

RUCHI INFRASTRUCTURE LIMITED

(CIN : L65990MH1984PLC033878)

Registered Office : 706, Tulsiani Chambers, Nariman Point, Mumbai - 400021, Maharashtra

e-mail: ruchiinfrastructural@ruchiinfrastructure.com, Website : www.ruchiinfrastructure.com, Tel: +91 22 66560600

Notice

Notice is hereby given that the Forty First Annual General Meeting of the members of Ruchi Infrastructure Limited will be held on Tuesday, September 23, 2025 at 3.45 pm through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited stand-alone and consolidated financial statements of the Company for the financial year ended March 31, 2025 and the reports of Board of Directors and Auditors thereon; and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the stand-alone and consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2025, the reports of Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted."

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 and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Narendra Shah (DIN: 02143172), Director of the Company, retiring by rotation at 41st Annual General Meeting of the Company, being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, who shall be liable to retire by rotation."

3. To appoint a Director in place of Mr. Parag Choudhary (DIN: 07845977), who retires by rotation and being eligible, offers himself for re-appointment and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Parag Choudhary (DIN: 07845977), Director of the Company, retiring by rotation at 41st Annual General Meeting of the Company, being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, who shall be liable to retire by rotation."

4. To re-appoint the Statutory Auditors and to fix their remuneration and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, approval of members of the Company be and is hereby accorded for the re-appointment of M/s. SMAK & Co., Chartered Accountants (Firm Registration No. 020120C), as the Statutory Auditors of the Company to hold office from the conclusion of 41st Annual General Meeting until the conclusion of the 43rd Annual General Meeting of the Company at a remuneration of ₹5.25 lacs per annum plus applicable GST, provided that such remuneration may be increased, varied or revised by the Board of Directors during the term of appointment of Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all actions as may be necessary, proper or expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as it in its absolute discretion may deem fit without being required to seek further approval for the purpose of giving effect to the present resolution and all acts, things and deeds done in this regard by the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby ratified."

SPECIAL BUSINESS:

5. To appoint M/s. P Diwan & Associates as Secretarial Auditors of the Company and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 179 and 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. P Diwan & Associates, Practicing Company Secretaries (Firm Registration No.: P2015MH041400) be and are hereby appointed as the Secretarial Auditors of the Company for the first term of five consecutive years from financial year 2025-26 to financial year 2029-30 at the remuneration mentioned in explanatory statement, provided that such remuneration may be increased, varied or revised by the Board of Directors during the term of appointment of Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all actions as may be necessary, proper or expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as it in its absolute discretion may deem fit without being required to seek further approval for the purpose of giving effect to the present resolution and all acts, things and deeds done in this regard by the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby ratified."

Notice (Contd.)

6. To approve revision in redemption schedule of 54,60,613 – 6% Non-Convertible Cumulative Redeemable Preference Shares and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**
- “RESOLVED THAT** pursuant to the provisions of Section 48 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, the approval of members of the Company be and is hereby accorded to revise the redemption schedule of 54,60,613 – 6% Non-Convertible Cumulative Redeemable Preference Shares of ₹100/- each issued by the Company and the revised terms and conditions, more specifically mentioned in the explanatory statement to the present resolution be and are hereby approved.
- RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all actions as may be necessary, proper or expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as it in its absolute discretion may deem fit without being required to seek further approval for the purpose of giving effect to the present resolution and all acts, things and deeds done in this regard by the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby ratified.”

Registered Office:

Ruchi Infrastructure Ltd.
706, Tulsiani Chambers,
Nariman Point, Mumbai – 400 021
Date : August 8, 2025
Place : Indore

By order of the Board of Directors

Ashish Mehta
Company Secretary

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NOTES:

