



## RUCHI INFRASTRUCTURE LTD.

101, The Horizon, 1st Floor, Nath Mandir Road,  
11/5, South Tukoganj, Indore - 452 001 (M.P.)  
Tel.: 91-731-4755209, 4755227  
CIN - L65990MH1984PLC033878

Date: 28<sup>th</sup> May, 2026

BSE Ltd.  
Floor No.25,  
Phiroze Jeejeebhoy Tower  
Dalal Street,  
Mumbai – 400 001

National Stock Exchange of India Ltd.  
“Exchange Plaza”  
Bandra-Kurla Complex, Bandra (E)  
Mumbai – 400 051

**Sub.: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”).**

Dear Sir(s),

Pursuant to Regulation 30 of the SEBI LODR Regulations, we hereby inform that, the Board of Directors of the Company, in its meeting held on Thursday, 28<sup>th</sup> May, 2026 has, inter alia, approved the draft of Composite Scheme of Amalgamation of Lennox Investment Pvt. Ltd. and Multiacre Investment Services Pvt. Ltd. with the Company. Such scheme has been prepared in terms of provisions of Section 230-232 of the Companies Act, 2013.

Requisite information pursuant to Regulation 30 read with SEBI Circular No. SEBI/HO/CFD/CFDPoD 1/P/CIR/2023/123 dated July 13, 2023 is annexed as **Annexure-A**. The above information is also being made available on the website of the Company at [www.ruchiinfrastructure.com](http://www.ruchiinfrastructure.com).

Requisite application to obtain Observation Letter/No objection letter of the Stock Exchanges in accordance with the provisions of Regulation 37 of the SEBI LODR Regulations read with SEBI Master Circular being SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 shall be made in due course.

The meeting of Board of Directors commenced at 12.30 pm and concluded at 6.35 pm.

**Thanking you,  
Yours faithfully,  
For Ruchi Infrastructure Ltd.**

**Managing Director  
DIN: 02143172  
Encl: As Above**



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### Annexure-A

Sr. No.	Particulars	Description
1	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;	<p>1. Ruchi Infrastructure Limited (Amalgamated Company) is a Public Limited Company (CIN:L65990MH1984PLC033878) incorporated on 28<sup>th</sup> August, 1984 under the provision of the Companies Act, 1956 having its registered office at 706, Tulsiani Chambers, Nariman Point, Mumbai- 400021, with paid-up share Capital of Rs.78,20,86,242/- and consolidated Turnover of Rs.61,18,01,725/- (as at 31<sup>st</sup> March, 2026).</p> <p>2. Lennox Investment Private Limited. (Amalgamating Company No.1) having paid-up share capital of Rs.5,65,81,500/-.</p> <p>3. Multiacre Investment Services Private Limited. (Amalgamating Company No.2) having paid-up share capital of Rs.2,08,33,530/-.</p> <p>Both the amalgamating companies are investment Companies having no turnover, and the paid-up share capital of both the companies aggregates to Rs. 7,74,15,030/-.</p>
2	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;	No.
3	Area of business of the entity(ies);	<p>1. Ruchi Infrastructure Ltd is engaged in the business of infrastructure viz. storage of liquid commodities, Agri Warehousing Facilities, Wind power generation.</p> <p>2. Lennox Investment Private Limited (LIPL) {Amalgamating Company No.1}, is a company incorporated under the Companies Act, 2013 (CIN - U67120MH2021PTC368026) and has its Registered Office situated at Shop No. G 2, Ground Floor, Eternity Commercial Premises Co-op. Soc. Ltd. Teen Nath Naka, Wagle, I.E., Thane, Maharashtra – 400 604. The main objects of the Company 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,</p>

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		<p>bonds, derivatives, currencies and other securities of any kind, in India or abroad but, presently, the Company is not engaged in any significant activity.</p> <p>3. Multiacre Investment Services Private Limited (MLIPL) {Amalgamating Company No.2}, is a company incorporated under the Companies Act, 2013 (CIN - U65900MH2021PTC368294) and has its Registered Office situated at Shop No. G 2, Ground Floor, Eternity Commercial Premises Co-op. Soc. Ltd. Teen Nath Naka, Wagle, I.E., Thane, Maharashtra – 400 604. The main object of the Company includes 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.</p>
4	Rationale for amalgamation/merger;	<p>The proposed amalgamation would be in the best interest of the Parties and their respective shareholders, employees, creditors and other stakeholders as the proposed amalgamation will yield advantages as set out inter alia below:</p> <ol style="list-style-type: none"><li>1. 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.</li><li>2. 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.</li></ol>

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		<ol style="list-style-type: none"><li>3. 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.</li><li>4. 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 performance which will benefit all stakeholders including the shareholders of the Amalgamating companies. Better capitalisation will also lead to greater efficiency in cash management.</li><li>5. 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.</li></ol>
5	In case of cash consideration – amount or otherwise share exchange ratio;	<p>No consideration to the Transferor Companies. 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 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:</p> <p>“5582 (Five Thousand Five Hundred Eighty-Two ) fully paid up equity shares of Re. 1/- each (Rupee One Only) of the Amalgamated Company for Every 1 (one) fully paid up equity share of Rs. 10/- (Rupees Ten Only) each held by the shareholders in the Amalgamating Company No. 1. (<b><u>“Share Exchange Ratio”</u></b>).</p> <p>“29 (twenty nine) fully paid up equity shares of Re. 1/- each (Rupee One Only) of the Amalgamated Company for Every 20 (twenty) fully paid up Compulsorily Convertible Preference</p>

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		<p>Shares of Rs. 10/- (Rupees Ten Only) each held by the shareholders in the Amalgamating Company No. 1.”(<b>“Share Exchange Ratio”</b>). <b>Any fractional entitlement arising pursuant to the above Share Exchange Ratio shall be rounded off to the nearest whole number.</b></p> <p>“6423 ( Six Thousand Four Hundred Twenty-Three) fully paid up equity shares of Re. 1/- each (Rupee One Only) of the Amalgamated Company for Every 1 (one) fully paid up equity shares of Rs. 10/- (Rupees Ten Only) each held by the shareholders in the Amalgamating Company No. 2.”(<b>“Share Exchange Ratio”</b>)</p> <p>“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.” (<b>“Share Exchange Ratio”</b>). <b>Any fractional entitlement arising pursuant to the above Share Exchange Ratio shall be rounded off to the nearest whole number.</b></p>
6	Brief details of change in shareholding pattern (if any) of listed entity.	Approximately 13,13,08,382 new equity shares of Re.1/- each shall be issued once requisite sanction/approvals are obtained and the paid up equity share capital of the Company will increase from Rs. 23,60,24,942/- to Rs.36,73,33,324/- approximately. Out of the revised paid-up equity share capital (post execution of proposed scheme), equity shares aggregating to Rs.12,67,55,402/- shall be held by the Promoters and shares aggregating to Rs. 24,05,77,922/- shall be held by the Public shareholders.

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