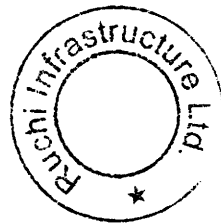


Scrutinizer's Report

pertaining to e-voting (including voting through ballot paper) for the purpose of 35th Annual General Meeting of the Company held on Tuesday, 3rd September, 2019 at 11.15 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

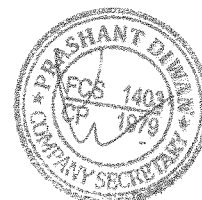
CONSOLIDATED SCRUTINIZER'S REPORT

[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
706, 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 22nd May, 2019 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 35th Annual General Meeting (AGM) held on 3rd September, 2019 in respect of resolutions as stated in the Notice of the 35th AGM of the Company.
- 2) I submit my report as under:
 - (a) The Company had completed on 9th August, 2019 the dispatch of Notice of AGM to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on 26th July, 2019.
 - (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. 23rd August, 2019 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 Thursday, 29th August, 2019 at 10.00 AM IST and was concluded on Monday, 2nd September, 2019 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 35th 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 12.35 p.m. IST.





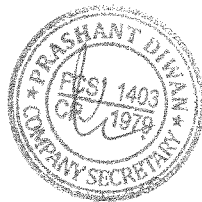
PRASHANT DIWAN
B.Com, LL.B, FCS, AICWA
Practicing Company Secretary

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 3rd September, 2019 at 2.35 p.m. IST in the presence of two witnesses CS Aashit Doshi and CS Nikunj Kiri 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: 3rd September, 2019

Encl: as above

We the undersigned witnessed that the votes were unblocked from the e-voting website of CDSL in our presence at 2.35 p.m. IST on 3rd September, 2019.

1) CS Nikunj Kiri

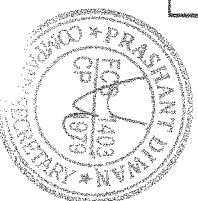
2) CS Aashit Doshi

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	To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019, 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, 2019	63	166489099	10	166489089	166489034	100.00	55	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	63	166489099	10	166489089	166489034	100.00	55	0.00
3	To re-appoint the Statutory Auditors	63	166489099	10	166489089	166489034	100.00	55	0.00
4	To approve re-appointment of Mr. Narendra Shah (DIN: 02143172) as Executive Director of the Company	63	166489099	10	166489089	166489034	100.00	55	0.00
5	To approve the continuation of directorship of Mr. Krishna Das Gupta (DIN: 00374379) as non-executive Independent Director of the Company	63	166489099	10	166489089	166489034	100.00	55	0.00

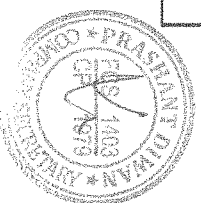


RUCHI INFRASTRUCTURE LIMITED

ANNEXURE 2

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, 2019, 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, 2019	22	14768251	10	14768241	14768241	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.	22	14768251	10	14768241	14768241	100.00	0	0.00
3	To re-appoint the Statutory Auditors	22	14768251	10	14768241	14768241	100.00	0	0.00
4	To approve re-appointment of Mr. Narendra Shah (DIN: 02143172) as Executive Director of the Company	22	14768251	10	14768241	14768241	100.00	0	0.00
5	To approve the continuation of directorship of Mr. Krishna Das Gupta (DIN: 00374379) as non-executive Independent Director of the Company	22	14768251	10	14768241	14768241	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	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, 2019, 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, 2019	41	151720848	0	151720848	151720793	100.00	55	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	41	151720848	0	151720848	151720793	100.00	55	0.00
3	To re-appoint the Statutory Auditors	41	151720848	0	151720848	151720793	100.00	55	0.00
4	To approve re-appointment of Mr. Narendra Shah (DIN: 02143172) as Executive Director of the Company	41	151720848	0	151720848	151720793	100.00	55	0.00
5	To approve the continuation of directorship of Mr. Krishna Das Gupta (DIN: 00374379) as non-executive Independent Director of the Company	41	151720848	0	151720848	151720793	100.00	55	0.00