1. The explanatory statements pursuant to Section 102(1) of the Companies Act, 2013 relating to the businesses as to be transacted at the 41st AGM are annexed hereto.
2. The Ministry of Corporate Affairs (MCA) has vide General Circular No. 09/2024 dated September 19, 2024 read with General Circular No. 09/2023 dated September 25, 2023, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 02/2022 dated May 5, 2022, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 (collectively "MCA Circulars"), permitted Companies to conduct Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM), subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 41st AGM of the Company is being convened and conducted through VC or OAVM, without the physical presence of the members at a common venue. Participation at the 41st AGM through VC or OAVM shall be allowed on a first-come-first-served basis.
3. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the 41st AGM and hence the proxy form and attendance slip are not annexed to this notice.
4. The Members can join the Meeting through VC/OAVM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Meeting through VC/OAVM will be made available to at least 1000 members on first come first served basis. However, the participation of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. are not restricted on first come first served basis.
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Corporate Shareholders/Societies intending to authorize their authorized representative to attend the AGM through VC or OAVM are requested to send a duly certified copy of Board Resolution to the Company or upload it on the e-voting portal, authorizing their representative to attend and vote on their behalf electronically or otherwise in terms of provisions of Section 47 of the Companies Act, 2013. The said resolution shall be sent to the scrutinizer by email through its registered email address to pddiwan@yahoo.co.in with a copy marked to ruchiinfrastructure@ruchiinfrastructure.com and helpdesk.evoting@cdslindia.com.
7. The relevant details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 ("SS-2"), in respect of re-appointment of Directors as mentioned under items no. 2 and 3 of Notice of this AGM, is provided in explanatory statements to items no. 2 and 3 of the Notice.
8. In compliance with the aforesaid MCA Circulars and SEBI Circular dated October 3, 2024, Notice of the 41st AGM (being part of the Annual Report for the financial year 2024-25) is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members may access the 41st Annual Report (interalia containing the Notice of 41st AGM and explanatory statement thereto) on the Company's website: www.ruchiinfrastructure.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL i.e. www.evotingindia.com.
9. The members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc., from the Company electronically.
10. In case of joint-holding, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. Members seeking any information with regard to the accounts are requested to write to the Company Secretary at least seven days before the date of 41st AGM so as to enable the management to keep the information ready at the meeting.
12. During the year under review, no amount of unpaid/unclaimed dividend/equity shares were required to be transferred to the Investor Education and Protection Fund (IEPF) by the Company.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in physical form are requested to submit their PAN and Bank Account Details to Registrar and Share Transfer Agent of the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque.
14. SEBI has issued Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, Circular No. SEBI/HO/MIRSD/MIRSD- PoD-1/P/CIR/2023/37 dated March 16, 2023 and Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 for Common and Simplified Norms for processing investor's services request by Registrar and Share Transfer Agents (RTAs) and

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norms for furnishing PAN, KYC details and Nomination, freezing of folios without valid PAN, KYC details; compulsory linking of PAN and Aadhar by Shareholders holding shares in physical form, among others. Specimen copy of letter and prescribed formats for KYC and Nomination are available on website of Company at <http://www.ruchiinfrastructure.com/KYC.html>.

15. Members holding shares in physical form are requested to intimate changes pertaining to their bank account details, mandates, nominations, change of address, e-mail address etc., if any, to the Company or Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants.
16. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed Companies can be transferred only in dematerialized form (including transmission or transposition of securities). In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Share Transfer Agent for assistance in this regard. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-POD/P/CIR/2025/97 dated July 2, 2025, the Company has opened a special window for re-lodgement of transfer requests of physical shares (only for requests lodged before March, 2021, which is rejected/returned and not for fresh transfer) from July 7, 2025 to January 6, 2026.
17. The facility for making/varying/cancelling nominations is available for individual shareholders of the Company. Nominations can be made in Form SH-13 and any variation/cancellation thereof can be made by giving notice in Form SH-14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The forms can be obtained from the Company/Registrar and Share Transfer Agent or from the Website of the Ministry of Corporate Affairs at www.mca.gov.in.
18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by members during the annual general meeting. All documents referred to in the Notice will also be available for inspection on the basis of request of shareholder received by the Company.
19. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided facility to its members to exercise their right to vote at the 41st Annual General Meeting through the electronic voting (e-voting) service facilitated by the Central Depository Services (India) Limited (CDSL). The remote e-voting facility will also be made available from 9.00 am on Saturday, September 20, 2025 to 5.00 pm on Monday, September 22, 2025. The members who cast their votes by remote e-voting prior to the meeting may attend the meeting but shall not be entitled to cast their votes again at the meeting.
20. This AGM is being held through VC, therefore, the route map of venue is not annexed to this notice by the Company.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on Saturday, September 20, 2025 at 9.00 am and ends on Monday, September 22, 2025 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 16, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in Demat mode with NSDL Depository | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000 |

