RUCHI INFRASTRUCTURE LIMITED

Regd. Office : 615, Tulsiani Chambers, 212 Nariman Point, Mumbai - 400 021.
Tel. : 6656 0600 / 2282 4851 • Fax : 2202 3160
CIN : L65990MH1984PLC033878

RIL/2014

26th September ,2014

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

Dear Sir,

In terms of clause 31(d) of the listing agreement, this is to inform you that the business of the notice of 30th AGM were duly transacted at the 30th AGM held on Friday, the 26th September, 2014. Copy of the said Notice is attached for your ready reference.

Submission of voting results in terms of clause 35A is being done separately.

Kindly take note of above.

Thanking you,

Yours sincerely,
For RUCHI INFRASTRUCTURE LTD.,

for Prerana

COMPANY SECRETARY

Encl: As above.

Notice

Notice is hereby given that the Thirtieth Annual General Meeting of the members of Ruchi Infrastructure Limited will be held at Sunville Deluxe Pavilion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai - 400 018 on Friday, September 26, 2014 at 10.00 AM to transact the following business :

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2014, the reports of Board of Directors and Auditors thereon; and the audited consolidated financial statement of the Company for the financial year ended March 31, 2014.
2. To declare dividend on preference and equity shares.
3. To appoint a Director in place of Mr. Dinesh Khandelwal (DIN : 00145321), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Naveen Gupta (DIN : 00101778), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution :

   "RESOLVED THAT M/s. Ashok Khasgiwala & Co., Chartered Accountants (Registration No 0743C), the retiring auditors of the Company, be and are hereby appointed as statutory auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Thirty fifth Annual General Meeting of the Company, subject to ratification by the members at every Annual General Meeting to be held in between.

   RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to fix the remuneration payable to the Auditors as may be recommanded by the Audit Committee."

SPECIAL BUSINESS:

6. To appoint Mr. Sajeve Deora (DIN:00003305) as an Independent Director and in this regard to consider 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 Sections 149, 152 read with Schedule IV and all other applicable provisions 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] and Clause 49 of the Listing Agreement, Mr. Sajeve Deora (DIN : 00003305), who was appointed as director liable to retire by rotation pursuant to provisions of Section 256 of the Companies Act, 1956 at the 28th Annual General Meeting of the Company 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 Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 26th September, 2014.

   RESOLVED FURTHER THAT Mr. Dinesh Shahra (DIN: 00533055), Managing Director, Mr. Naveen Gupta (DIN: 00101778), Director, Mr. Vijay Kumar Jain (DIN: 00098298), Director, Mr. Dinesh Khandelwal (DIN: 00145321), 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, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013."

7. To appoint Mr. Kantaprasad Harigovind Mandhana (DIN:00202983) as an Independent Director and in this regard to consider 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 Sections 149, 152 read with Schedule IV and all other applicable provisions 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] and Clause 49 of the Listing Agreement, Mr. Kantaprasad Harigovind Mandhana (DIN:00202983), who was appointed as director liable to retire by rotation pursuant to provisions of Section 256 of the Companies Act, 1956 at the 29th Annual General Meeting of the Company 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 Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term commencing from 26th September, 2014.

   RESOLVED FURTHER THAT Mr. Dinesh Shahra (DIN: 00533055), Managing Director, Mr. Naveen Gupta (DIN: 00101778), Director, Mr. Vijay Kumar Jain (DIN: 00098298), Director, Mr. Dinesh Khandelwal (DIN: 00145321), 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, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013."

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Notice (Contd.)

8. To appoint Mr. Navamani Murugan (DIN:01309393) as an Independent Director and in this regard to consider 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 Sections 149, 152 read with Schedule IV and all other applicable provisions 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] and Clause 49 of the Listing Agreement, Mr. Navamani Murugan (DIN:01309393), who was appointed as director liable to retire by rotation pursuant to provisions of Section 256 of the Companies Act, 1956 at the 27th Annual General Meeting of the Company 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 Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term commencing 26th September, 2014.

