

**TRANSCRIPT**

**OF**

**36<sup>th</sup> ANNUAL GENERAL MEETING**

**OF**

**RUCHI INFRASTRUCTURE LIMITED**

**HELD ON**

**SATURDAY, THE 26<sup>TH</sup> SEPTEMBER, 2020**

**AT 11.45 AM**

Ruchi Joshi (Independent Director) : Good morning, I propose Mr. Krishna Das Gupta to chair the meeting.

Parag Choudhary : I agree.

Narendra Shah : Ok.

Mohan Das Kabra and Ashutosh Pandey : Ok.

Krishna Das Gupta : Ladies and Gentlemen, I am thankful to the directors for electing me to chair this 36<sup>th</sup> Annual General Meeting of your Company in terms of provisions of Section 104 of the Companies Act, 2013 read with Article 66 of the Articles of your Company.

I welcome all of you at the AGM. The time is now 11.45 a.m. and the required quorum being present, I call this meeting in order.

Under the unprecedented and challenging circumstance due to spread of COVID-19 disease, this AGM is being held through video conferencing and other audio visual means, without the physical presence of the members at a common venue. It has been convened and is being held in compliance with the applicable General Circulars issued by the Ministry of Corporate Affairs.

The Register of Directors and Key Managerial Personnel and their shareholdings and the Register of Contracts and Arrangements are available at the e-voting platform along with the Financial Statements for the financial year 2019-20 in terms of Section 129 of the Companies Act, 2013.

All the directors of your Company, Mrs. Ruchi Joshi, Mr. Ashutosh Pandey, Mr. Mohan Das Kabra, Mr. Parag Choudhary and Mr. Narendra Shah are attending the meeting.

The Company Secretary, The Chief Financial Officer, the Statutory Auditors, the Secretarial Auditors and the Scrutinizer are also present in the meeting. I extend you all a hearty welcome at your Company's 36<sup>th</sup> Annual General Meeting and hope that you are taking best precautions to maintain your health and safety in these testing times. I thank you for sparing your valuable time and making it convenient to attend the meeting.

The Annual Report containing the Directors' report and the Audited Accounts for the year ended 31<sup>st</sup> March, 2020 was emailed on 31<sup>st</sup> August, 2020 to such shareholders whose email addresses were registered with Company or their respective depositories. The same is also available at websites of the Stock Exchanges and the Company. You must have viewed it thoroughly. During the last few days of the financial year under review, when the national lock-down was implemented, the operations of Company were disrupted. However, subsequently the operations of the Company are regular in general and the Company is able to generate revenue with certainty of receipt.

Performance of the Company. During the year under review, your Company has recorded total revenue from operations of Rs. 53.37 crores as against Rs. 51.47 crores during the previous year. Profit after tax of Rs. 21 lacs has been recorded as against loss after tax of Rs. 13.25 crores during the preceeding year. This is due to lower finance costs and other income on account of sale of non-core assets. Due to inadequate profits, the Board is unable to declare any dividend on the share capital.

The Directors place on record their gratitude for the valuable assistance and esteemed co-operation extended to the Company by the Shareholders, Banks and all stakeholders during the year under review. The Directors heartily appreciate the committed efforts put in by the employees at all levels.

Current year's performance and future vision. Your Company continues to focus on its core business of storage infrastructure and renewable energy. During the first quarter of current financial year, the Company recorded revenue of Rs.10.28 crores as compared to Rs.10.13 crores recorded in corresponding quarter of previous year. Profit after tax for the quarter ended 30<sup>th</sup> June, 2020 was Rs.2.24 crores as against loss of Rs.1.18 crores in the corresponding quarter of preceeding year. The performance of the Company during the current year, amidst the unprecedented challenges, is satisfactory.

The management believes that in the long term, the infrastructure business of the Company offers good growth potential and has fewer risks. Accordingly, the profitability of the Company should improve in the near future. With concrete steps towards making the Company debt-free, the management looks forward for improved financial performance during the year.

