

REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF RUCHI INFRASTRUCTURE LIMITED ("THE COMPANY") RECOMMENDING THE DRAFT COMPOSITE SCHEME OF AMALGAMATION OF LENNOX INVESTMENT PRIVATE LIMITED AND MULTIACRE INVESTMENT SERVICES PRIVATE LIMITED WITH THE COMPANY AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS, APPROVED AT ITS MEETING HELD ON 28TH MAY, 2026.

1. MEMBERS PRESENT

Sr. No.	Name of Directors	Designation
1.	Mr. Mohan Das Kabra	Chairman and Independent Director
2.	Mr. Narendra Shah	Managing Director
3.	Mrs. Ruchi Joshi Meratia	Independent Director

2. BACKGROUND

A meeting of the Audit Committee of the Board of Directors of the Company was held on 28th May, 2026, inter alia, to consider and if thought fit, to recommend to the Board of Directors of the Company, the proposed composite scheme of amalgamation of *Lennox Investment Private Limited* and *Multiacre Investment Services Private Limited* (together referred to as the "Transferor Companies"/ "Amalgamating Companies") with Ruchi Infrastructure Limited ("the Company") and their respective shareholders and creditors under Section 230 - 232 and other applicable provisions of the Companies Act, 2013 ("Act"), for the merger by absorption of the Transferor Companies with the Company.

3. COMPANIES INVOLVED AND SALIENT FEATURES OF THE SCHEME**3.1 Companies involved in the draft Composite Scheme:**

- (i) Lennox Investment Private Limited (hereinafter referred to as "Lennox" or "Amalgamating Company No. 1") having CIN - U67120MH2021PTC368026, a company incorporated under the Companies Act, 2013 and having its Registered Office situated at G-2, Ground Floor, Eternity Commercial Premises Co-op. Society Ltd., Teen Hath Naka, Wagle Industrial Estate, Thane, Maharashtra, India - 400604. Its main objects include business of finance, investment, loans and guarantees, and in dealing in securities and financial instruments. It also undertakes investment in, acquisition, holding and transfer of shares, stocks, debentures, bonds, derivatives, currencies and other securities of any kind, in India or abroad but, presently, the Company is not engaged in any significant activity.



- (ii) Multiacre Investment Services Private Limited (hereinafter referred to as “Multiacre” or “Amalgamating Company No. 2”) having CIN - U65900MH2021PTC368294, a company incorporated under the Companies Act, 2013 and having its Registered Office situated at G 2, Ground Floor, Eternity Commercial Premises Co-op. Society Ltd., Teen Hath Naka, Wagle Industrial Estate, Thane, Maharashtra, India - 400604. Its main objects include business of finance, investment, loans and guarantees, and in dealing in securities and financial instruments. It also undertakes investment in, acquisition, holding and transfer of shares, stocks, debentures, bonds, derivatives, currencies and other securities of any kind, in India or abroad but, presently, the Company is not engaged in any significant activity.
- (iii) Ruchi Infrastructure Limited (“Amalgamated Company”) having CIN L65990MH1984PLC033878, a company incorporated under the Companies Act 1956 and having its Registered Office situated at 706, Tulsiani Chambers Nariman Point, Mumbai, Maharashtra, India - 400021. The Amalgamated Company is, inter alia, engaged in the business of infrastructure, including storage of liquid commodities, agricultural warehousing, and wind power generation. The equity shares of the Amalgamated Company are listed on BSE Ltd and National Stock Exchange of India Limited (NSE).

3.2 Salient features of the Scheme :

A) The Scheme is divided into following parts :

- a) **Part A** - deals with the background of the Companies, rationale, objective and overview of this Scheme;
- b) **Part B** – deals with the definitions, interpretation, share capital structures of the Companies and Date of effect of the Scheme;
- c) **Part C**- deals with the amalgamation of the Amalgamating Companies with Amalgamated Company in accordance with Sections 230 to 232 and other applicable provisions of the Act and in terms of Section 2(6) of the Income Tax Act, and consequent dissolution, without winding up, of the Amalgamating Companies; and



- d) **Part D** – deals with the general clauses, terms and conditions applicable to this Scheme.

With effect from the Appointed Date and upon the Scheme becoming effective in terms of provisions of Section 230-232 of the Companies Act, 2013 read with Section 2(6) and other applicable provisions of the Income Tax Act, 2025 and other applicable law, the Scheme provides for Amalgamation of the Amalgamating Companies with the Amalgamated Company by way of merger by absorption and dissolution of the Amalgamating Companies without winding up, the consequent issue of fully paid up equity shares of Amalgamated Company to the shareholders of Amalgamating Companies in accordance with the Share Exchange Ratio and various other matters consequential or integrally connected therewith.