RESOLVED FURTHER THAT Mr. Dinesh Shahra (DIN: 00533055), Managing Director, Mr. Naveen Gupta (DIN: 00101778), Director, Mr. Vijay Kumar Jain (DIN: 00098298), Director, Mr. Dinesh Khandelwal (DIN: 00145321), 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, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013."

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Mr. Dinesh Shahra (DIN: 00533055), Managing Director, Mr. Naveen Gupta (DIN: 00101778), Director, Mr. Vijay Kumar Jain (DIN: 00098298), Director, Mr. Dinesh Khandelwal (DIN: 00145321), 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, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013."

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** consent of the Company, pursuant to Section 180 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) and Articles of Association of the Company, be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time, any sum or sums of moneys which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, provided that the maximum amount of moneys to be borrowed by the Board shall not at any time exceed Rupees One Thousand crores.

RESOLVED FURTHER THAT Mr. Dinesh Shahra (DIN: 00533055), Managing Director, Mr. Naveen Gupta (DIN: 00101778), Director, Mr. Vijay Kumar Jain (DIN: 00098298), Director, Mr. Dinesh Khandelwal (DIN: 00145321), 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, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013."

11. To consider 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 148 and all other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to such Orders, Rules, Notifications, as may be promulgated by the appropriate authorities in this regard, the Cost Auditors appointed by the Board of Directors of the Company, to conduct audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration as set out in the statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT Mr. Dinesh Shahra (DIN: 00533055), Managing Director, Mr. Naveen Gupta (DIN: 00101778), Director, Mr. Vijay Kumar Jain (DIN: 00098298), Director, Mr. Dinesh Khandelwal (DIN: 00145321), 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, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013."

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Notice (Contd.)

12. To consider and if thought fit, to pass, with or without notification(s) the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to provisions of Section 197 (5) of the Companies Act, 2013 and Articles of Association of the Company, the sitting fee payable to the non-executive directors of the Company for attending meeting of Board of Directors and any committee thereof be and is hereby increased from ₹ 2,000/- (Rupees Two Thousand only) to ₹ 4,000/- (Rupees Four Thousand only) per meeting so attended after 1st April, 2014.

RESOLVED FURTHER THAT Mr. Dinesh Shahra (DIN: 00533055), Managing Director, Mr. Naveen Gupta (DIN: 00101778), Director, Mr. Vijay Kumar Jain (DIN: 00098298), Director, Mr. Dinesh Khandelwal (DIN: 00145321), 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, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013."

13. To appoint Mr. Dinesh Shahra (DIN: 00533055) as Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** in accordance with the provisions of Sections 196 and 203 of the Companies Act, 2013 read with Schedule V thereto and Rules made thereunder and other applicable provisions, if any, of the said Act (including any statutory modifications or re-enactments thereof, for the time being in force), the approval of members of the Company be and is hereby accorded to appoint Mr. Dinesh Shahra (DIN: 00533055) as Managing Director of the Company for a period of five years with effect from August 14, 2014 on the following terms and conditions:

1. Basic Salary : ₹ 1,00,000/- per month.
2. Rent free furnished accomodation with cost of electricity, water and maintenance charges in respect thereof.
3. Leave travel allowance, leave encashment, contribution to provident fund and family pension fund, bonus, performance bonus and gratuity as per policy of the Company.

RESOLVED FURTHER THAT Mr. Naveen Gupta (DIN: 00101778), Director, Mr. Vijay Kumar Jain (DIN: 00098298), Director, Mr. Dinesh Khandelwal (DIN: 00145321), 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, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013."

14. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** subject to the provisions of the Companies Act, 2013 (to the extent notified) and the Companies Act, 1956 (to the extent valid) (including any amendment thereto or re-enactment thereof) (the "Companies Act") to the extent applicable, the listing agreements with each of the stock exchanges where the Company's equity shares are listed, the Foreign Exchange Management Act, 1999, as amended or restated, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended or restated, the Foreign Exchange Management (Borrowing or Lending in Rupees) Regulations, 2000, as amended or restated, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Trough Depository Receipt Mechanism) Scheme, 1993, as amended or restated ("FCCB Scheme"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended or restated (the "ICDR Regulations"), and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant, each as amended or restated, and any guidelines/ regulations issued under the Companies Act, the notifications issued by the Reserve Bank of India or any other relevant authority from time to time to the extent applicable and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, of the Government of India, the Reserve Bank of India (the "RBI"), the Foreign Investment Promotion Board (the "FIPB"), the Securities and Exchange Board of India (the "SEBI"), the relevant Registrar of Companies, the relevant stock exchanges and any other regulatory authority, institutions or bodies as may be required under applicable law or regulation, and subject to such conditions as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board by this resolution), the consent of the Members be and is hereby accorded to offer, issue and allot in the course of one or more domestic/international offerings of, through a public issue and/or on a private placement basis, equity shares, debentures whether partly/ fully convertible, non convertible debentures, and/ or securities linked to equity shares and/or foreign currency convertible bonds ("FCCBs") convertible into equity shares or depositary receipts including global depository receipts and/or securities convertible into equity shares at the option of the Company and/or the holder of such securities and/or equity shares through depository receipts (GDRs) and/or

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bonds (hereinafter collectively referred to as the "Securities"), in one or more tranches, whether rupee-denominated or denominated in foreign currency, to such investors who are eligible to acquire such Securities in accordance with all applicable laws, rules, regulations, guidelines and approvals, through public issue(s), rights issue(s), preferential issue(s), private placement(s), qualified institutions placement(s) or any combination thereof, through any prospectus, offer document, offer letter, offer circular, placement document or otherwise, at such time or times and at such price or prices subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, at a discount or premium to market price or prices in such manner and on such terms and conditions including as regards security, rate of interest, etc., as may be deemed appropriate by the Board in its absolute discretion, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, for an aggregate amount, in one or more offering(s) and/ or in one or more tranches, not exceeding ₹ 600 Crore (Rupees Six Hundred Crore only) or equivalent thereto in any foreign currency (inclusive of any green shoe or over-allotment option), either by way of offer for sale or a sponsored issue of Securities (by one or more existing shareholders of the Company) or through a fresh issue of Securities or in any combination thereof, and the Board shall have the discretion to determine the categories of eligible investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors at the time of such offer, issue and allotment considering the prevailing market conditions and all other relevant factors and wherever necessary in consultation with advisor(s), lead manager(s), and underwriter(s) appointed by the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot, from time to time, such number of equity shares of the Company at such premium as may be decided by it in its absolute discretion, as may be required to be issued and allotted upon conversion, exchange, redemption or cancellation of any of the Securities or as may be necessary in accordance with the terms of the offering(s), including additional equity shares, all such shares ranking pari passu with the existing equity shares of the Company in all respects, except such right as to dividend as may be provided under the terms of the issue and in the offer document, if any and the Board is further authorized to execute necessary documents for the purpose of listing the equity shares on the relevant stock exchanges in India.

RESOLVED FURTHER THAT pursuant to the provisions of Section 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 the provisions of Chapter VIII of the ICDR Regulations and provisions of any other applicable laws and regulations, the Board may at its absolute discretion, issue, offer and allot the Securities of an aggregate amount of upto ₹ 600 Crore (Rupees Six Hundred Crore only) in one or more foreign currency and / or Indian Rupee inclusive of such premium to qualified institutional buyers (as defined by the ICDR Regulations) pursuant to a qualified institutions placement as provided under chapter VIII of the ICDR Regulations and such Securities shall be fully paid up and the allotment of such Securities shall be completed within 12 months from the date of the shareholders' resolution approving the proposed issue or such time as may be allowed by the ICDR Regulations form time to time, at such price being not less than the floor price determined in accordance with the pricing formula prescribed by the ICDR Regulations.

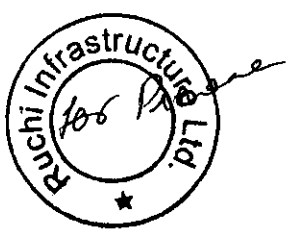
RESOLVED FURTHER THAT the Board may at its absolute discretion issue Equity Shares at a discount as may be permitted under the applicable regulations to the floor price as determined in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT the Securities may be redeemed and/or converted into and/or exchanged for the equity shares of the Company, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, in a manner as may be provided in the terms of their issue.

