

RUCHI INFRASTRUCTURE LIMITED

(CIN: L65990MH1984PLC033878)

Regd. Office: 706, Tulsiani Chambers, Nariman Point, Mumbai - 400021

Phone: 022 49712051

e-mail id: ruchiinfrasecretarial@ruchiinfrastructure.com;

website: www.ruchiinfrastructure.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, each as amended and applicable circulars issued by Ministry of Corporate Affairs.]

VOTING STARTS ON	VOTING ENDS ON
Tuesday, January 3, 2023 at 9.00 am (IST)	Wednesday, February 1, 2023 at 5.00 pm (IST)

Dear Members,

NOTICE is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 (“**the Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), applicable Secretarial Standards on General Meetings, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) read with General Circular No.11/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs and other applicable provisions of the Act, Rules, Regulations, Circulars and Notifications issued thereunder [including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force], that the resolution as set out hereunder is proposed to be passed as Special Resolution by the Members of Ruchi Infrastructure Limited (“**the Company**”) by way of Postal Ballot by voting through electronic means (“**e-voting**”).

In accordance with applicable circulars issued by Ministry of Corporate Affairs, the communication of assent or dissent of the members of the Company would take place only through the e-voting, instead of physical postal ballot forms and this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company on Friday, December 23, 2022. The Postal Ballot Notice will also be placed on the website of the Company (www.ruchiinfrastructure.com) and on the website of CDSL (www.cdslindia.com). Members of the Company who are entitled to vote and whose correct e-mail address is not registered/updated with the Company/Depositories, are also requested to follow the process provided in the Notes hereof to cast their votes by e-voting.

The Explanatory Statement setting out the material facts and reasons concerning the resolution being special business is annexed hereto, pursuant to provisions of Section 102 of the Act and other applicable provisions of the Act, Rules and SEBI Regulations.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the Listing Regulations, the Company has provided e-voting facility to its Members to enable them to cast their votes electronically, instead of submitting the Postal Ballot Form physically. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (“**CDSL**”) as the agency to provide e-voting facility. Members are requested to carefully read the instructions in this Postal Ballot Notice and follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The e-voting period commences from 9.00 am (IST) on Tuesday, January 3, 2023 and ends at 5.00 pm (IST) on Wednesday, February 1, 2023. Members are requested to record their assent (FOR) or dissent (AGAINST) only through the e-voting process not later than **5.00 pm (IST) on Wednesday,**

February 1, 2023. E-voting will be blocked by CDSL immediately thereafter and will not be allowed beyond the said date and time.

The Board of Directors of your Company at its meeting held on December 31, 2022 has appointed Mr. Prashant Diwan, Practicing Company Secretary, as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman/Executive Director of the Company. The results of the e-voting conducted through Postal Ballot process along with the Scrutinizer's Report will be announced by the Company, on or before **Friday, February 3, 2023**. The same will be displayed on the website of the Company: (www.ruchiinfrastructure.com), the website of CDSL: www.cdslindia.com and shall also be communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") where the Company's equity shares are listed. The Company will also display the results of the Postal Ballot process at its Registered Office.

SPECIAL BUSINESS

Item No.1:

Preferential Issue of upto 3,07,85,000 (three crores seven lakhs eighty five thousand) warrants each convertible into one equity share having face value of Re. 1/- of the Company in accordance with the applicable laws to two entities amongst Promoter Group of the Company.

