

**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

09/10/2017

BSE Limited  
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 Sir,

**Sub : Declaration of result and submission of requisite details under Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Ref : Passing of Special Resolution through Postal Ballot**

With reference to above, we may submit that the Special Resolution for variation in the terms and conditions of 54,60,613 – 6% Non Convertible Cumulative Redeemable Preference Shares of the Company was transacted through postal ballot under the provisions of Section 110 of the Companies Act, 2013 and has been approved by requisite majority.

The Company had provided e-voting facility for its members in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2015 and in accordance with Regulation 44 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 to cast their vote electronically. Facility of casting the votes through ballot paper (physical mode) was also provided to the members. The Company appointed Mr. Prashant Diwan, Practicing Company Secretary as the scrutinizer for the e-voting process. He has submitted his report dated 9<sup>th</sup> October, 2017 to the Company.

Kindly do find the requisite details of voting results in accordance with Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as attached herewith in order and acknowledge a receipt hereof.

Thanking you,  
Yours faithfully,  
**For RUCHI INFRASTRUCTURE LTD.**

  
**COMPANY SECRETARY**  
Encl.: As above



**PRASHANT DIWAN**  
B.Com, LL.B, FCS, AICWA  
Practicing Company Secretary

B-703/704, Anand Sagar  
M. G. Road, Kandivali (W), Mumbai 400067

**SCRUTINIZER'S REPORT**

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To  
The Chairman  
**RUCHI INFRASTRUCTURE LIMITED**  
615, Tulsiani Chambers  
Nariman Point, Mumbai – 400 021

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 22<sup>nd</sup> August, 2017 has appointed me as the Scrutinizer pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Amendment Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for scrutinizing the Postal Ballot forms and Remote e-voting in respect of Special Resolution as stated in the Postal Ballot Notice dated 22<sup>nd</sup> August, 2017.
- 2) I submit my report as under:
  - (a) The Company has completed on 2<sup>nd</sup> September, 2017 the dispatch of Postal Ballot forms and PIN MAILERS alongwith postage prepaid business reply envelopes to its members whose name(s) appeared on the Register of Members/List of Beneficiaries as on 25<sup>th</sup> August, 2017.
  - (b) The Postal Ballot forms were kept in safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such Postal Ballot forms.
  - (c) The ballot box was opened on 6<sup>th</sup> October, 2017 in my presence.
  - (d) All Postal Ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company/List of Beneficiaries as on 25<sup>th</sup> August, 2017.
  - (e) All Postal Ballot forms received upto 5.00 pm on 3<sup>rd</sup> October, 2017, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
  - (f) The Company has not received any envelopes containing Postal Ballot form after 3<sup>rd</sup> October, 2017.
  - (g) Envelopes containing Postal Ballot forms returned undelivered are 94.
  - (h) The Remote e-voting period commenced on Monday, 4<sup>th</sup> September, 2017 at 10.00 a.m. IST and concluded on Tuesday, 3<sup>rd</sup> October, 2017 at 5.00 p.m. IST, the e-voting services were provided by Central Depository Services (India) Ltd (CDSL).





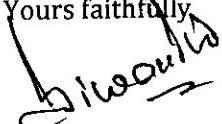
**PRASHANT DIWAN**  
B.Com, LL.B, FCS, AICWA  
Practicing Company Secretary

**B-703/704, Anand Sagar**  
**M. G. Road, Kandivali (W), Mumbai 400067**

The votes were unblocked on 6<sup>th</sup> October, 2017 at 10.54 a.m. IST (after opening of Ballot Box) 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 e-voting alongwith the List of members who voted "For" and "Against" the resolution were downloaded from the e-voting website of CDSL.

- (i) Particulars of all the Postal Ballot forms received from the Members and the votes cast by electronic mode have been entered in a register separately maintained electronically for the purpose.
- 3) The detailed report on Scrutinizing the e-voting and Ballot form are enclosed herewith as under:
- (a) Annexure 1 – Consolidated Summary of Postal Ballot form and Remote e-voting
  - (b) Annexure 2 – Summary of Postal Ballot form
  - (c) Annexure 3 – Summary of Remote e-voting
  - (d) Annexure 4 – Consolidated Members Category Wise Voting Report (Resolution wise)
  - (e) Annexure 5 – Register of Postal Ballot form (Resolution wise)
  - (f) Annexure 6 – Register of Remote e-Voting (Resolution wise)
- 4) I hereby handover the Postal Ballot forms and other papers/register and records for safe custody to Mr. Ashish Mehta, Company Secretary of the Company as he is authorized by the Board to supervise the postal ballot.
- 5) You may accordingly declare the results of the voting by postal ballot.

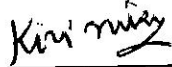
Thanking you  
Yours faithfully

  
**PRASHANT DIWAN**  
**SCRUTINIZER**



Place: Mumbai  
Date: 09.10.2017

We the undersigned witnessed that the votes were unblocked from the e-voting website of CDSL in our presence on 6<sup>th</sup> October, 2017 at 10.54 a.m. IST at the office of the scrutinizer.

