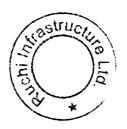




101, The Horizon, 1st Floor, Nath Mandir Road, 11/5, South Tukoganj, Indore - 452 001 (M.P.) Tel.: 91-731-4755209, 4755227 CIN - L65990MH1984PLC033878

# Scrutinizer's Report

pertaining to e-voting (including voting through ballot paper) for the purpose of 35<sup>th</sup> Annual General Meeting of the Company held on Tuesday, 3<sup>rd</sup> 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

- Ruchi Infrastructure 1) The Board Directors of the M/s. of (CIN: L65990MH1984PLC033878) (hereinafter referred as the "Company") at its meeting held on 22<sup>nd</sup> 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 9<sup>th</sup> 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 26<sup>th</sup> 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.  $23^{rd}$  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,  $29^{th}$  August, 2019 at 10.00 AM IST and was concluded on Monday,  $2^{nd}$  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 35<sup>th</sup> 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 3<sup>rd</sup> 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 3<sup>rd</sup> September, 2019.

1) CS Nikunj Kiri

2) CS Aashit Doshi

# RUCHI INFRASTRUCTURE LIMITED

# CONSOLIDATED SUMMARY OF BALLOT FORM AND REMOTE e-YOTING

AS PER	PARTICULARS OF RESOLUTIONS	TOTAL NO. OF FOLIOS VOTED /	NUMBER OF	TOTES / NOT	TOTAL VALID	TOTAL ASSENT VOTES	% OF ASSENT	TOTAL	% OF DISSENT
NOTICE		RECEIVED	enterior in de de la circa						encondetto#entent
		de de la constante de la const	2	3	ни (поздалинувание) на применения на применения на применения на применения на применения на применения на при	C. I.	6 = 6	77	8 = (7/4*100)
jeon)	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 consultant of the consultant of the consultant consolidated financial statements.	63	166489099		166489089	166489034	100,00	رن برن	0.00
	1411, 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	A CONTRACTOR OF THE PROPERTY O	TO CO	400	4//40000	7 C O O O V / V F	40000	М. Би	
12	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	<u>,⊷</u> 4	166489089	166489034	100.00	<b>ភ</b>	900
3	To re-appoint the Statutory Auditors	63	166489099	10	166489089	166489034	100.00	55	0.00
۷	то ге аррине не жанкогу минкого	S	# C C C C C C C C C C C C C C C C C C C	۶	, 00 x 00	* 0.4C O.E.O.O.	60.00	ç	<
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
(n	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	<u>ب</u> ت	0.00

# RUCHI INFRASTRUCTURE LIMITED

# SUMMARY OF BALLOT FORM VOTING AT THE ANNUAL GENERAL MEETING

U	4	ω	2	por de		AS PER AGM NOTICE
To approve the continuation of directorship of Mr. Krishna Das Gupta (DIN: 00374379) as non-executive Independent Director of the Company	To approve re-appointment of Mr. Narendra Shah (DIN: 02143172) as Executive Director of the Company	To re-appoint the Statutory Auditors	To appoint a Director in place of Mr. Narendra Shah (DIN: 02143172), who retires by rotation and being eligible, offers himself for re-appointment.	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		PARTICULARS OF RESOLUTIONS
22	22	22	22	22		TOTAL NO. OF BALLOT FORM RECEIVED
14768251	14768251	14768251	14768251	14768251	2	TOTAL NUMBER OF VOTES
10	10	10	10	J-1	3	INVALID VOTES / NOT VOTED
14768241	14768241	14768241	14768241	14768241	4	TOTAL VALID VOTES
14768241	14768241	14768241	14768241	14768241	ţn	TOTAL ASSENT VOTES
100.00	100.00	100.00	100.00	100.00	6 = (5/4*100)	% OF ASSENT VOTES
0	0	0	0	0	7	TOTAL DISSENT VOTES
0.00	0.00	0.00	0.60	0.00	8 = (7/4*100)	% OF DISSENT VOTES

# RUCHINFRASTRUCTURE LIMITED

# SUMMARY OF REMOTE EVOTING

en.	.4	ω	2	g-mail de la constant		AS PER AGM NOTICE
To approve the continuation of directorship of Mr. Krishna Das Gupta (DIN: 00374379) as non-executive Independent Director of the Company	To approve re-appointment of Mr. Narendra Shah (DIN: 02143172) as Executive Director of the Company	To re-appoint the Statutory Auditors	To appoint a Director in place of Mr. Narendra Shah (DIN: 02143172), who retires by rotation and being eligible, offers himself for re-appointment.	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		PARTICULARS OF RESOLUTIONS
42. 1-14	- <b>-</b> 4 	<i>4</i> ; 1	AG. bund	4 <u>1</u> 1		TOTAL NO. OF FOLIO VOTED
151720848	151720848	151720848	151720848	151720848	2	TOTAL NUMBER OF VOTES
0	Q	0	0	0	A CONTRACTOR OF THE CONTRACTOR	INVALID VOTES / NOT
151720848	151720848	151720848	151720848	151720848	Ş	TOTAL VALID VOTES
151720793	151720793	151720793	151720793	151720793	ĊŢ.	TOTAL ASSENT VOTES
100.00	100.00	100.00	100.00	100.00	6 = (5/4*100)	% OF ASSENT VOTES
ÇT.	Ç1 Ç1	ن. ن	Сп Сп	£.	7	TOTAL DISSENT VOTES
0.00	0.00	0.00	0.00	0.00	8 = (7/4*100)	% OF DISSENT VOTES