Business of the 36<sup>th</sup> AGM. Before I prompt you all to consider the business of this meeting, I would like to mention that I am satisfied with the efforts made by the Company to enable the members to participate and vote on the items being considered in the meeting, under the challenging circumstances created due to spread of COVID-19 disease. In particular, the Company has adhered to the applicable provisions and requirements of General Circular 20/2020 read with General Circulars 14/2020 and 17/2020. The Notice of the Meeting is taken as read. There are four Ordinary resolutions and Two Special Resolutions under Ordinary and Special Business on the agenda of this meeting. The Company had provided remote e-voting facility to members (as on the cut-off date of 19<sup>th</sup> September, 2020) for casting their votes on the agenda items of Notice of 36<sup>th</sup> AGM during business hours of three days i.e. from 23<sup>rd</sup> September, 2020 to 25<sup>th</sup> September, 2020 in accordance with the provisions of Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the facility to vote electronically during the meeting is also available at the e-voting platform of CDSL, for the members who could not use the remote e-voting facility. I may mention that there is no qualification, reservation or adverse remark in the Auditors Reports on the financial statements for the year under review. To address the observation in the Secretarial Audit Report for the year under review, the promoters have been advised to comply with Regulation 31 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. While, in some moments, I will be inviting the members who have registered themselves as speakers, I now request the members who did not use the remote e-voting facility, to cast their vote in accordance with the details provided in the Notice. The voting process is being scrutinized by Mr. Prashant Diwan, the Scrutinizer. The

results of such voting exercised by the shareholders of the Company, along with the Scrutinizer's Report shall be placed on the Company's website and on the website of Central Depository Services (India) Limited within two days of the Annual General Meeting. I am thankful towards the members for taking active participation. I request all the speakers to announce their names before commenting. Please note that your comments should be brief, to the point and should avoid repetition. I now, call upon the first the speaker member.

Moderator : First speaker Mr. Rajendra Prasad Joshi has not joined so I am enabling Mrs. Ashalata Maheshwari. Madam you are unmute and can speak now.

Ashalata Maheshwari : Hanji chairman saab meri aawaj aa rahi hai.....Chairman saab anya mere sabhi director bhai, mera naam Ashalata Maheshwari hai. Jis tarah aapne apni team ke saath itne difficult aur challenging business scenario mein, jab ki GDP minus hoti ja rahee hai, turn-around kiya, mein to sabse pahle shubhkamnayen dungi. Aur phir excellent, informative aur transparent presentation ke liye Secretary aur unki team to bahut-bahut dhanyawad deti hoon. Parinaam dekhe, excellent aur encouraging kahe jayenge. Itne difficult aur challenging business environment ko dekhte hue, total revenue bade. Is saal profit hua, against loss, turn-around ho gaya Company ka. Mujhe pura viswaas hai, jaise-jaise economy improve hogi to performance improve ho kar, loss wiped out ho jayenge. Yeh dekh kar acchha laga ki covid ke samay hamare operations jyada impact nahee hue. Yeh bohot kam jagah hota hai aur Company ki services normal ho gayi, kyonki Company essential category of warehousing, storage aur edible oil mein aati hai. Yahi nahee generation of wind-power through wind mills ke kaaran additional revenue aur profitability badhi hai. Dekha jaye ki hamare Board ki leadership mein, Company current year mein much better rahegi aur performance acchhi dikhai di. Mein poochhna chahti hoon current year mein bhi koi non-core assets bechne ki planning hai kya ? Aur sabhi employees ko meri shubhkamnaye. Dhanyawad.

Chairman : Next speaker please.

Moderator : Next speaker is Mr. Yusuf Rangwala. You are unmuted.

Yusuf Rangwala : Can you hear my voice Sir ? Good morning Sir. I am very thankful for giving me the chance and also email me, Sir. Because today there are so many meetings and I left all the meetings. I pray that good days will come back. Covid mein apni factory mein koi public ko affect hua ? Aap ne koi staff kam kiya kya aur....kitne people work karte hain aur.... apni factory kahaa hai Sir, us bare mein jankari dijiye. Factory kab se chalu hau ? Thank you, Sir.

Moderator : Now, the next speaker is Mrs. Prakashini Shenoy. You are unmuted, please speak.

Prakashini Shenoy : Hello. Can you hear me Sir ? I am Prakashini Shenoy from Bombay. Respected honorable chairman Shri Krishna Das Guptaji, other dignitaries on the Board and my fellow shareholders. Good morning to all of you. I have received soft copy of AGM Notice through email which is colourful, informative, transparent and contain all the information as per corporate governance. I thank the Company Secretary and his team for the same. Sir, I am grateful that the Company is doing well. I have few questions. What is the effect of Covid-19 on our Company and what

are its challenges ? What are the learnings from the lockdown? How is the Company implementing these learnings ? Sir, do we come under purview of GST? If yes, what is the rate ? What is the road map for next two years ? I wish the Company good luck for a bright future and pray God that the profit of the Company shall reach a peak in due course. I support all the resolutions proposed. Thank you, Sir.

