



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

Scrutinizer's Report

pertaining to e-voting (including voting through ballot paper) for the purpose of 33rd Annual General Meeting of the Company held on Wednesday, 27th September, 2017 at 9.15 AM at Rangswar Hall, Chavan Centre, Yashwantrao Chavan Pratishthan Gen. Jagannathrao Bhonsle Marg, Mumbai - 400021.



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

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

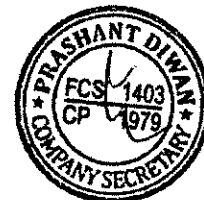
CONSOLIDATED SCRUTINIZER'S REPORT

[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: L15140MH1986PLC038536) (hereinafter referred as the "Company") at its meeting held on 22nd August, 2017 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 33rd Annual General Meeting (AGM) held on 27th September, 2017 in respect of resolutions as stated in the Notice of the 33rd AGM of the Company.
- 2) I submit my report as under:
 - (a) The Company had completed on 2nd September, 2017 the dispatch of Notice of AGM to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on 25th August, 2017.
 - (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. 15th September, 2017 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 23, 2017 from 10.00 a.m. IST and was concluded on Tuesday, September 26, 2017 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 33rd 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 10.05 a.m. IST.



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- (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 27th September, 2017 at 10.26 a.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: 27th September, 2017

Encl: as above

We the undersigned witnessed that the votes were unblocked from the e-voting website of CDSL in our presence at 10.26 a.m. IST on 27th September, 2017.

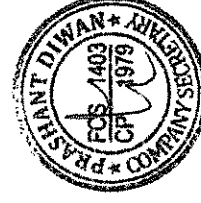
1) CS Nikunj Kiri

2) CS Aashit Doshi

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	To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2017, the reports of Board of Directors and Auditors thereon; and the audited consolidated financial statement of the Company for the financial year ended March 31, 2017	55	163712981	10	163712971	163712921	100.00	50	0.00
2	To appoint a Director in place of Mr. Narendra Shah (DIN: 02143172), who retires by rotation and being eligible, offers himself for re-appointment.	55	163712981	10	163712971	163712921	100.00	50	0.00
3	To ratify the appointment of Auditors.	55	163712981	10	163712971	163712921	100.00	50	0.00
4	To appoint Mrs. Ruchi Joshi (DIN: 07406575) an Independent Director of the Company	55	163712981	10	163712971	163712921	100.00	50	0.00
5	To appoint Mr. Mohan Das Kabra (DIN: 07896243) as an Independent Director of the Company	55	163712981	10	163712971	163712921	100.00	50	0.00



RUCHI INFRASTRUCTURE LIMITED

SUMMARY OF BALLOT FORM VOTING AT THE ANNUAL GENERAL MEETING

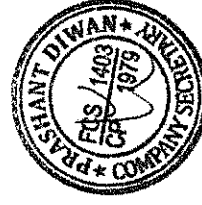
ITEM NO. AS PER AGM NOTICE	PARTICULARS OF RESOLUTIONS	TOTAL NO. OF BALLOT FORM RECEIVED	TOTAL NUMBER OF VOTES	INVALID VOTES / NOT VOTED	TOTAL VALID VOTES	TOTAL ASSENT VOTES	% OF ASSENT VOTES	TOTAL DISSENT VOTES	% OF DISSENT VOTES
		1	2	3	4	5	6 = (5/4*100)	7	8 = (7/4*100)
1	To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2017, the reports of Board of Directors and Auditors thereon; and the audited consolidated financial statement of the Company for the financial year ended March 31, 2017	7	230	10	220	220	100.00	0	0.00
2	To appoint a Director in place of Mr. Narendra Shah (DIN: 02143172), who retires by rotation and being eligible, offers himself for re-appointment.	7	230	10	220	220	100.00	0	0.00
3	To ratify the appointment of Auditors.	7	230	10	220	220	100.00	0	0.00
4	To appoint Mrs. Ruchi Joshi (DIN: 07406575) an Independent Director of the Company	7	230	10	220	220	100.00	0	0.00
5	To appoint Mr. Mohan Das Kabra (DIN: 07896243) as an Independent Director of the Company	7	230	10	220	220	100.00	0	0.00