To consider and if thought fit, to pass the following resolution, as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (**"the Act"**) read with the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 {including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force}, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (**"ICDR Regulations"**), SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (**"Listing Regulations"**), the listing agreements executed by the Company with the Stock Exchanges, other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (**"SEBI"**), Reserve Bank of India (**"RBI"**), Ministry of Corporate Affairs (**"MCA"**), stock exchanges where the shares of the Company are listed namely, BSE Limited and National Stock Exchange of India Limited (collectively, **"Stock Exchanges"**) and/or any other statutory / regulatory authority, provisions of Memorandum and Articles of Association of the Company and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities (including regulatory or statutory authorities), institutions or bodies as may be required and subject to such conditions and modifications, as may be prescribed by any of them, while granting any such approval(s), consent(s), permission(s) and/or sanction(s), and which may be agreed to by the Board of Directors of the Company {hereinafter referred to as the **"Board"** which terms shall be deemed to include any committee(s) which the Board, may have constituted or may constitute hereafter to exercise its powers including the powers conferred by this resolution} the consent and approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, from time to time in one or more tranches, up to 3,07,85,000 (three crores seven lakhs eighty five thousand only) warrants, each convertible into 1 (one) fully paid-up equity share of the Company having face value of Re.1/- (Rupee One Only) (**"Warrants"**) at a price of Rs. 10.30 (Rupees Ten and thirty paise only) each payable in cash (**"Warrant Issue Price"**) at a premium of Rs.9.30 (Rupees nine and thirty paise only) per equity share resulting out of exercise of conversion of warrant during its validity period, aggregating upto Rs. 31,70,85,500/- (Rupees thirty one crores seventy lakhs eighty five thousands and five hundreds only) (**"Total Issue Size"**) on a preferential basis to the entities in such manner and upon such terms and conditions, as mentioned in the explanatory statement annexed to this notice subject to any suitable alteration(s), modification(s), condition(s), correction(s), change(s) and variation(s) therein that may be decided by the Board in

its absolute discretion, and such other terms and conditions, as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of ICDR Regulations, or other applicable laws in this respect.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the ICDR Regulations, the “Relevant Date” for the purpose of determination of the floor price of such warrants to be issued and allotted as above shall be **Monday, January 2, 2023**, being the date 30 (thirty) days prior to the last date for e-voting for postal ballot i.e. **Wednesday, February 1, 2023** (on which date this resolution, if approved by the requisite majority, will be deemed to be passed as Special Resolution).

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants and the Equity Shares to be allotted on conversion of warrants shall be subject to the terms and conditions as mentioned in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT requisite disclosures in regard to Regulation 163(1)(i) of ICDR Regulations read with Schedule VI thereto have been provided in para 9 of the explanatory statement of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of warrants, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent and approval of the members of the Company be and is hereby accorded to record the name and address of the proposed allottees and issue a private placement offer cum application letter in the Form PAS-4 to the proposed allottees inviting them to subscribe to the warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the present resolution, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares on exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the present resolution (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Maharashtra (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants and Equity Shares to the respective dematerialized securities account of the Warrant Holders, and to delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolution and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and

take all steps and decisions in this regard, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to delegate any or all of the powers conferred upon it by this resolution to any committee of directors of the Company (“Committee”), any director(s) and / or officer(s) and / or any person associated with the Company.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to above or contemplated in the present resolution are hereby approved, ratified and confirmed in all respects.”

**By order of the Board of Directors
For Ruchi Infrastructure Ltd.**

Registered Office:

706, Tulsiani Chambers,
Nariman Point, Mumbai – 400021
E-mail id: ruchiinfrasecretarial@ruchiinfrastructure.com
Website: www.ruchiinfrastructure.com

Place: Indore

**Sd/-
Ashish Mehta
Company Secretary
(Membership No.:A15469)**

December 31, 2022

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Rules setting out the material facts and reasons for the proposed Resolution of the Postal Ballot Notice is annexed herewith for consideration and it forms part of this Postal Ballot Notice.
2. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in note no. 15 of this Notice.
3. The Postal Ballot Notice along with the instructions regarding e-voting is being sent by electronic mode to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Company / Depositories as at close of business hours on **Friday, December 23, 2022 (Cut-off date)**, and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent as on the Cut-off date and will also be sent to those member who will seek copy of this notice after registering/ updating their e-mail address in accordance with the process outlined in this Notice.
4. A copy of the Postal Ballot Notice is available on the website of the Company at www.ruchiinfrastructure.com, website 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 our e-voting agency i.e. Central Depository Services (India) Limited (‘CDSL’) e-voting website at www.evotingindia.com.
5. All documents referred to in the Postal Ballot Notice will also be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the closure of the voting period. Members desirous of inspecting the documents referred to in the Resolution or explanatory statement may send their requests to ruchiinfrasecretarial@ruchiinfrastructure.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, between the periods **Tuesday, January 3, 2023 to Wednesday, February 1, 2023**.
6. The voting rights of the Members shall be in proportion to their share of the paid-up share capital of the Company as on the Cut-Off Date i.e. **Friday, December 23, 2022**. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall only be considered eligible for the purpose of E-voting and those members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the E-voting process or otherwise in terms of provisions of Section 47 of the Act. Any person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for

information purpose only.

7. Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Postal Ballot Notice.
8. The E-voting will commence on **Tuesday, January 3, 2023 at 9.00 am (IST) and** will end on **Wednesday, February 1, 2023 at 5.00 pm (IST)**. During this period, members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The E-voting will be blocked by CDSL immediately thereafter and will not be allowed beyond the said date and time.
9. Members are requested to cast their vote through the e-voting process not later than **5:00 pm (IST) on Wednesday, February 1, 2023**, in order to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. Once the votes on the Resolution are casted by the Member, the Member shall not be allowed to change such votes subsequently.
10. The Board of Directors of the Company has appointed Mr. Prashant Diwan, Practicing Company Secretary (FCS: 1403 & COP No. 1979), as Scrutinizer, to scrutinize the Postal Ballot through e-voting process in a fair and transparent manner.
11. The Scrutinizer will submit his report to the Chairman or Executive Director after the completion of scrutiny and the result of the voting by postal ballot through the E-voting process will be announced by the Company on or before **Friday, February 3, 2023**. The Scrutinizer's decision on the validity of the e-voting shall be final and binding.
12. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ruchiinfrastructure.com and on the website of CDSL www.evotingindia.com and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
13. The Resolution, if approved by the requisite majority through Postal Ballot, shall be deemed to have been passed on **Wednesday, February 1, 2023**, i.e. the last date specified for receipt of votes on postal ballot through e-voting.
14. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
15. **THE INSTRUCTIONS FOR SHAREHOLDERS REGARDING E-VOTING ARE AS UNDER:**
 - (i) The voting period begins on **Tuesday, January 3, 2023 at 9.00 am (IST)** and ends on **Wednesday, February 1, 2023 at 5.00 pm (IST)**. 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 **Friday December 23, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide 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.

- (iii) 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.

Pursuant to above said 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	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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 e-voting 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	<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 e-voting period or joining virtual meeting & voting during the meeting.

	<p>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.</p> <p>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 hold 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 redirected to e-Voting service provider website for casting your vote during the e-voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 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 abovementioned website.

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 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
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"> 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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions.
- (viii) contained in this Notice.
- (ix) Click on the EVSN for the **RUCHI INFRASTRUCTURE LIMITED** on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) **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 should be mailed to 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.
- Alternatively Non Individual shareholders are required 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 (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 scanned copy of Aadhar Card) by email to Company at ruchiinfrasecretarial@ruchiinfrastructure.com or its RTA at investors@sarthakglobal.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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

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 on 022-23058542/43.

Item No. 1

The Company intends to raise funds to meet capital expenditure requirements for expansion of capacities of its terminal and warehousing businesses and for other general corporate purposes, including repayment of term loan availed from the South Indian Bank Limited. The Board of Directors of the Company at its meeting held on Saturday, December 31, 2022 has, subject to approval(s) of members of the Company and other jurisdictional regulatory/statutory authorities in this regard, proposed to create, offer, issue and allot up to **3,07,85,000** (three crores seven lakhs eighty five thousand only) Warrants, each convertible into 1 (one) fully paid-up equity share of the Company having face value of Re. 1/- (Rupee one only) (“**Warrants**”) on a preferential basis to two Promoter Group entities [“**Warrant Holder(s)**”/“**Proposed Allottee(s)**”] at a price of Rs.10.30 per warrant (“**Warrant Issue price**”) which is in accordance with the applicable ICDR Regulations. The price determined above and the number of equity shares to be allotted on exercise of warrants shall be subject to appropriate adjustments under circumstances envisaged under Regulation 166 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“**ICDR Regulations**”).

Approval of the members of the Company by way of special resolution is being sought, inter alia, in terms of Sections 23(1)(b), 42 and 62(1)(c) the Companies Act, 2013 (“**the Act**”) read with Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Chapter V of the ICDR Regulations to create, offer, issue and allot Warrants as per details mentioned in the resolution forming part of the Postal Ballot Notice on the terms and conditions, more specifically provided hereunder.