RESOLVED FURTHER THAT the Company and/ or an agency/body authorized by the Board may, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, issue depository receipts representing the Securities or issue FCCBs or such other Securities in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and providing for the tradability or free transferability thereof as per international practices and regulations, and under the forms and practices prevalent in the international/ domestic capital markets.

RESOLVED FURTHER THAT where the Securities are offered in accordance with the provisions of Chapter VIII of the ICDR Regulations, the relevant date for determining the price of the equity shares to be issued upon conversion of the securities shall be the date of the meeting in which the Board decides to open the proposed issue of the Securities or such other date as may be prescribed by applicable laws and regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue(s) of Securities may, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, have all or any terms, or combination of terms, in accordance with domestic and/or international practice, including, but not limited to, conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever and all other such terms as are provided in offerings of such nature including terms for issue of additional equity shares or variation of the conversion price of the Securities during the duration of the Securities.



Notice (Contd.)

RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body for the issue, upon conversion of the Securities, of equity shares of the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the international practices and regulations, and under the forms and practices prevalent in international capital markets.

RESOLVED FURTHER THAT a committee of Directors comprising the following Directors (hereinafter referred to as the "Issue Committee"):

1. Mr. Dinesh Shahra (DIN: 00533055)
2. Mr. Naveen Gupta (DIN: 00101778)
3. Mr. Vijay Kumar Jain (DIN: 00098298)

be and is hereby authorized to decide on matters relating to the proposed issue including the type of instrument, class of investors, to whom the Securities are to be allotted, terms and conditions and timing of the proposed issue of the aforesaid Securities in one or more tranches, the date of opening of the issue, issue price, face value, premium amount on issue/conversion of Securities/redemption of the Securities, rate of interest, redemption period, listings on one or more stock exchanges in India and/or overseas as they in their absolute discretion deems fit and to make and accept any amendments or modifications in the proposal as may be required by the authorities involved in such issues in India and/or overseas, to do all acts, deeds, matters and things as may be necessary and to settle any questions or difficulties that may arise in connection with or incidental to the said issue(s).

RESOLVED FURTHER THAT members of the Issue Committee, be and are hereby severally authorized to make appointments as may be required of managers (including lead managers), merchant bankers, underwriters, guarantors, financial and/or legal advisors, depositories, custodians, listing agents, registrars, trustees and all other agencies, whether in India or overseas, and to finalize the terms and conditions (including the payment of fees, commission, out of pocket expenses and their charges subject to requisite approvals of Reserve Bank of India, if any) of the aforesaid appointments and also to renew or terminate the appointments so made, as they may in their absolute discretion think fit.

RESOLVED FURTHER THAT the preliminary as well as the final Offer Document for the aforesaid issue be finalized, approved and signed singly by any one of the members of the Issue Committee for and behalf of the Company with authority to amend, vary, modify the same as may be considered desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, undertakings, certificates, consents, authorities as may be necessary and required from time to time.

RESOLVED FURTHER THAT members of the Issue Committee be and are hereby severally authorized to sign, execute and issue consolidated receipt(s) for the Securities, listing application, various agreements (including but not limited to subscription agreement, depository agreement, trustee agreement), undertaking, deeds, declarations, any applications to the Reserve Bank of India and/or other regulatory authorities and all other documents and to do all such things, deeds and acts and to comply with all the formalities as may be required in connection with and incidental to the aforesaid offering of securities, including for the post issue formalities.

RESOLVED FURTHER THAT Mr. Dinesh Shahra (DIN:00533055), Managing Director, Mr. Vijay Kumar Jain (DIN:00098298), Director, Mr.Naveen Gupta, (DIN:00101778), 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, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013 and to settle any questions or disputes that may arise in relation thereto."

