0.00	0	0	0	0
	Postal Ballot	430000	0	0.00	0	0	0	0
	Total	430000	0	0.00	0	0	0	0
Public- Non Institutions	E-Voting	85432987	21448064	25.11	21448064	0	100	0
	Postal Ballot	85432987	39218947	45.91	39218947	0	100	0
	Total	85432987	60667011	71.01	60667011	0	100	0
Total		205239942	180043966	87.72	180043966	0	100	0



Consolidated Members Category Wise Voting Report
RUCHI INFRASTRUCTURE LIMITED

Item No. 2			Appointment of a Director in place of Mrs. Amrita Shakra Sachdev (DIN: 01494961), who retires by rotation and being eligible, offers herself for reappointment.					
Resolution required: Special / Ordinary			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	119376955	71245110	59.68	71245110	0	100.00	0
	Postal Ballot	119376955	48131845	40.32	48131845	0	100.00	0
	Total	119376955	119376955	100.00	119376955	0	100.00	0
Public- Institutions	E-Voting	430000	0	0.00	0	0	0.00	0
	Postal Ballot	430000	0	0.00	0	0	0.00	0
	Total	430000	0	0.00	0	0	0.00	0
Public- Non Institutions	E-Voting	85432987	21448064	25.11	21448064	0	100.00	0
	Postal Ballot	85432987	39218947	45.91	39218947	0	100.00	0
	Total	85432987	60667011	71.01	60667011	0	100.00	0
Total		205239942	180043966	87.72	180043966	0	100.00	0



Consolidated Members Category Wise Voting Report
RUCHI INFRASTRUCTURE LIMITED

Item No. 3		Ratification of the appointment of M/s. Ashok Khasgiwala & Co., Chartered Accountants (Firm Registration no. 0743C) as the Statutory Auditors of the Company and to fix their remuneration						
Resolution required: Special / Ordinary		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	119376955	71245110	59.68	71245110	0	100	0
	Postal Ballot	119376955	48131845	40.32	48131845	0	100	0
	Total	119376955	119376955	100.00	119376955	0	100	0
Public- Institutions	E-Voting	430000	0	0.00	0	0	0	0
	Postal Ballot	430000	0	0.00	0	0	0	0
	Total	430000	0	0.00	0	0	0	0
Public- Non Institutions	E-Voting	85432987	21448064	25.11	21448064	0	100	0
	Postal Ballot	85432987	39218947	45.91	39218947	0	100	0
	Total	85432987	60667011	71.01	60667011	0	100	0
Total		205239942	180043966	87.72	180043966	0	100	0



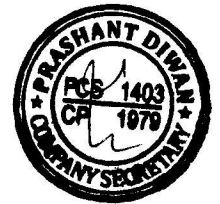
Consolidated Members Category Wise Voting Report
RUCHI INFRASTRUCTURE LIMITED

Item No. 4			Appointment of Mr. Narendra Shah (DIN: 02143172) as an Executive Director of the Company.					
Resolution required: Special / Ordinary			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	119376955	71245110	59.68	71245110	0	100	0
	Postal Ballot	119376955	48131845	40.32	48131845	0	100	0
	Total	119376955	119376955	100.00	119376955	0	100	0
Public- Institutions	E-Voting	430000	0	0.00	0	0	0	0
	Postal Ballot	430000		0.00	0	0	0	0
	Total	430000	0	0.00	0	0	0	0
Public- Non Institutions	E-Voting	85432987	21448064	25.11	21448064	0	100	0
	Postal Ballot	85432987	39218937	45.91	39218937	0	100	0
	Total	85432987	60667001	71.01	60667001	0	100	0
Total		205239942	180043956	87.72	180043956	0	100	0



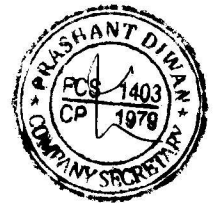
Consolidated Members Category Wise Voting Report
RUCHI INFRASTRUCTURE LIMITED

Item No. 5		Approval of the Material Related Party Transactions entered into by the Company with M/s. Ruchi Soya Industries Ltd. during the financial year 2015-16						
Resolution required: Special / Ordinary		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	119376955	31599290	26.47	31599290	0	100	0
	Postal Ballot	119376955	43678540	36.59	43678540	0	100	0
	Total	119376955	75277830	63.06	75277830	0	100	0
Public- Institutions	E-Voting	430000	0	0.00	0	0	0	0
	Postal Ballot	430000	0	0.00	0	0	0	0
	Total	430000	0	0.00	0	0	0	0
Public- Non Institutions	E-Voting	85432987	21448064	25.11	21448064	0	100	0
	Postal Ballot	85432987	39218947	45.91	39218947	0	100	0
	Total	85432987	60667011	71.01	60667011	0	100	0
Total		205239942	135944841	66.24	135944841	0	100	0



**Consolidated Members Category Wise Voting Report
RUCHI INFRASTRUCTURE LIMITED**

Item No. 6			Approval of expenses for service of documents to the members of the Company					
Resolution required: Special / Ordinary			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	119376955	71245110	59.68	71245110	0	100	0
	Postal Ballot	119376955	48131845	40.32	48131845	0	100	0
	Total	119376955	119376955	100.00	119376955	0	100	0
Public- Institutions	E-Voting	430000	0	0.00	0	0	0	0
	Postal Ballot	430000	0	0.00	0	0	0	0
	Total	430000	0	0.00	0	0	0	0
Public- Non Institutions	E-Voting	85432987	21448064	25.11	21448064	0	100	0
	Postal Ballot	85432987	39218947	45.91	39218937	10	100.00	0.00
	Total	85432987	60667011	71.01	60667001	10	100.00	0.00
Total		205239942	180043966	87.72	180043956	10	100.00	0.00



Consolidated Members Category Wise Voting Report
RUCHI INFRASTRUCTURE LIMITED

Item No. 7			Ratification of the remuneration of the cost Auditors for the financial year ended March 31, 2017.					
Resolution required: Special / Ordinary			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	119376955	71245110	59.68	71245110	0	100	0
	Postal Ballot	119376955	48131845	40.32	48131845	0	100	0
	Total	119376955	119376955	100.00	119376955	0	100	0
Public- Institutions	E-Voting	430000	0	0.00	0	0	0	0
	Postal Ballot	430000	0	0.00	0	0	0	0
	Total	430000	0	0.00	0	0	0	0
Public- Non Institutions	E-Voting	85432987	21448064	25.11	21448064	0	100	0
	Postal Ballot	85432987	39218922	45.91	39218922	0	100	0
	Total	85432987	60666986	71.01	60666986	0	100	0
Total		205239942	180043941	87.72	180043941	0	100	0