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-voting and joining virtual meeting for **physical shareholders and shareholders other than individuals holding in Demat form:-**

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your user ID :-
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Characters DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter folio number registered with the Company.
- Next enter the Image Verification as displayed and click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

| PAN | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|---|--|
| | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company, please enter the member id/folio number in the Dividend Bank details field. |

- After entering these details appropriately, click on "SUBMIT" tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant **RUCHI INFRASTRUCTURE LIMITED**.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ruchiinfrasecretarial@ruchiinfrastructure.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at ruchiinfrasecretarial@ruchiinfrastructure.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at ruchiinfrasecretarial@ruchiinfrastructure.com. These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN Card), AADHAR (self attested copy of Aadhar Card) by email to Sarthak Global Limited at investors@sarthakglobal.com with copy to the Company at ruchiinfrasecretarial@ruchiinfrastructure.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**.
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Notice (Contd.)

EXPLANATORY STATEMENTS

[Pursuant to provisions of Section 102(1) of the Companies Act, 2013]

Item No. 2

Mr. Narendra Shah is 69 years old and holds Master's Degree in Commerce and LLB from Sagar University, Madhya Pradesh. He has more than 40 years' experience in the field of account and finance and is associated with the Company since 1986. He is actively involved in taxation, finance and business operations of the Company since last more than three decades. He was inducted on the Board of Directors of the Company on April 8, 2016 as an Executive Director. He was re-appointed as an Executive Director for a further period of three years with effect from April 8, 2022. He was then, appointed as Managing Director of the Company for a period of three years with effect from September 1, 2024.

He is liable to retire by rotation in terms of Section 152 of the Companies Act, 2013 and is retiring at this Annual General Meeting. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. He is not related to any Director or Key Managerial Personnel of the Company and does not hold any equity shares of the Company. He has attended all four meetings of the Board held during the financial year 2024-25 and has drawn remuneration of ₹ 1.01 crores. He is not on the Board and Committees of any other listed entity.

He is on the Boards of Peninsular Tankers Pvt. Ltd. and Mangalore Liquid Impex Pvt. Ltd. The above profile of Mr. Narendra Shah has been provided to the members in terms of secretarial standard on general meeting (SS2) and regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board recommends the resolution set forth in Item no. 2 of the Notice to be passed as an ordinary resolution. None of the Directors of the Company holds any equity shares of the Company.

Save and except Mr. Narendra Shah and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 3

Mr. Parag Choudhary is 57 years old and holds Bachelor's Degree in Civil Engineering (Hons.) from Shri Govindram Seksaria Institute of Technology and Science, Indore, Madhya Pradesh. He has a wide experience in erection/implementation of civil engineering projects like offices, buildings, complexes, agri-warehouses, tank-terminals, edible oil refineries, etc. An expert in piling and foundation works, cross country pipeline projects for tanks terminal & refinery, industrial paint system, project material procurement, etc. He is associated with the Company since more than two and half decades and is heading the terminal business of the Company. He was promoted and inducted on the Board of Directors in June, 2020 and was re-appointed as Whole-time Director of the Company for a period of three years with effect from June 29, 2023. His designation was changed to Director (Technical) with effect from September 1, 2024.

He is liable to retire by rotation in terms of Section 152 of the Companies Act, 2013 and is retiring at this Annual General Meeting. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. He is not related to any Director or Key Managerial Personnel of the Company and does not hold any equity shares of the Company. He has attended all four meetings of the Board held during the financial year 2024-25. He has drawn notional remuneration of ₹ 1/- per month and bonus of ₹ 1.27 lacs for the financial year 2023-24 during the year under review. He is an Executive Director of Mangalore Liquid Impex Private Limited, subsidiary of the Company and has drawn remuneration of ₹ 50.96 lacs from it. He is not on the Board and Committees of any other listed entity.