Registered Office:
Ruchi Infrastructure Ltd.
615, Tulsiani Chambers, Nariman Point,
Mumbai – 400 021
Date : August 14, 2014
Place : Mumbai

By order of the Board of Directors

Ashish Mehta
Company Secretary

Ruchi Infrastructure Ltd. for

Notice (Contd.)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, 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.
2. Explanatory statements pursuant to provisions of section 102 (1) of the Companies Act, 2013, setting out the material facts in respect of the business under item 6 to 14 is annexed thereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, September 24, 2014 to Friday, September 26, 2014 (both days inclusive) to ascertain the entitlement of Dividend declared, if any.
4. Members who attend the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
5. Members are requested to bring their copies of the Annual Report at the time of attending the Annual General Meeting.
6. All documents referred to in accompanying Notice and Explanatory Statements are open for inspection at the Registered Office of the Company during the office hours on all working days except Saturday between 11.00 AM to 1.00 PM up to the date of Annual General Meeting.
7. Members seeking any further information about 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.
8. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the financial years upto 2005-06, to the Investor Education and Protection Fund established by the Central Government.
9. The Securities and Exchange Board of India (SEBI) has vide circular ref. no. MRD/DoP/Cir-05/2009 May 20, 2009 mandated Permanent Account Number (PAN) requirement for transfer of shares in physical form. Members holding shares in physical form can submit their PAN details to the Company/Registrars and Transfer Agents.
10. The complete details of the instruction for e-voting is annexed to this Notice.

STATEMENTS PURSUANT TO PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 6

The members of the Company at their 28th Annual General Meeting held on 25th September, 2012 appointed Mr. Sajeve Deora, as a director liable to retire by rotation in terms of provisions of Section 256 of the Companies Act, 1956.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act, proposing candidature of Mr. Sajeve Deora for the office of Director of the Company. Mr. Sajeve Deora is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Sajeve Deora that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Mr. Sajeve Deora is a practicing Chartered Accountant, having expertise in financial re-constructions, acquisitions, mergers and corporate restructuring.

In the opinion of the Board, Mr. Sajeve Deora fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. He is independent of the management.

Brief resume of Mr. Sajeve Deora, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Sajeve Deora is appointed as an Independent Director.

Copy of the draft letter for appointment of Mr. Sajeve Deora as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Ruchi Infrastructure Ltd.

Notice (Contd.)

The Board commends the Ordinary Resolution set out at Item No.6 of the Notice for approval by the shareholders.

Save and except Mr. Sajeve Deora and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Item No. 7

The members of the Company at their 29th Annual General Meeting held on 30th August, 2013 appointed Mr. Kantaprasad Harigovind Mandhana, as a director liable to retire by rotation in terms of provisions of Section 256 of the Companies Act, 1956.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing candidature of Mr.Kantaprasad Harigovind Mandhana 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 his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Kantaprasad Harigovind Mandhana that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. He is Fellow Member of Institute of Chartered Accountants of India.He is practicing as a Chartered Accountant for more than two decades. He has got wide experience in Accounts, Taxation and Finance. He is also experienced in internal control procedures and IT systems.

In the opinion of the Board, Mr. Kantaprasad Harigovind Mandhana fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. He is independent of the management.

Brief resume of Mr. Kantaprasad Harigovind Mandhana, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Kantaprasad Harigovind Mandhana is appointed as an Independent Director.

Copy of the draft letter for appointment of Mr. Kantaprasad Harigovind Mandhana 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 commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Save and except Mr. Kantaprasad Harigovind Mandhana and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of the Notice.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Item No. 8

The members of the Company at their 27th Annual General Meeting held on 30th September, 2011 appointed Mr. N. Murugan, as a director liable to retire by rotation in terms of provisions of Section 256 of the Companies Act, 1956.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing candidature of Mr. N. Murugan 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 his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. N. Murugan that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. He is a retired IAS officer and the former Chairman & Managing Director of Tamil Nadu Urban Finance & Infrastructure Development Corporation Limited. He has also led different companies of Government in Textiles and Tourism industries etc.

In the opinion of the Board, Mr. N. Murugan fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. He is independent of the management.