The issue and allotment of Warrants including resultant equity shares arising out of exercise of entitlement attached to Warrants shall, inter alia, be on the following material terms and conditions:

- a. Pursuant to Regulation 170(4) of **ICDR Regulations**, the allotment of the Warrants (including the Equity Shares to be allotted on conversion of such Warrants) shall be made only in dematerialized form;
- b. In accordance with the provisions of Regulation 161 of ICDR Regulations, the ‘**Relevant Date**’ for the purpose of determination of the floor price of such warrants to be issued and allotted shall be **Monday, January 2, 2023** being the date 30 days prior to the date on which this resolution, if approved by the requisite majority, will be deemed to have been passed, i.e. Wednesday, 1st February, 2023;
- c. An amount of Rs. 2.60 (“**Warrant Subscription Price**”) per warrant {being more than 25% (twenty five per cent) of the Warrant Issue Price} shall be paid by the Warrant Holders to the Company as upfront payment for allotment of warrants;
- d. The Warrant Holders shall be, subject to the ICDR Regulations and other applicable rules, regulations and laws, entitled to exercise the conversion rights attached to the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants to be converted into Equity Shares of the Company and making payment of balance amount of Rs.7.70 per warrant (“**Warrant Exercise Price**”) in respect of each Warrant proposed to be converted by the Warrant Holder;
- e. On receipt of such application from a Warrant Holder, the Company shall without any further approval from the Shareholders of the Company take necessary steps to issue and allot the corresponding number of Equity Shares to the Warrant Holders;
- f. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited;

- g. The pre-preferential shareholding of the Warrant Holders, if any, in the Company and the resultant Equity Shares arising on exercise of entitlement attached to such Warrants shall be subject to lock-in as per the provisions of the ICDR Regulations;
- h. The Equity Shares so allotted on exercise of the Warrants shall be issued in dematerialized form and shall rank pari passu with the existing Equity Shares of the Company in all respects including entitlement to voting rights and dividend. The Company shall procure the listing and trading approvals for such equity shares from the Stock Exchanges in accordance with the applicable rules, regulations and laws;
- i. The proposed issue and allotment of the Warrants and the exercise of option thereof will be governed by the Memorandum and Articles of Association of the Company, the Act, ICDR Regulations, Listing Regulations, applicable rules, notifications and circulars issued by the SEBI, Reserve Bank of India and such other acts/rules/regulations as maybe applicable and subject to necessary approvals/ consents, if any, from the statutory and/or regulatory authorities;
- j. The allotment of the Warrants is subject to the Proposed Allottees and any member of promoter and promoter group not having sold any Equity Shares of the Company during 90 trading days preceding the Relevant Date i.e., **Monday, January 2, 2023**;
- k. None of the person belonging to promoters/promoter group has previously subscribed to warrants of the Company but has failed to exercise the warrants.

The other details of the preferential issue of Warrant, including requisite disclosures, as required under the Act and Rules made thereunder and under Regulation 163 and other applicable provisions of the ICDR Regulations are set out below:

1. Objects of the preferential issue:

The Company intends to raise funds to part finance the capital expenditure requirements of the Company to be spent in next 18 to 24 months for expansion of capacities of its terminal and warehousing businesses. At least seventy five percent of total issue size shall be utilized in meeting such capital expenditure and the balance may be utilised for general corporate purposes, including repayment of term loan to South Indian Bank Limited. The idle or un-utilised funds for the time being shall be kept in fixed deposits with Scheduled/Nationalised Banks in the best interest of the Company.

2. Maximum number of specified securities to be issued:

The Board of Directors of the Company has subject to requisite approvals approval preferential issue of upto 3,07,85,000 (three crores seven lakhs eighty five thousand) warrants, each convertible into 1 (one) fully paid-up equity share of the Company having face value of Rs. 1/- (Rupee One Only) ("**Warrant**") each at a price of Rs.10.30 (Rupees ten and thirty paise only) per warrant ("**Warrant Issue Price**", including the Warrant Subscription Price and the warrant exercise price) calculated in terms of ICDR Regulations, out of which Rs. 2.60 (Rupees two and sixty paise only) per warrant ("**Warrant Subscription Price**") {being more than 25% (twenty five per cent) of the Warrant Issue Price} shall be paid by the Warrant Holders to the Company before the allotment of Warrant and the balance of the Warrant Issue Price being Rs.7.70 (Rupees seven and seventy paise only) per warrant ("**Warrant Exercise Price**") shall be paid by the Warrant Holders to the Company upon exercise of Warrant entitlement.