RUCHI INFRASTRUCTURE LIMITED

SUMMARY OF REMOTE VOTING

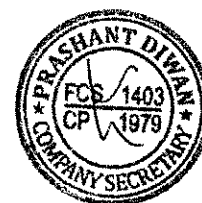
ITEM NO. AS PER AGM NOTICE	PARTICULARS OF RESOLUTIONS	TOTAL NO. OF FOLIO VOTED	TOTAL NUMBER OF VOTES	INVALID VOTES / NOT VOTED	TOTAL VALID VOTES	TOTAL ASSENT VOTES	% OF ASSENT VOTES	TOTAL DISSENT VOTES	% OF DISSENT VOTES
1		1	2	3	4	5	6 = (5/4*100)	7	8 = (7/4*100)
1	To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2017, the reports of Board of Directors and Auditors thereon; and the audited consolidated financial statement of the Company for the financial year ended March 31, 2017	48	163712751	0	163712751	163712701	100.00	50	0.00
2	To appoint a Director in place of Mr. Narendra Shah (DIN: 02143172), who retires by rotation and being eligible, offers himself for re-appointment.	48	163712751	0	163712751	163712701	100.00	50	0.00
3	To ratify the appointment of Auditors.	48	163712751	0	163712751	163712701	100.00	50	0.00
4	To appoint Mrs. Ruchi Joshi (DIN: 07406575) an Independent Director of the Company	48	163712751	0	163712751	163712701	100.00	50	0.00
5	To appoint Mr. Mohan Das Kabra (DIN: 07896243) as an Independent Director of the Company	48	163712751	0	163712751	163712701	100.00	50	0.00



ANNEXURE 4

Consolidated Members Category Wise Voting Report
RUCHI INFRASTRUCTURE LIMITED

Item No. 1		To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2017, the reports of Board of Directors and Auditors thereon; and the audited consolidated financial statement of the Company 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 (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	122276955	121076955	99.02	121076955	0	100.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		121076955	99.02	121076955	0	100.00	0.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	82962987	42635796	51.39	42635746	50	100.00	0.00
	Ballot Form		220	0.00	220	0	100.00	0.00
	Total		42636016	51.39	42635966	50	100.00	0.00
Total		205239942	163712971	79.77	163712921	50	100.00	0.00



ANNEXURE 4

Consolidated Members Category Wise Voting Report
RUCHI INFRASTRUCTURE LIMITED

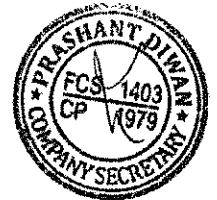
Item No. 2		To appoint a Director in place of Mr. Narendra Shah (DIN: 02143172), who retires by rotation and being eligible, offers himself for re-appointment.						
Resolution required: Special / Ordinary		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	122276955	121076955	99.02	121076955	0	100.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		121076955	99.02	121076955	0	100.00	0.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	82962987	42635796	51.39	42635746	50	100.00	0.00
	Ballot Form		220	0.00	220	0	100.00	0.00
	Total		42636016	51.39	42635966	50	100.00	0.00
Total		205239942	163712971	79.77	163712921	50	100.00	0.00



ANNEXURE 4

Consolidated Members Category Wise Voting Report
RUCHI INFRASTRUCTURE LIMITED

Item No. 3			To ratify the appointment of Auditors.					
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	122276955	121076955	99.02	121076955	0	100.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		121076955	99.02	121076955	0	100.00	0.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	82962987	42635796	51.39	42635746	50	100.00	0.00
	Ballot Form		220	0.00	220	0	100.00	0.00
	Total		42636016	51.39	42635966	50	100.00	0.00
Total		205239942	163712971	79.77	163712921	50	100.00	0.00



ANNEXURE 4

Consolidated Members Category Wise Voting Report
RUCHI INFRASTRUCTURE LIMITED

Item No. 4		To appoint Mrs. Ruchi Joshi (DIN: 07406575) as an Independent 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 (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	122276955	121076955	99.02	121076955	0	100.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		121076955	99.02	121076955	0	100.00	0.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	82962987	42635796	51.39	42635746	50	100.00	0.00
	Ballot Form		220	0.00	220	0	100.00	0.00
	Total		42636016	51.39	42635966	50	100.00	0.00
Total		205239942	163712971	79.77	163712921	50	100.00	0.00



ANNEXURE 4

Consolidated Members Category Wise Voting Report
RUCHI INFRASTRUCTURE LIMITED

Item No. 5		To appoint Mr. Mohan Das Kabra (DIN: 07896243) as an Independent 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 (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	122276955	121076955	99.02	121076955	0	100.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		121076955	99.02	121076955	0	100.00	0.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	82962987	42635796	51.39	42635746	50	100.00	0.00
	Ballot Form		220	0.00	220	0	100.00	0.00
	Total		42636016	51.39	42635966	50	100.00	0.00
Total		205239942	163712971	79.77	163712921	50	100.00	0.00