Ruchi Infrastructure Ltd.
for Ruchi

Notice (Contd.)

Brief resume of Mr. N. Murugan, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. N. Murugan is appointed as an Independent Director.

Copy of the draft letter for appointment of Mr. N. Murugan 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 commends the Ordinary Resolution set out at Item No.8 of the Notice for approval by the shareholders.

Save and except Mr. N. Murugan and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.8 of the Notice.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Item No. 9

The existing Articles of Association ("AoA") of the Company are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956. With the coming into force (largely) of the Companies Act, 2013, several regulations of the existing AoA of the Company require alteration or deletions in several articles. With this background, it is considered expedient to wholly replace the existing AoA by a new set of Articles. The draft AoA is available on the website of the Company.

In terms of provisions of Section 14 the Companies Act, 2013, the Board recommends that the resolution as proposed in item No. 9 be passed as Special Resolution.

None of the directors/key managerial personnel/their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 10

By virtue of the resolution, passed at the Twenty Ninth Annual General Meeting of the Company held on August 30, 2013, pursuant to provisions of Section 293(1)(d) and other applicable provisions of the Companies Act, 1956 and the Articles of Association of the Company, the Board of Directors of the Company is empowered to borrow to the extent of ₹ 2,000 crore (Rupees two thousand crores only) (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business).

In light of the provisions of Section 180 (1) (c) of the Companies Act, 2013 having come into force with effect from September 12, 2013 requiring approval of the Members by means of a special resolution, the Company seeks to obtain fresh approval from its members by means of a special resolution. The Board is of the opinion that a limit of ₹ 1,000 crore (Rupees One thousand crore only) on the borrowing powers of the Board would be in line with the business needs of the Company. Accordingly, the Board of Directors recommends passing of special resolution as set out at item No. 10 of the Notice.

Save and except for the equity shares of the company held by them, none of the directors/key managerial personnel/their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 11

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of cost auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015 at a remuneration of ₹ 40,000/- (Rupees Forty Thousand only) subject to payment of applicable taxes thereon and re-imbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013, the remuneration payable to the cost auditors has to be ratified by the shareholders of the Company. The Board of Directors recommends the proposed resolution for your approval.

None of the directors/key managerial personnel/their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No.12

Section 197(5) of the Companies Act, 2013 read with Rule 4 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 provides that the Company may pay a sitting fee to a director for attending meetings of the Board or committees thereof, such sum as may be decided by the Board within the prescribed limits.

Having regard to the environmental changes, in particular to corporate governance, and in accordance with the Ariticles of Association of the Company, it is proposed to increase the sitting fee for each meeting of Board or any committee thereof from ₹ 2,000/- to ₹ 4,000/-. Since, all the directors, except Mr. Dinesh Shahra, being non-executive directors are interested, the Board is incapacitated in increasing thé sitting fee payable. Therefore, the matter is put forth for approval of members.

Ruchi Infrastructure Ltd. for Private

Notice (Contd.)

All the Directors of the company, except Mr. Dinesh Shahra are interested in the resolution to the extent of sitting fees payable to them.

Item No.13

Mr. Dinesh Shahra was re-appointed as Non-Executive Director of the Company on 30th August, 2013 by the members of the Company.

Mr. Dinesh Shahra is B.E. (Chemical Engineering). He has more than 40 years of industrial experience including Import, Export, Trading of edible, non-edible oil and other value-added Soya Products. Under his able leadership, the Company has come up with storage, jetty and other infrastructure related projects.

Having regard to his contribution and enhanced responsibilities and subject to approval of the members, the Board of Directors at its meeting held on 14th August, 2014 has appointed him as Managing Director of the Company for a period of five years with effect from 14th August, 2014 on the terms and conditions as mentioned in the resolution.

Brief resume of Mr. Dinesh Shahra, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Section 196 of the Companies Act, 2013, requires approval of members for appointment of Mr. Dinesh Shahra as Managing Director of the Company.

Copy of the draft Contract of Service setting out the terms and conditions of Mr. Dinesh Shahra for appointment as Managing Director of the Company is available for inspection by members at the Registered Office of the Company.