B) Share Exchange Ratio : Upon coming into effect of this Scheme and in consideration of the amalgamation of each of the Amalgamating Companies in the Amalgamated Company, the Amalgamated Company shall, without any further application, act, instrument or deed, issue and allot to the respective equity shareholders of the Amalgamating Companies whose names are recorded in the respective register of members as a member of the Amalgamating Companies on the Record Date fully paid up equity shares, free and clear from all encumbrances together with all rights and benefits attaching thereto in the following ratio of:

“5582 (Five Thousand Five Hundred Eighty Two) equity shares of Re. 1/- each (Rupee One Only) fully paid up of the Amalgamated Company for Every 1 (one) equity shares of Rs. 10/- (Rupees Ten Only) each fully paid up held by the shareholders in the Amalgamating Company No. 1.” (“**Share Exchange Ratio**”).

“29 (twenty nine) equity shares of Re. 1/- each (Rupee One Only) fully paid up of the Amalgamated Company for Every 20 (twenty) Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each fully paid up held by the shareholders in the Amalgamating Company No. 1.” (“**Share Exchange Ratio**”). **Any fractional entitlement arising pursuant to the above Share Exchange Ratio shall be rounded off to the nearest whole number.**

“6423 (Six Thousand Four Hundred Twenty Three) equity shares of Re. 1/- each (Rupee One Only) fully paid up of the Amalgamated Company for Every 1 (one) equity shares of Rs. 10/- (Rupees Ten Only) each fully paid up held by the shareholders in the Amalgamating Company No. 2.” (“**Share Exchange Ratio**”).



“37 (thirty seven) equity shares of Re. 1/- each (Rupee One Only) fully paid up of the Amalgamated Company for Every 25 (twenty five) Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each fully paid up held by the shareholders in the Amalgamating Company No. 2.” (“Share Exchange Ratio”). Any fractional entitlement arising pursuant to the above Share Exchange Ratio shall be rounded off to the nearest whole number.

4. CONSIDERATION OF VALUATION REPORT AND FAIRNESS OPINION THEREON

4.1 The Audit Committee considered the Valuation Report dated 21st May, 2026 issued by Mr. Gaurang Rajesh Shah, an Independent Registered Valuer (IBBI MRN: IBBI/RV/06 /2019/11305) and discussed the methodology selection and weightage assigned by the Valuer to the three principal valuation approaches (Income Approach, Cost Approach and Market Approach) to arrive at valuation of the transferee Company. The Committee also noted that for valuation of the transferor companies, solely the Cost approach has been selected.

4.2 The Audit Committee also considered the Fairness Opinion dated 22nd May, 2026 issued by Kreo Capital Private Limited providing its opinion on the fairness of the Share Exchange Ratio. The Committee noted that Kreo Capital Private Limited is a SEBI registered Merchant Banker and both, Valuation Report and the Fairness Opinion have been issued in accordance with applicable laws, in particular SEBI Circular dated 20th June, 2023.

4.3 The Audit Committee noted that none of the transactions effected upon the Scheme coming into effect would be a related party transaction in terms of SEBI (LODR) Regulations, 2015.

5. NEED, RATIONAL AND OBJECTIVE OF THE SCHEME

5.1 The Audit Committee discussed the salient features of the Scheme, having noted the need of the corporate action, to balance the interest of long-term stakeholders with meeting the outstanding obligation of the Company in terms of Section 55 of the Companies Act, 2013 and to carve out synergies of the companies into the amalgamated one. It was observed that the proposed amalgamation would be in the best interest of the parties and their respective shareholders, creditors, employees and other stakeholders as it would yield advantages, inter alia, as follows:



- a. The Companies believe that the combined business and combined balance sheets of the Amalgamating and Amalgamated Companies will provide diverse strategic options and greater flexibility in operations. The amalgamated company will be better capitalised and have improved debt equity ratios.
- b. Amalgamation of the Amalgamating Companies with the Amalgamated Company will reduce the overhanging obligation of the Amalgamated Company of outstanding Redeemable Preference Shares held by Amalgamating Companies and thereby provide an opportunity to leverage combined assets and build a stronger sustainable business. Specifically, the amalgamation will enable optimal utilization of existing resources and provide an opportunity to fully leverage strong assets, capabilities, experience, expertise and infrastructure of all the companies.
- c. The merged entity will also have better ability to raise resources on reasonable terms enabling expansion of business as also better ability to meet contingencies..
- d. The Amalgamated Company will be better capitalised by combining the core strength of the Amalgamating companies comprising inter alia of their strong financial structure with its core strength of a strong asset base and thereby improve its ability to perform, which will benefit all stakeholders including the shareholders of the Amalgamating companies. Better capitalisation will also lead to greater efficiency in cash management.
- e. The merger will help to achieve a lean management structure, leading to better administration and reduction in costs from more focused operational efforts, rationalization, standardization and simplification of business processes, elimination of duplication, reduction in multiplicity of legal and regulatory compliances and rationalization of administration expenses.