The above profile of Mr. Parag Choudhary has been provided to the members in terms of secretarial standard on general meeting (SS2) and regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board recommends the resolution set forth in Item no. 3 of the Notice to be passed as an ordinary resolution. None of the Directors of the Company holds any equity shares of the Company.

Save and except Mr. Parag Choudhary and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 4

M/s. SMAK & Co. (Firm Registration No. 020120C) were appointed as Statutory Auditors of the Company by the members at the 36th Annual General Meeting (AGM) of the Company held on September 26, 2020 to hold the office from the conclusion of 36th AGM held in the year 2020 till the conclusion of 41st AGM of the Company to be held in the year 2025. Accordingly, their present term gets completed on the conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

On recommendation of the Audit Committee, the Board of Directors of the Company proposed the re-appointment of M/s. SMAK & Co., Chartered Accountants, as the Statutory Auditors of the Company for the second term of two consecutive years from the conclusion of 41st AGM till the conclusion of the 43rd AGM of the Company at a remuneration of ₹ 5.25 lacs plus applicable GST and reimbursement of out of pocket expenses for statutory audit of the Company.

Notice (Contd.)

SMAK & Co. has undertaken audit and assurance of multinational and other reputed listed companies in India. It has vast experience in internal audit, forensic audit, implementation of internal control and is providing restructuring and merger & acquisition services. The firm holds "Peer Review Certificate" issued on October 8, 2022 by the Institute of Chartered Accountants of India. CA Atishay Khasgiwala, partner is Certified Forensic Auditor and holds a certificate of FAFD issued by Institute of Chartered Accountants of India.

M/s. SMAK & Co., Chartered Accountants have given their consent and requisite eligibility certificate to act as the Statutory Auditors of the Company and have confirmed that the said re-appointment, if made, will be in accordance with the conditions prescribed in terms of applicable provisions of the Companies Act, 2013, Rules made thereunder and SEBI Regulations.

The Board recommends the resolution set forth in Item no. 4 of the Notice to be passed as an ordinary resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 5

Pursuant to recent amendments to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), a listed entity is required to appoint a Secretarial Auditor for up to two terms of five consecutive years (in case of Secretarial Audit firm), subject to approval of members of the Company at the Annual General Meeting.

In this regard, based on the recommendation of the Audit Committee, the Board of Directors of the Company, at its meeting held on August 8, 2025, approved the appointment of M/s. P. Diwan & Associates, Practicing Company Secretaries (Firm Registration No. P2015MH041400), as the Secretarial Auditor of the Company for the first term of five consecutive years commencing from financial year 2025-26 to financial year 2029-30, subject to the approval of members of the Company.

P. Diwan & Associates, Practicing Company Secretaries has been established in the year 2015 as a Partnership Firm. CS Prashant Diwan is a senior Partner and has total working experience of more than 42 years. The other partners of P. Diwan & Associates are CS Nikunj Kiri and CS Aashit Doshi. Team of P. Diwan & Associates includes qualified Company Secretaries with modern office at Mumbai. P. Diwan & Associates has gradually expanded its resource team and services to provide professional services relating to Corporate Law, Secretarial Audit, Scrutinizer, FDI/FEMA, Due Diligence, Merger & Amalgamation, Winding up and such other secretarial work.

P. Diwan & Associates has successfully provided professional services to various corporate clients including Incorporation, day-to-day compliances, Govt approvals. Clients of P. Diwan & Associates include Large Corporate Groups, Listed Entities, Foreign Corporates, Subsidiaries of Foreign Companies, Medium and Small Enterprises (SMEs), NGO/Trust, LLPs etc.

The Company has received a consent letter from M/s. P. Diwan & Associates, Practicing Company Secretaries, confirming their willingness to undertake the Secretarial Audit and issue the Secretarial Audit Report in accordance with Section 204 of the Act along with other applicable provisions, if any, of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended. They have further confirmed that they hold a valid peer review certificate issued by ICSI and do fulfill all eligibility criteria and have not incurred any disqualifications for appointment, as outlined in the SEBI circular dated December 31, 2024.

The Board of Directors has approved remuneration of ₹ 75,000/- plus applicable GST and out of pocket expenses for Secretarial Audit of the Company. The Board of Directors may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor.