3. Intent of the Promoters, Director(s) or Key Managerial Personnel of the Company to subscribe to the offer:

None of the Promoters, Director(s) or Key Managerial Personnel of the Company intends to subscribe to the offer.

4. Shareholding pattern of the issuer before and after the preferential issue:

Category of Shareholders	Pre-issue		Post-Allotment #	
	No. of Equity Shares	%	No. of Equity Shares	%
Promoter & Promoter Group				
1. Indian				
a. Individuals / HUF	30399290	14.81	30399290	12.88
b. Central / State Government	-	-	-	-
c. Financial Institutions / Banks	-	-	-	-
d. Bodies Corporate	60242756	29.35	80765756	34.22
e. Promoters Trusts	36505610	17.79	46767610	19.81
f. Person Acting in Concert	-	-	-	-
2. Foreign	7600000	3.70	7600000	3.22
Total Promoter/ Promoter Group (A)	134747656	65.65	165532656	70.13
Public Shareholders				
1. Institutions	21841572	10.64	21841572	9.25
2. Central / State Government	-	-	-	-
3. Non-Institutions	48650714	23.71	48650714	20.62
Total Public Shareholding (B)	70492286	34.35	70492286	29.86
TOTAL (A+B)	205239942	100	236024942	100

Assuming all the warrants proposed to be allotted pursuant to this issue are converted into equity shares of the Company.

5. Time frame within which the preferential issue shall be completed:

Pursuant to Regulation 170 of ICDR Regulations, preferential allotment of the Warrants is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the Shareholders of the Company or within such other statutory time limits as may be prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority (ies) for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

6. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees :

Promoters (namely Mr. Ankesh Shahra, Mr. Sarvesh Shahra and Ms. Amisha Shahra) of the Company and their immediate relatives are the natural persons who are the ultimate beneficial owners of the warrants/equity shares proposed to be allotted and/or who ultimately control the proposed allottees. Trustees of Indivar Foundation (proposed allottee) are Mr. Pradeep C. Limdi and Mr. Vipul Amul Desai.

7. The percentage of post preferential issue capital that may be held by the allottees and change in control, if any, in the issuer consequent to the preferential issue:

The Company has not made any other preferential offer during the current financial year. No change in control in the Company would occur consequent to the proposed preferential offer, which is of upto 3,07,85,000 (three crores seven lakhs eighty five thousands only) warrants to the following two entities :

Sr. No.	Name of the Proposed Allottees	Category	Pre Issue Equity holding		Maximum numbers of warrants to be allotted	Post issue Equity holding (After exercise of Warrants) #	
			No. of shares	%		No. of shares	%
1.	Ruchi Realty Private Limited	Promoters Group	0	-	2,05,23,000	2,05,23,000	8.70
2.	Indivar Foundation	Promoters Group	1,50,00,000	7.31	1,02,62,000	2,52,62,000	10.703

Assuming all the Warrants issued pursuant to this issue are converted into Equity Shares of the Company.

8. Undertakings as to re-computation of price and lock-in of specified securities

The Company shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, in terms of the provision of Regulation 166 of the ICDR Regulations or any other applicable laws, where it is required to do so.

The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the Warrant Holder.

9. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower.

None of the promoters, the Company and its Directors is categorized as wilful defaulter(s) or a fraudulent borrower or a fugitive economic offender. Mr. Dinesh Shahra, one of the relatives of promoters and his brother (Mr. Kailash Shahra) have been declared as wilful defaulter in December, 2017 by IDBI Bank Limited (IDBI) and in December, 2018 by State Bank of India (SBI) based on the then default of Patanjali Foods Limited (formerly known as Ruchi Soya Industries Limited/RSIL), which default has since been resolved by virtue of implementation of Resolution Plan in December, 2019 in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016. RSIL is continuing as an entity among the promoter group of the Company, however, presently it has no control over the Company.

Mr. Dinesh Shahra, erstwhile Director/guarantor of RSIL was declared wilful defaulter by IDBI in December, 2017 and by SBI in December, 2018 for principal amounts of Rs. 730 crores and Rs. 770.46 crores respectively and the interests thereon then payable by RSIL. Such actions of IDBI and SBI have been challenged by writ petitions submitted during July, 2018 and May, 2019 to the High Courts of appropriate jurisdictions. IDBI has been stayed from declaring Mr. Dinesh Shahra as willful defaulter with effect from 19th November, 2018 and the writ petition filed against action of State Bank of India is pending to be decided.