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, 2019, 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, 2019.						
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	137260984	127840284	93.14	127840284	0	100.00	0.00
	Ballot Form		9420700	6.86	9420700	0	100.00	0.00
	Total		137260984	100.00	137260984	0	100.00	0.00
Public- Institutions	E-Voting	66712	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	67912246	23880564	35.16	23880509	55	100.00	0.00
	Ballot Form		5347541	7.87	5347541	0	100.00	0.00
	Total		29228105	43.04	29228050	55	100.00	0.00
Total		205239942	166489089	81.12	166489034	55	100.00	0.00



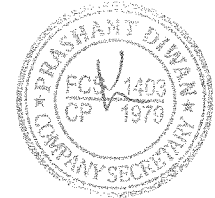
Consolidated Members Category Wise Voting Report
RUCHI INFRASTRUCTURE LIMITED

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	137260984	127840284	93.14	127840284	0	100.00	0.00
	Ballot Form		9420700	6.86	9420700	0	100.00	0.00
	Total		137260984	100.00	137260984	0	100.00	0.00
Public- Institutions	E-Voting	66712	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	67912246	23880564	35.16	23880509	55	100.00	0.00
	Ballot Form		5347541	7.87	5347541	0	100.00	0.00
	Total		29228105	43.04	29228050	55	100.00	0.00
Total		205239942	166489089	81.12	166489034	55	100.00	0.00



Consolidated Members Category Wise Voting Report
RUCHI INFRASTRUCTURE LIMITED

Item No. 3		To re-appoint the Statutory 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	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	137260984	127840284	93.14	127840284	0	100.00	0.00	
	Ballot Form		9420700	6.86	9420700	0	100.00	0.00	
	Total		137260984	100.00	137260984	0	100.00	0.00	
Public- Institutions	E-Voting	66712	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	67912246	23880564	35.16	23880509	55	100.00	0.00	
	Ballot Form		5347541	7.87	5347541	0	100.00	0.00	
	Total		29228105	43.04	29228050	55	100.00	0.00	
Total		205239942	166489089	81.12	166489034	55	100.00	0.00	



Consolidated Members Category Wise Voting Report
RUCHI INFRASTRUCTURE LIMITED

Item No. 4		To approve re-appointment of Mr. Narendra Shah (DIN: 02143172) as Executive Director of the Company.						
Resolution required: Special / Ordinary		Special						
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	137260984	127840284	93.14	127840284	0	100.00	0.00
	Ballot Form		9420700	6.86	9420700	0	100.00	0.00
	Total		137260984	100.00	137260984	0	100.00	0.00
Public- Institutions	E-Voting	66712	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	67912246	23880564	35.16	23880509	55	100.00	0.00
	Ballot Form		5347541	7.87	5347541	0	100.00	0.00
	Total		29228105	43.04	29228050	55	100.00	0.00
Total		205239942	166489089	81.12	166489034	55	100.00	0.00



Consolidated Members Category Wise Voting Report
RUCHI INFRASTRUCTURE LIMITED

Item No. 5		To approve the continuation of directorship of Mr. Krishna Das Gupta (DIN: 00374379) as non-executive Independent Director of the Company.						
Resolution required: Special / Ordinary		Special						
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	137260984	127840284	93.14	127840284	0	100.00	0.00
	Ballot Form		9420700	6.86	9420700	0	100.00	0.00
	Total		137260984	100.00	137260984	0	100.00	0.00
Public- Institutions	E-Voting	66712	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	67912246	23880564	35.16	23880509	55	100.00	0.00
	Ballot Form		5347541	7.87	5347541	0	100.00	0.00
	Total		29228105	43.04	29228050	55	100.00	0.00
Total		205239942	166489089	81.12	166489034	55	100.00	0.00