Moderator : The next speaker, Mr. Sulaiman Moideenkutty has not joined. So we are moving forward. Next speaker is Mr. Kirti Shah. Sir, you are unmuted, you can speak.

Kirti Shah : Hello, Good morning Sir. Why the price of Company share got increased with a huge fluctuation. Sir, in June quarter profit of Rs.2.24 crore is there so dividend should be considered. What is the borrowing of the Company and till when the Company would be debt free? What is the interest rate ? Which property has been monetised and which others are being considered ? What is the valuation of the Company ? Is there any JV proposed ? Promoters holding may be increased to 75%, since the Company plans to become debt free. Currently ROE is 3.08, what is the plan for current year. Wish you all the best. Thank you very much.

Moderator : Since, there is no other speaker shareholder, so you can proceed further please, Sir.

Chairman : Learned members of the Company, the management and all the employees of the Company are very thankful to various members for their kind words. We are also thankful to them for their good wishes and I am sure the performance of the Company during the first quarter when effect of Covid was maximum, there was lockout, your company has faired better than what it did in the first quarter of the preceeding year. As far as the effect of covid is concerned, I want to bring it to the notice of the members that, as I have also stated in my earlier speech that the nature of business of your Company is such that it had almost nil effect on the working of your Company. Mr. Kirti Shah said where is our factory. See, you know the nature of business of our Company is such that there is no factory as such except of the small work of soap manufacturing, which is continued, not to help the Company as such but to the persons who are using it still the product, hand-made soap has market in rural territory, so for them that is continued. Except this we have no factory as such. We have business of infrastructure providing warehousing facility to liquid as well as non-liquid things and of the renewable energy. Therefore, I am sure that inspite of lockdown in the first four five months of the current financial year and still the effect of covid in the remaining part of the year, we expect that we will fair better as compared to the earlier year. The members have also asked about the plan to dispose off non-core assets. You must have seen in the accounts that there is exceptional profit during the year that is on the sale of one Nagpur property. It is continued effort of the Company to get rid of assets which are of non-core business and can not be used for productive purposes in present as well as in the near future. We have also decided to sell and have already entered into a contract for selling part of the Kakinada property. Part of the advance has been received and we are hopeful that during the next quarter, the deal will be over. We are also part of a partnership firm regarding a property in Bombay. We are continually pursuing this matter with the local authorities to ensure that we get better deal in so far as disposal of this property is concerned. Mr. Kirti Shah asked what is the reason of fluctuation in price of our shares. See, the price determination of shares is totally market driven. I can only say that your Company, its promoters, its directors or anybody connected with

the Company has nothing to do with price of shares or fluctuation therein. So far as payment of dividend is concerned, we are hopeful that we do better. Certainly, the interest of all stakeholders, including shareholders is always in our mind and we will do whatever is appropriate and good in the long run for your Company. As far as the borrowings are concerned, see, we had two loans where the interest rates were higher. That is, one was from State Bank of India and the other from JM Financials. I am happy to report that both these loans, we have repaid. Now, we have a major borrowing only from South Indian Bank, which is at a reasonable rate of interest and with the sale of non-core assets, I am sure that we would be able to reduce still further the financial burden on the Company. Return on equity will certainly improve once we are able to get rid off non-core assets. Financial cost is further reduced and it will be possible for us to show a better result and better prospects to all our shareholders in the near future.

I think, I have replied to all the questions, which our members raised.

Company Secretary : Chairman sir, may I augment one thing that no staff reduction is there due to covid conditions and we have one twenty six plus members as staff as at 31<sup>st</sup> of March, 2020, Sir.

Chairman : As has been told by our Company Secretary, since our business continues and it is still going, there was no need for us and keeping in view the interest of our staff members, we have seen to it that there is no reduction at all. We have not put any un-necessary burden on our employees and your Company has the optimum number of employees, neither less nor more. And we hope to continue and give better deal, as I said, not only to our shareholders but to our employees as well, who are doing best in the testing times.

I hope, I have replied to all the questions. I believe that most of the members have cast their vote on the business items of the Notice of 36<sup>th</sup> AGM. The members, who are yet to cast their vote, may cast their votes within next fifteen minutes, after which the voting facility at AGM will be disabled by CDSL to allow scrutinizer to process his report. I, now declare this meeting as concluded.

Once again, thank you very much for attending the meeting. Please do take good care of your health. Thank you.