The Board recommends the resolution set forth in Item no. 5 of the Notice to be passed as an ordinary resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 6

It is submitted that the Company had issued 17,33,345 and 37,27,268 Preference Shares (6% Non-Convertible, Cumulative, Redeemable Preference Shares) of ₹ 100/- each on March 30, 2006 and October 9, 2006 respectively. Such preference shares are not listed on any stock exchange. As per the terms and conditions, prevailing as at March 31, 2025, duly approved by the members of the Company vide special resolution passed on September 21, 2023, such preference shares were redeemable at par on or before December 31, 2025.

The Preference Shareholders having noted the restrained liquidity of the Company to meet its financial obligation towards them, largely due to adversities in the business of the Company during the last decade, consented in May, 2025 in accordance with the provisions of Section 48 of the Companies Act, 2013 read with applicable Rules made thereunder, for the following revised terms of the Preference Shares :

1. Preference Shares : The present terms of 6% Non-Convertible Cumulative Preference Shares issued by the Company in calendar year 2006 are the terms revised in May, 2025, in accordance with the provisions of Section 48 of the Companies Act, 2013.

Notice (Contd.)

2. **Dividend:** The Company shall, until the Preference Shares are fully redeemed or paid off, pay to the holders thereof dividend on the paid up value outstanding from time to time at the rate of 6% per annum. Such dividend shall be payable each year before making payment of dividend to equity shareholders of the Company. Such payment shall be subject to the provisions of deduction of tax at source of Income Tax Act, 1961, if any, prevailing at the time of payment. Cross border payment of dividend or reduction proceeds (in foreign currencies) shall be remitted to the holders on the exchange rates prevailing at the date of payment.

3. **Redemption:** The Company shall redeem the preference shares as follows:

- i) 10% of such shares shall be redeemed on completion of 21st year from the date of allotment.
- ii) 10% of such shares shall be redeemed on completion of 22nd year from the date of allotment.
- iii) 10% of such shares shall be redeemed on completion of 23rd year from the date of allotment.
- iv) 35% of such shares shall be redeemed on completion of 24th year from the date of allotment.
- v) 35% of such shares shall be redeemed on completion of 25th year from the date of allotment.

4. **Premature Redemption:** After the completion of three years from the date of allotment, the Company may, at its sole discretion, redeem the Preference Shares in full or part before the due dates.

5. **Due date of payment:** If the due date in respect of any installment(s) of redemption and or dividend falls on a Saturday or on a day which is a Bank holiday at the place where the payment is to be made, the immediately preceding working day shall be the due date for such payment.

6. **Place and mode of payment by the Company:** All monies payable by the Company to the Subscribers/Shareholders shall be paid at such places as may be specified by them by the telegraphic, telex or mail transfer to the account of Subscribers or by cheque or bank draft drawn in favour of the Subscribers.

7. **Service of Notice:** Any notice or request to be given or made to the Subscribers/Shareholders or to the Company or to any other party shall be in writing. Such notice or request shall be deemed to have been given or made when it is delivered by hand or dispatched by mail or telegram to the party to which it is required to be given or made at such party's designated address.

8. **Heading:** The headings of various Articles and Sections herein are inserted for convenience of reference and are not deemed to affect the construction of the relative provisions.

9. **Revision of terms and conditions:** The Company agrees to review the terms and conditions relating to any monetary benefits available to the Subscribers in case the Central Government/SEBI announces in future any modifications/ amendments/revision in the guidelines for the purpose of issue of Redeemable Cumulative Preference Shares by public limited companies.

The above variation in terms of Preference Shares (duly consented by the Preference Shareholders) is in the interest of the Company and its stakeholders. Such corporate action is required to be approved by the members of the Company in accordance with the first proviso of Section 48(1) of the Companies Act, 2013. Accordingly, the approval of members of the Company is solicited for the aforesaid revised terms and conditions pertaining to such preference shares.

The Board recommends the resolution set out at Item no. 6 of the Notice of 41st Annual General Meeting to be passed as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

Registered Office:

Ruchi Infrastructure Ltd.
706, Tulsiani Chambers,
Nariman Point, Mumbai – 400 021
Date : August 8, 2025
Place : Indore

By order of the Board of Directors

Ashish Mehta
Company Secretary