Mr. Kailash Shahra, erstwhile Director/guarantor of RSIL was declared wilful defaulter by IDBI in December, 2017 and by SBI in December, 2018 for principal amounts of Rs. 730 crores and Rs. 770.46 crores respectively and the interests thereon then payable by RSIL. Such actions of IDBI and SBI have been challenged by writ petitions submitted during May, 2019 and October, 2020 to the High Courts of appropriate jurisdictions. The Hon'ble High Court in October, 2019 had set aside the order of IDBI and director IDBI to remove the willful defaulter proceedings against Mr. Kailash Shahra and to take appropriate corrective steps. Similarly, the writ petitions against action of SBI is pending to be decided.

10. Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Proposed allottee	Current category	Proposed category post preferential issue
Ruchi Realty Pvt. Ltd.	--	Promoter Group
Indivar Foundation	Promoter Group	Promoter Group

11. Certificate of Practicing Company Secretary under ICDR Regulations:

Requisite certificate issued by Mr. Prashant Diwan, Practicing Company Secretary in terms of Regulation 163 (2) of the ICDR Regulations, certifying that the issue is being made in accordance with the requirements of these regulations is available for inspection by the members of the Company on the website of the Company at www.ruchiinfrastructure.com (link: http://www.ruchiinfrastructure.com/Pref_Issue-PCS_Certificate.pdf) for due consideration of the proposed preferential issue.

12. Determination of Warrant issue price, basis and justification thereof :

The equity shares of Company are frequently traded at National Stock Exchange of India Limited (NSE) in accordance with the ICDR Regulations. As per ICDR Regulations, the offer price shall be higher of the floor price determined under Regulation 164 or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the Company for determination of floor price of the preferential issue. The Articles of Association of the Company do not contain any restrictive provision for preferential issue and do not provide for determination of floor price in case of preferential issue. The floor price as per the ICDR Regulations is Rs.10.22 per warrant.

In accordance with the provisions of Regulation 166A, the Board of Directors of the Company considered the valuation report issued by M/s. S.K. Malani and Co., Chartered accountants, independent registered valuer (registration no. IBBI/RV/06/2019/11955) having office at Flat No.4, Shripad Apartment, Shivshahi Colony, Canal Road, Karve Nagar, Pune-411058, for determining the Warrant Issue Price of Rs.10.30 (Rupees ten and thirty paise) per warrant.

The Valuation Report (link : http://www.ruchiinfrastructure.com/Pref.Issue-RV_Report.pdf) is available for inspection by the members by the members of the Company on the website of the Company at www.ruchiinfrastructure.com.

13. Principal terms of assets charged as securities:

Not applicable.

14. Other Disclosures/Undertaking:

- i. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
- ii. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees;
- iii. The Company shall be making application seeking in-principle approval to the stockexchange(s) on the same day when this notice will be sent to the members of the Company;
- iv. The Company is in compliance with the conditions for continuous listing; and
- v. None of the proposed allottees, the promoters and entities of promoter group has sold any equity share during 90 trading days preceding the Relevant Date.

In terms of the provisions of Section 23 (1)(b), Section 62(1)(c) of the Companies Act, 2013 as

amended including applicable rules notified thereunder (“Act”), Regulation 160(b) of Chapter V of ICDR Regulations, the said issue of Warrants requires prior approval of the Shareholders of the Company by way of a Special Resolution.

The Board believes that the proposed issue of Warrants is in the best interest of the Company and its Shareholders and therefore recommends the resolution to be passed as a Special Resolution of the Members.

None of the Directors / Key Managerial Personnel(s) of the Company or their relatives is concerned or interested, financially or otherwise, in the above referred resolution.

**By order of the Board of Directors
For Ruchi Infrastructure Ltd.**

Registered Office:

706, Tulsiani Chambers,
Nariman Point, Mumbai – 400021
E-mail id: ruchiinfrasecretarial@ruchiinfrastructure.com
Website:www.ruchiinfrastructure.com

Place: Indore

**Sd/-
Ashish Mehta
Company Secretary
(Membership No.:A15469)**

December 31, 2022