  
1) CS Nikunj Kiri

  
2) CS Aashit Doshi

**PRASHANT DIWAN**  
**PRACTICING COMPANY SECRETARY**

ANNEXURE 1

**RUCHI INFRASTRUCTURE LIMITED**

**CONSOLIDATED SUMMARY OF POSTAL BALLOT FORM AND REMOTE e-VOTING**

| ITEM NO. AS PER POSTAL BALLOT NOTICE | PARTICULARS OF RESOLUTIONS   | TOTAL NO. OF FOLIOS VOTED / POSTAL BALLOT FORM RECEIVED | TOTAL NUMBER OF VOTES | INVALID VOTES / NOT VOTED | TOTAL VALID VOTES | TOTAL ASSENT VOTES | % OF ASSENT VOTES<br>(5/4*100) | TOTAL DISSENT VOTES | % OF DISSENT VOTES<br>(7/4*100) |
|--------------------------------------|--|---|-----------------------|---------------------------|-------------------|--------------------|--------------------------------|---------------------|---------------------------------|
|                                      |  | 1   | 2                     | 3                         | 4                 | 5                  | 6 =                            | 7                   | 8 =                             |
| 1                                    | To approve the variation in the terms and conditions of 54,60,613 - 6% Non Convertible Cumulative Redeemable Preference Shares | 65  | 167324660             | 5                         | 167324655         | 167324570          | 100.00                         | 85                  | 0.00                            |

ANNEXURE 2

**SUMMARY OF POSTAL BALLOT FORM**

| ITEM NO. AS PER POSTAL BALLOT NOTICE | PARTICULARS OF RESOLUTIONS   | TOTAL NO. OF POSTAL BALLOT FORM RECEIVED | TOTAL NUMBER OF VOTES | INVALID VOTES / NOT VOTED | TOTAL VALID VOTES | TOTAL ASSENT VOTES | % OF ASSENT VOTES<br>(5/4*100) | TOTAL DISSENT VOTES | % OF DISSENT VOTES<br>(7/4*100) |
|--------------------------------------|--|--|-----------------------|---------------------------|-------------------|--------------------|--------------------------------|---------------------|---------------------------------|
|                                      |  | 1  | 2                     | 3                         | 4                 | 5                  | 6 =                            | 7                   | 8 =                             |
| 1                                    | To approve the variation in the terms and conditions of 54,60,613 - 6% Non Convertible Cumulative Redeemable Preference Shares | 6  | 2085831               | 5                         | 2085826           | 2085826            | 100.00                         | 0                   | 0.00                            |

ANNEXURE 3

**SUMMARY OF REMOTE EVOTING**

| ITEM NO. AS PER POSTAL BALLOT 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<br>(5/4*100) | TOTAL DISSENT VOTES | % OF DISSENT VOTES<br>(7/4*100) |
|--------------------------------------|--|--------------------------|-----------------------|---------------------------|-------------------|--------------------|--------------------------------|---------------------|---------------------------------|
|                                      |  | 1                        | 2                     | 3                         | 4                 | 5                  | 6 =                            | 7                   | 8 =                             |
| 1                                    | To approve the variation in the terms and conditions of 54,60,613 - 6% Non Convertible Cumulative Redeemable Preference Shares | 59                       | 165238829             | 0                         | 165238829         | 165238744          | 100.00                         | 85                  | 0.00                            |



Consolidated Members Category Wise Voting Report  
RUCHI INFRASTRUCTURE LIMITED

| Item No. 1  |                | To approve the variation in the terms and conditions of 54,60,613 - 6% Non Convertible Cumulative Redeemable Preference Shares |                            |   |                                 |                               |   |   |
|---|----------------|--|----------------------------|---|---------------------------------|-------------------------------|---|---|
| Resolution required: Special / Ordinary                                   |                | Special  |                            |   |                                 |                               |   |   |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | No   |                            |   |                                 |                               |   |   |
| Category  | Mode of Voting | No. of shares held<br>(1)  | No. of votes polled<br>(2) | % of Votes Polled on outstanding shares<br>(3)=<br>[(2)/(1)]* 100 | No. of Votes - in favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in favour on votes polled<br>(6)=<br>[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=<br>[(5)/(2)]*100 |
| Promoter and Promoter Group   | E-Voting       | 122276955  | 108176955                  | 88.47   | 108176955                       | 0                             | 100.00  | 0.00  |
|   | Postal Ballot  |  | 0                          | 0.00  | 0                               | 0                             | 0.00  | 0.00  |
|   | <b>Total</b>   |  | <b>108176955</b>           | <b>88.47</b>  | <b>108176955</b>                | <b>0</b>                      | <b>100.00</b>   | <b>0.00</b>   |
| Public- Institutions  | E-Voting       | 0  | 0                          | 0.00  | 0                               | 0                             | 0.00  | 0.00  |
|   | Postal Ballot  |  | 0                          | 0.00  | 0                               | 0                             | 0.00  | 0.00  |
|   | <b>Total</b>   |  | <b>0</b>                   | <b>0.00</b>   | <b>0</b>                        | <b>0</b>                      | <b>0.00</b>   | <b>0.00</b>   |
| Public- Non Institutions  | E-Voting       | 82962987   | 57061874                   | 68.78   | 57061789                        | 85                            | 100.00  | 0.00  |
|   | Postal Ballot  |  | 2085826                    | 2.51  | 2085826                         | 0                             | 100.00  | 0.00  |
|   | <b>Total</b>   |  | <b>59147700</b>            | <b>71.29</b>  | <b>59147615</b>                 | <b>85</b>                     | <b>100.00</b>   | <b>0.00</b>   |
| <b>Total</b>  |                | <b>205239942</b>   | <b>167324655</b>           | <b>81.53</b>  | <b>167324570</b>                | <b>85</b>                     | <b>100.00</b>   | <b>0.00</b>   |