5.2 Synergies of Business of the companies: The proposed amalgamation is expected to facilitate the Company to be better capitalized by combining the core strength of the amalgamating Companies, comprising, *inter-alia* of strong asset base and thereby improve its Balance Sheet which will be beneficial for all stakeholders, including the shareholders of the amalgamating companies.

5.3 Impact of Scheme on each class of Shareholders, Key Managerial Personnel, promoters and non-promoter shareholders: The proposed Scheme is expected to have a positive long-term impact on shareholders and stakeholders of the Company. The Scheme is expected to improve financial sustainability and balance sheet strength, enhance long-term enterprise value visibility, preserve liquidity and operational flexibility, reduce refinancing and financial uncertainty, and support future growth initiatives.



Upon coming into effect of the Scheme and subject to the provisions of the Scheme, the amalgamated Company shall, without any further application, act, instrument or deed, issue and allot New Equity Share(s) to the shareholders of the Amalgamating Companies, whose names are recorded in the respective register of members of the Amalgamating Companies on the Record Date.

The amalgamated Company shall apply for listing of its new equity shares on the Stock Exchanges in terms of and in compliance of SEBI Circular and other relevant provisions as may be applicable. (The New Equity Shares allotted by the amalgamated Company pursuant to the Scheme, shall remain frozen in the depository system till listing/trading permission is given by the Stock Exchanges).

5.4 Cost Benefit Analysis: The proposed amalgamation is expected to deliver substantial long-term strategic and financial benefits which outweigh the associated implementation and transaction costs. Key expected benefits include rationalization of long-term financial obligations, preservation of liquidity and working capital, reduction in refinancing and leverage pressures, strengthening of balance sheet and solvency profile, improvement in governance and operational efficiency, and enhancement of long-term enterprise value. The Scheme is therefore expected to provide a sustainable and value-accretive long-term restructuring solution for the Company and its stakeholders.

6. OTHER DOCUMENTS CONSIDERED BY THE AUDIT COMMITTEE:

Apart from the draft Composite Scheme, Valuation Report dated 21st May, 2026 issued by Mr. Gaurang Rajesh Shah, Registered Valuer (IBBI MRN: IBBI/RV/06/2019/11305) and Fairness Opinion dated 22nd May, 2026 issued by Kreo Capital Private Limited providing its opinion on the fairness of the Share Exchange Ratio, the following documents were considered by the Committee :

- (i) Draft Certificate of M/s. SMAK & Co. (FRN: 020120C), Statutory Auditors of the Company, confirming that the accounting treatment mentioned in the Scheme is in compliance with the applicable Indian Accounting Standards prescribed under Section 133 of the Act read with the Rules framed thereunder and other generally accepted accounting principles.
- (ii) Draft of Report approved by the Independent Directors approved at their meeting held on 28th May, 2026.



- (iii) Post amalgamation shareholding pattern, audited financials of the amalgamating companies, detailed Compliance Report and other presentations, certificates, confirmations, documents, information and explanations placed before the Audit Committee as per SEBI Master Circular.

7. RECOMMENDATION OF THE COMMITTEE

The Audit Committee of the Board of Directors, taking into consideration the Valuation Report, Fairness Opinion and other submissions, recommended the draft Composite Scheme of Amalgamation for due consideration and approval by the Board of Directors of the Company to seek requisite approvals/sanction of Stock Exchanges, SEBI and Appropriate Authority under the Companies Act, 2013.

**SIGNED BY THE UNDERSIGNED IN TERMS OF THE UNANIMOUS
RESOLUTION PASSED BY THE AUDIT COMMITTEE AT ITS MEETING
HELD ON 28TH MAY, 2026.**



**MOHAN DAS KABRA
DIN: 07896243
INDEPENDENT DIRECTOR AND
CHAIRMAN OF THE MEETING**

**DATE: 28TH MAY, 2026
PLACE: INDORE**