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# Notice

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Notice is hereby given that the Thirty Third Annual General Meeting of the members of Ruchi Infrastructure Limited will be held on Wednesday, September 27, 2017 at 9.15 A.M. at Rangswar Hall, Chavan Centre, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai - 400021, to transact the following business:

## ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2017, 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, 2017 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, 2017, 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 this 33<sup>rd</sup> Annual General Meeting, 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 ratify the appointment of Auditors 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, 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, and subject to the resolution passed by the members at the 30<sup>th</sup> Annual General Meeting of the Company held on September 26, 2014, approving the appointment of M/s. Ashok Khasgiwala & Co., Chartered Accountants (Firm Registration No. 000743C), as the Statutory Auditors of the Company to hold office till the conclusion of the 35<sup>th</sup> Annual General Meeting, the Company hereby ratifies such appointment from the conclusion of this 33<sup>rd</sup> Annual General Meeting until the conclusion of the Annual General Meeting to be held for the financial year 2017-18 on such remuneration as may be determined by the Board of Directors of the Company."

## SPECIAL BUSINESS:

4. To approve the appointment of Mrs. Ruchi Joshi (DIN:07406575) as an Independent Director 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 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 [Including any statutory modification(s) or re-enactment thereof for the time being in force], Mrs. Ruchi Joshi (DIN:07406575), who holds office up to the date of this 33<sup>rd</sup> Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 3 (three) consecutive years with effect from September 27, 2017.

**RESOLVED FURTHER THAT** Mr. Narendra Shah (DIN:02143172), Executive Director and Mr. Ashish Mehta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company."

5. To approve the appointment of Mr. Mohan Das Kabra (DIN: 07896243) as an Independent Director 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 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014

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{Including any statutory modification(s) or re-enactment thereof for the time being in force}, Mr. Mohan Das Kabra (DIN: 07896243), who holds office up to the date of this 33<sup>rd</sup> Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 3 (three) consecutive years with effect from September 27, 2017.

**RESOLVED FURTHER THAT** Mr. Narendra Shah (DIN:02143172), Executive Director and Mr. Ashish Mehta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company."

Registered Office:

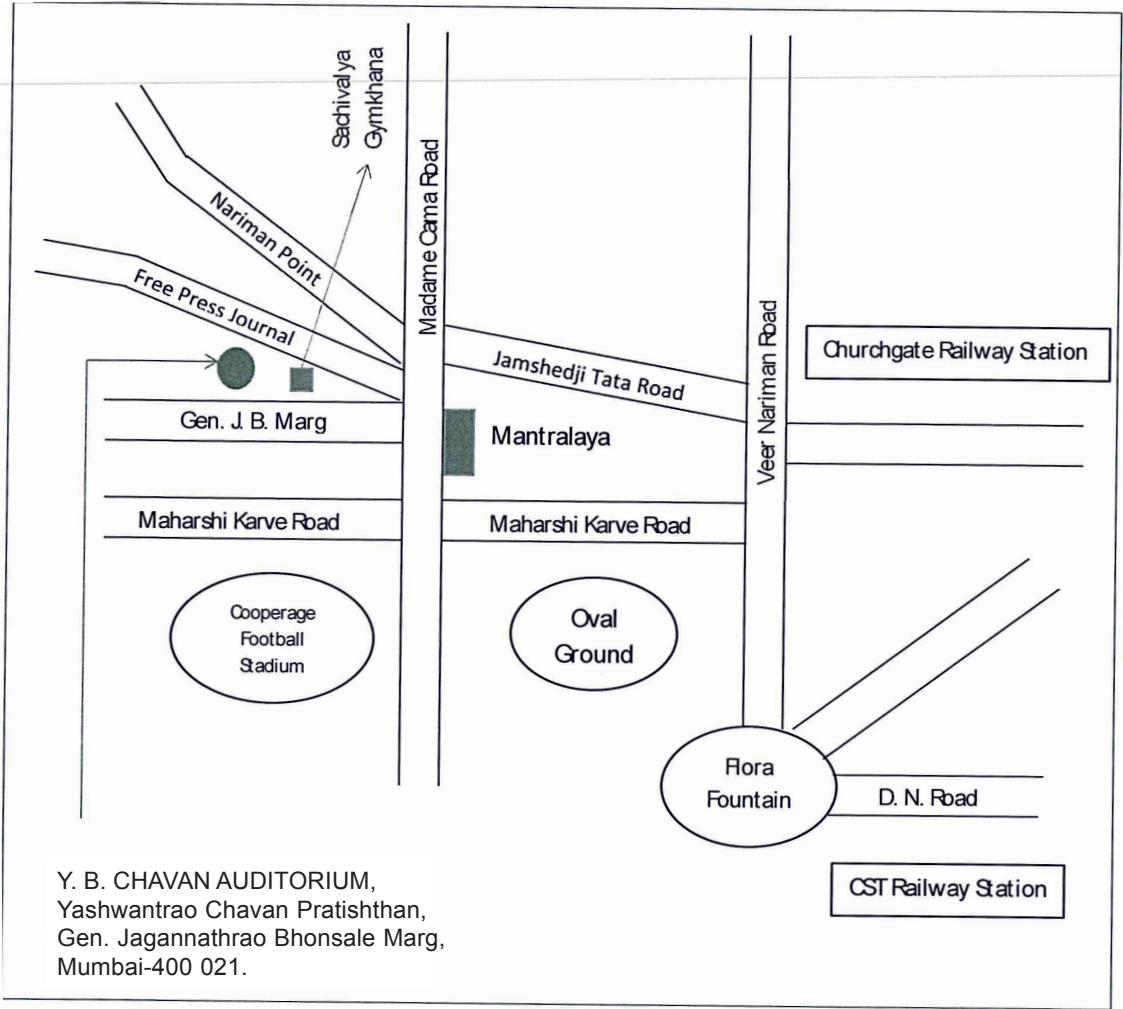
**Ruchi Infrastructure Ltd.**  
615, Tulsiani Chambers, Nariman Point,  
Mumbai – 400 021

Date : August 22, 2017  
Place : Indore

**By order of the Board of Directors**

**Ashish Mehta**  
Company Secretary

## ROUTE MAP TO AGM VENUE



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# Notice (Contd.)

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## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.  
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any shareholder.
2. An Explanatory Statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013, setting out the material facts in respect of the special business to be transacted at the meeting is annexed hereto. The particulars relating to re-appointment of Mr. Narendra Shah as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (on General Meeting) are appended to the Notice.
3. Corporate members/Societies intending to send their authorized representative to attend the Annual General Meeting 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 at the Annual General Meeting.
4. During the period beginning twenty-four hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, a member entitled to vote at the meeting is entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days of notice of such intention to inspect is given in writing to the Company.
5. Members, proxies and authorized representatives attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
6. Members, proxies and authorized representatives are requested to bring their copies of the Annual Report at the time of attending the Annual General Meeting.
7. All relevant documents referred to in accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on all working days except Saturday up to the date of Annual General Meeting.
8. In case of joint holders attending the meeting, 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.
9. Members seeking any information with regard to the accounts are requested to write to the Company at least ten days before the date of Annual General Meeting so as to enable the management to keep the information ready at the meeting.
10. Members who wish to claim their dividends that remain unclaimed are requested to correspond with the Company or to the Registrar and Share Transfer Agent. The amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred the unpaid and unclaimed dividend amount pertaining to dividend for the financial year 2008-09 to the IEPF within the stipulated time period during the year.
11. The members are requested to note that shares on which dividend remains unclaimed for seven consecutive years will also be transferred to the IEPF in terms of the provisions of Section 124 of the Companies Act, 2013 and the applicable rules made thereunder.
12. 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 electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Company's Registrar and Share Transfer Agent.
13. The Securities and Exchange Board of India (SEBI) has also mandated that for registration of transfer of securities, the transferee(s) as well as the transferor(s) shall furnish a copy of their PAN to the Company.
14. The Annual Report 2016-17, the Notice of AGM alongwith the attendance slip/proxy form, are being sent by electronic mode to those members whose e-mail addresses are registered with the Company/depositories, unless any member has requested for a physical copy of the same. For members, who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. The members may note that the Notice of the 33<sup>rd</sup> AGM and the Annual Report 2016-17 will also be available on the Company's website viz [www.ruchiinfrastructure.com](http://www.ruchiinfrastructure.com).
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.