### ANNEXURE 4

	Item No. 1	emblog	March 31, 2019, th	dopt the audited finance reports of Board of ts of the Company for	Directors and A	uditors there	eon; and the audite	•
Resolution r	equired: Special /	Ordinary			Ordinar	γ		
Whether promoter/ p	eromoter group ar enda/resolution?	e interested in the	водит и по вод на при на п На при на при	nemati termininti filikulikus danceentatain tuotion sene essi enemati daemininta deemininta deemininta deeminin	No	Manuscript Constitution (Constitution Constitution Consti	non-morning and an electronical control to control the first of the control to the control to the control to the	OPPOINT ARTICLE (COMPANY) PER CENTER HAS SETTED A SHIP OF CHARGE (COMPANY) COMPANY
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
		- tod /	(2)	(3)= [(2)/(1)]* 100		(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and	E-Voting	137260984	127840284	93.14	127840284	0	100.00	0.00
Promoter Group	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	E-Voting	67912246	23880564	35.16	23880509	55	100.00	0.00
Institutions	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



	Item No. 2	alikkelatanoponooduqatis takajojajotasjon täyt tajatojajos jolgi olijetasia «Ordija»	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 r	equired: Special /	Ordinary	Ordinary							
Whether promoter/ p	romoter group ar	e interested in the	NO							
age	enda/resolution?									
Category	Mode of	No. of shares	No. of votes	% of Votes Polled	No. of Votes -	No. of	% of Votes in	% of Votes		
	Voting	held	polled	on outstanding	in favour	Votes -	favour on votes	against on votes		
	recording to the state of the s	e-co-		shares		against	polled	polled		
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)		<b>(7)=</b>		
	nere encourage de la company d		. ,			(-)	[(4)/(2)]*100	[(5)/(2)]*100		
Promoter and	E-Voting	137260984	127840284	93.14	127840284	()	100.00	0.00		
Promoter Group	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	E-Voting	67912246	23880564	35.16	23880509	55	100.00	0.00		
Institutions	Ballot Form		5347541	7.87	5347541	0	100.00	0.00		
	Total		29228105	43.04	29228050	55	100.00	0.00		
Totai		205239942	166489089	81.12	166489034	55	100.00	0.00		



### ANNEXURE 4

	Item No. 3		To re-appoint the	o <del>re</del> appoint the Statutory Auditors.						
Resolution re	quired: Special /	Ordinary	namen alakien et li transie liet van de lake van de lake en de lake	THE CONTROL TO THE CONTROL WAS AND	Ordinar	γ				
Whether promoter/ pr	omoter group ar	e interested in the	No							
age	nda/resolution?							annosso		
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		
descension		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100		
Promoter and	E-Voting	137260984	127840284	93.14	127840284	0	100.00	0.00		
Promoter Group	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	E-Voting	67912246	23880564	35.16	23880509	55	100.00	0,00		
Institutions	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		



### ANNEXURE 4

	Item No. 4	A TO THE STREET OF THE STREET	To approve re-appointment of Mr. Narendra Shah (DIN: 02143172) as Executive Director of the Company.								
Resolution r	equired: Special /	Ordinary		Special							
Whether promoter/ p	romoter group ar enda/resolution?	e interested in the		о положения в верхня подостовной структирований достовной в верхня в в верхня в в верхня в в в в в в в в в в в в в в в в в в в	No		- Annual Control of the Control of t				
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			
	distribution of the state of th	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100			
Promoter and	E-Voting	137260984	127840284	93.14	127840284	0	100.00	0.00			
Promoter Group	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	geographic and the second seco	0	0.00	0	0	0.00	0.00			
Public- Non	E-Voting	67912246	23880564	35.16	23880509	55	100.00	0.00			
Institutions	Ballot Form		5347541	7.87	5347541	0	100.00	0.00			
	Total		29228105	43.04	29228050	55	100.00	0.00			
Total	CONTRACTOR OF STREET	205239942	166489089	81.12	166489034	55	100.00	0.00			



### ANNEXURE 4

An CONCOURT MICHIGAN CORPORATION CONTRACTOR WAS INVESTED AND AN ARCONOLOGY OF THE PROPERTY OF THE CONTRACTOR OF THE CONT	Item No. 5	eli felo (decimenta) dos cristales de Cole di Español popularia versa mesara	o approve the continention of directorship of Mr. Krishna Das Gupta (DIN: 00374379) as non-executive ndependent Director of the Company.							
Resolution r	equired: Special /	Ordinary		non the international contraction and the contraction of the contracti	Special	***************************************	alle der klasse halle die Kalmar Zamar Der hends voerland vlae helde vool anvaal an meer	niannia iranum immideri mirania dinakia ettermiki tehidi etmonum indisidri dida e		
Whether promoter/ p	romoter group ar	e interested in the	No							
age	enda/resolution?									
Category	Mode of	No. of shares	No. of votes	% of Votes Polled	No. of Votes -	No. of	% of Votes in	% of Votes		
	Voting	held	polled	on outstanding	in favour	Votes -	favour on votes	against on votes		
				shares		against	polled	polled		
	ua-politica processas	no contract of the contract of		(3)=	(4)		NEW PROPERTY OF THE PROPERTY O			
		(1)	(2)	[(2)/(1)]* 100		(5)	(6)=	(7)=		
		representation of the second o	HITTHING				[(4)/(2)]*100	[(5)/(2)]*100		
Promoter and	E-Voting	137260984	127840284	93.14	127840284	0	100.00	0.00		
Promoter Group	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	E-Voting	67912246	23880564	35,16	23880509	55	100.00	0.00		
Institutions	Ballot Form		5347541	7.87	5347541	0	100.00	0.00		
	Total	P. Contraction of the Contractio	29228105	43.04	29228050	55	100.00	0.00		
Total		205239942	166489089	81.12	166489034	55	100.00	0.00		

