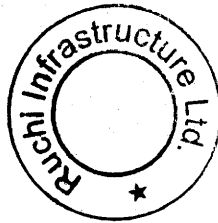


Scrutinizer's Report

pertaining to e-voting (including voting through ballot paper) for the purpose of 34th Annual General Meeting of the Company held on Thursday, 20th September, 2018 at 3.00 PM at Kilachand Conference Room, IMC Building, 2nd Floor, IMC Marg, Churchgate, Mumbai - 400020.





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

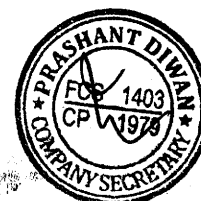
Ruchi Infrastructure Limited

615, Tulsiani Chambers

Nariman Point, Mumbai - 400021

Dear Sir

- 1) The Board of Directors of the M/s. Ruchi Infrastructure Limited (CIN: L65990MH1984PLC033878) (hereinafter referred as the "Company") at its meeting held on 08th August, 2018 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 34th Annual General Meeting (AGM) held on 20th September, 2018 in respect of resolutions as stated in the Notice of the 34th AGM of the Company.
- 2) I submit my report as under:
 - (a) The Company had completed on 27th August, 2018 the dispatch of Notice of AGM to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on 10th August, 2018.
 - (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, 2018 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, 15th September, 2018 at 10.00 AM IST and was concluded on Wednesday, 19th September, 2018 at 5.00 PM 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 34th 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 4.25 p.m. IST.



PRASHANT DIWAN

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

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

- (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 20th September, 2018 at 5.32 p.m. IST in the presence of two witnesses CS Aashit Doshi and CS Jigar Bagaria 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: 20th September, 2018



Encl: as above

We the undersigned witnessed that the votes were unblocked from the e-voting website of CDSL in our presence at 5.32 p.m. IST on 20th September, 2018.



1) CS Aashit Doshi



2) CS Jigar Bagaria

RUCHI INFRASTRUCTURE LIMITED

CONSOLIDATED SUMMARY OF BALLOT FORM AND REMOTE e-VOTING

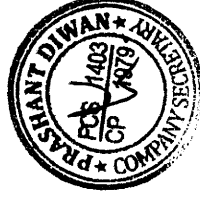
ITEM NO. AS PER AGM NOTICE	PARTICULARS OF RESOLUTIONS	TOTAL NO. OF FOLIOS VOTED / BALLOT FORM RECEIVED	TOTAL NUMBER OF VOTES	INVALID VOTES / NOT VOTED	TOTAL VALID VOTES	TOTAL ASSENT VOTES	% OF ASSENT VOTES	TOTAL DISSENT VOTES	% OF DISSENT VOTES
1	To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018; the reports of Board of Directors and Auditors thereon; and the audited consolidated financial statements of the Company for the financial year ended March 31, 2018	1	2	3	4	5	6 = (5/4*100)	7	8 = (7/4*100)
1	To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018; the reports of Board of Directors and Auditors thereon; and the audited consolidated financial statements of the Company for the financial year ended March 31, 2018	75	167317895	1190	167316705	167316655	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	75	167317895	1100	167316795	167316745	100.00	50	0.00
3	To ratify the appointment of Auditors and to fix their remuneration	75	167317895	800	167317095	167316745	100.00	350	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 statements of the Company for the financial year ended March 31, 2018, the reports of Board of Directors and Auditors thereon; and the audited consolidated financial statements of the Company for the financial year ended March 31, 2018	19	2085	890	1195	1195	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	19	2085	800	1285	1285	100.00	0	0.00
3	To ratify the appointment of Auditors and to fix their remuneration	19	2085	800	1285	1285	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	To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018, the reports of Board of Directors and Auditors thereon; and the audited consolidated financial statements of the Company for the financial year ended March 31, 2018	56	167315810	300	167315510	167315460	100.00 $(\frac{5}{4} \times 100)$	50	0.00 $(\frac{8}{74} \times 100)$
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	56	167315810	300	167315510	167315460	100.00	50	0.00
3	To ratify the appointment of Auditors and to fix their remuneration	56	167315810	0	167315810	167315460	100.00	350	0.00



ANNEXURE 4

Consolidated Members Category Wise Voting Report
RUCHI INFRASTRUCTURE LIMITED

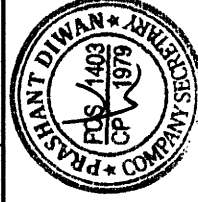
Item No. 1		To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018, the reports of Board of Directors and Auditors thereon; and the audited consolidated financial statements of the Company for the financial year ended March 31, 2018						
Resolution 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 [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	122276955	122272655	100.00	122272655	0	100.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		122272655	100.00	122272655	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	45042855	54.29	45042805	50	100.00	0.00
	Ballot Form		1195	0.00	1195	0	100.00	0.00
	Total		45044050	54.29	45044000	50	100.00	0.00
Total		205239942	167316705	81.52	167316655	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	122272655	100.00	122272655	0	100.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		122272655	100.00	122272655	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	45042855	54.29	45042805	50	100.00	0.00
	Ballot Form		1285	0.00	1285	0	100.00	0.00
	Total		45044140	54.29	45044090	50	100.00	0.00
Total		205239942	167316795	81.52	167316745	50	100.00	0.00



Consolidated Members Category Wise Voting Report
RUCHI INFRASTRUCTURE LIMITED

Item No. 3		To ratify the appointment of Auditors 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	122276955	122272655	100.00	122272655	0	100.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		122272655	100.00	122272655	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	45043155	54.29	45042805	350	100.00	0.00
	Ballot Form		1285	0.00	1285	0	100.00	0.00
	Total		45044440	54.29	45044090	350	100.00	0.00
Total		205239942	167317095	81.52	167316745	350	100.00	0.00