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16. To support the “Green Initiative”, 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.
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](http://www.mca.gov.in).
18. The route map of the venue of the meeting is given at page no. 3 of the Annual Report. The prominent landmark for easy location of the venue of the Meeting is Mantralaya, Nariman point, Mumbai.
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 a facility to its members to exercise their right to vote electronically on the business of the 33<sup>rd</sup> Annual General Meeting through the electronic voting (e-voting) service facilitated by the Central Depository Services (India) Limited (CDSL). The facility for voting through ballot paper will also be made available at the meeting and the members, who have not already cast their votes by e-voting shall be able to exercise their right to vote at the meeting through ballot paper. The members who have cast their votes by e-voting prior to the meeting may attend the meeting but shall not be entitled to cast their votes again.
- A. The instructions for e-voting are as under:

(i) The e-voting period commences on Saturday, September 23, 2017 at 10.00 AM and ends on Tuesday, September 26, 2017 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 i.e. September 15, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

(ii) The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on the cut-off date. A person whose name is recorded in the Register of members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility for e-voting as well as voting at the meeting.

(iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

(iv) Click on Shareholders.

(v) Now enter your user ID as under :-

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Characters DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter folio number registered with the Company.

(vi) Next enter the Image Verification as displayed and click on Login.

(vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:
- |  |   |
|--|---|
|  | <b>For Members holding shares in Demat Form and Physical Form</b>   |
| PAN  | 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"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters e.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul> |
| 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"> <li>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 as mentioned in instruction (v).</li> </ul>   |
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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
  - (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
  - (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (xii) Click on the EVSN for **"RUCHI INFRASTRUCTURE LIMITED"**.
  - (xiii) 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.
  - (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xv) 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.
  - (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - (xviii) 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.
  - (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
  - (xx) Note for Non - Individual Shareholders and Custodians
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details they have to create a compliance user id 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 should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - 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.
  - (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- B. The Board of Directors of the Company has appointed Mr. Prashant D. Diwan, Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting/ballot process in a fair and transparent manner.
- C. The Scrutinizer shall not later than two days of conclusion of 33<sup>rd</sup> Annual General Meeting, submit a consolidated scrutinizer's report to the Executive Director of the Company, who shall declare the results forthwith.

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# Notice (Contd.)

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## EXPLANATORY STATEMENT

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

### Item No. 4

The Board of Directors of the Company, at its meeting held on December 31, 2016, had appointed Mrs. Ruchi Joshi as an Additional Director of the Company and pursuant to the provisions of Section 161 of the Companies Act, 2013, she holds the office up to the date of ensuing Annual General Meeting of the Company. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director of the Company. She is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Section 149 of the Act inter alia stipulates that an independent director can hold office for a term up to 5(five) consecutive years on the Board of a Company and he/she shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mrs. Ruchi Joshi that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mrs. Ruchi Joshi, aged 30 years old, is a Commerce graduate and an ACS. She is engaged in corporate legal and secretarial consultancy. She has varied experience of more than 8 years in the field of Corporate Affairs and is not related to any director or key managerial personnel of the Company and does not hold any equity shares of the Company. Since the date of his appointment as an Additional Director (i.e. December 31, 2016), she has attended all meetings held upto March 31, 2017. She has not drawn any remuneration from the Company except sitting fee for attending the Board/Committee meetings and is not on the Board and Committees of any other listed entity. She is on the Board of Ruchi Renewable Energy Private Limited (Subsidiary Company). None of the directors holds any equity shares of the Company.

Having regard to her knowledge and experience, it will be in the interest of the Company to appoint Mrs. Ruchi Joshi as an Independent Director of the Company.

In the opinion of the Board, Mrs. Ruchi Joshi fulfills the conditions for her appointment as an Independent Director as specified in the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She is independent to the management.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2). Copy of the draft letter for appointment of Mrs. Ruchi Joshi as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Board recommends the ordinary resolution as set out at Item No. 4 of the Notice for approval of the members.

Save and except Mrs. Ruchi Joshi, none of the other Directors or Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 4 of the Notice.

### Item No. 5

The Board of Directors of the Company, at its meeting held on August 22, 2017, had appointed Mr. Mohan Das Kabra as an Additional Director of the Company and pursuant to the provisions of Section 161 of the Companies Act, 2013, he holds the office up to the date of ensuing Annual General Meeting of the Company. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Section 149 of the Act inter alia stipulates that an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a Company and he/she shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Mohan Das Kabra that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Mohan Das Kabra, aged 64 years old, is Master of Science from BITS, Pilani and LLB from Gujarat University, Ahmedabad. He joined Indian Revenue Service in 1978 and worked in various capacities with Income Tax Department, Madhya Pradesh, Maharashtra, Gujarat, Delhi. He has also headed as IT Ombudsman (Tamil Nadu and Pondicherry), Chennai and (Madhya Pradesh and Chhattisgarh), Bhopal. He is presently enrolled as Advocate of Madhya Pradesh, High Court. Mr. Kabra 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 not drawn any remuneration from the Company and is not on the Board and Committees of any other listed/unlisted Company. None of the directors holds any equity shares of the Company.



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# Notice (Contd.)

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Having regard to his knowledge and experience, it will be in the interest of the Company to appoint Mr. Mohan Das Kabra as an Independent Director of the Company.

In the opinion of the Board, Mr. Mohan Das Kabra fulfills the conditions for his appointment as an Independent Director as specified in the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is independent to the management.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2). Copy of the draft letter for appointment of Mr. Mohan Das Kabra as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Board recommends the ordinary resolution as set out at Item No. 5 of the Notice for approval of the members.

Save and except Mr. Mohan Das Kabra, none of the other Directors or Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 5 of the Notice.

Registered Office:

**By order of the Board of Directors**

**Ruchi Infrastructure Ltd.**

615, Tulsiani Chambers, Nariman Point,  
Mumbai – 400 021

Date : August 22, 2017

**Ashish Mehta**

Place : Indore

Company Secretary

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## **PROFILE OF MR. NARENDRA SHAH, DIRECTOR OF THE COMPANY, WHO IS AVAILABLE FOR RE-APPOINTMENT AT THE 33<sup>RD</sup> ANNUAL GENERAL MEETING PURSUANT TO SECRETARIAL STANDARD ON GENERAL MEETING (SS-2) AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Mr. Narendra Shah is 61 years old and holds Masters Degree in Commerce and LLB from Sagar University, Madhya Pradesh. He has more than 37 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 three decades. He was appointed on the Board of Directors on April 8, 2016, liable to retire by rotation and is retiring at this Annual General Meeting.

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 meetings of the Board held during the financial year 2016-17 and has drawn remuneration of ₹ 37.78 Lakh as the Executive Director of the Company for the financial year 2016-17. He is not on the Board and Committees of any other listed entity. He is on the Boards of Peninsular Tankers Pvt. Ltd., Union Infrastructure Solutions Pvt. Ltd., Mangalore Liquid Impex Pvt. Ltd. and Mahakosh Holdings Pvt. Ltd. None of the directors of the Company holds any equity shares of the Company.