Except Mr. Dinesh Shahra, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 13 of the Notice.

Item No.14

The Company is desirous of raising additional long term funds/resources for its business and operations. Therefore, the Company is proposing to raise capital by issuance and allotment of, through public or private placement basis, debentures, equity shares, equity linked securities, global depository receipts or foreign currency convertible bonds, subject to the applicable laws and receipt of necessary consents and approvals from governmental authorities, to eligible investors, for an amount not exceeding ₹ 600 crore (Rupees Six Hundred crore only) or equivalent thereto in any foreign currency.

For the proposed raising of capital, the Company has constituted an issue committee comprising, Mr. Dinesh Shahra (DIN: 00533055), Mr. Naveen Gupta (DIN: 00101778) and Mr. Vijay Kumar Jain (DIN: 00098298), which has been delegated with the necessary powers to decide on matters pertaining to the proposed issue.

The proposed resolution seeks to empower the Board to raise capital through issuance of debentures, equity shares, equity linked securities, global depository receipts or foreign currency convertible bonds and such other securities through public issue(s), rights issue(s), preferential issue(s), private placement(s), qualified institutions placement(s) or any combination thereof.

The Board may in its discretion adopt any one or more of the mechanisms, prescribed above, to meet its objective as stated aforesaid without the need for fresh approval from the Shareholders of the Company.

The pricing of the Securities that may be issued shall be freely determined after taking into account the then relevant market price of the equity shares of the Company, subject to such price not being less than the floor price, as applicable in accordance with all applicable laws, rules, regulations, guidelines and approvals including without limitation:

(1) in case of an issuance of equity shares through a qualified institutions placement, the provisions of Chapter VIII of the ICDR Regulations; and

(2) in case of an issuance of the FCCBs/ADRs/GDRs, the provisions of the FCCB Scheme.

However, in case of a qualified institutions placement, the Board may at its absolute discretion issue equity shares at a discount as may be permitted under the applicable regulations to the floor price as determined in accordance with the ICDR Regulations.

The Equity Shares allotted or arising out of conversion of any Securities would be listed. The offer/issue/allotment/conversion/ redemption would be subject to the availability of regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Listing Agreement.

Ruchi Infrastructure Ltd.

Notice (Contd.)

The Board therefore, submits the resolution for your consideration and recommends it to be passed as a special resolution.

None of the directors/key managerial personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Registered Office:
Ruchi Infrastructure Ltd.
615, Tulsiani Chambers, Nariman Point,
Mumbai – 400 021
Date : August 14, 2014
Place : Mumbai

By order of the Board of Directors

Ashish Mehta
Company Secretary

PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING :

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, the Company is pleased to provide to the members the facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

A. The instructions for e-voting are as under :

(i) The voting period begins on Saturday, September 20, 2014 at 10.00 am and ends on Monday, September 22, 2014 at 6.00 pm. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 14, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

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

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	• 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 folio number in the PAN field.
	• In case the folio 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. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

Please enter the DOB **or** Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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

Ruchi Infrastructure Ltd.

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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for "RUCHI INFRASTRUCTURE LIMITED".

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) 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 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.
- After receiving the login details they have to create 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 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.

(xix) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

B. Mr. Prashant D. Diwan, Practicing Company Secretary has been appointed as Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner.

C. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Managing Director of the Company.

D. The Results shall be declared on or after the AGM of the Company. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website and on the website of CDSL within two (2) working days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd. and National Stock Exchange of India Ltd.

E. (a) Members, who have received the Notice of AGM by email and who do not wish to avail the electronic voting facility, such member may send a request for obtaining the physical Postal Ballot Form from the Share Transfer Agents of the Company, viz., Sarthak Global Ltd., Unit: Ruchi Infrastructure Limited, 170/10, Film Colony, RNT Marg, Indore – 452 001. On receipt of such request, the Share Transfer Agents will despatch the physical Postal Ballot Form. Members should ensure that duly completed Postal Ballot Form should reach the Scrutinizer not later than 6.00 pm on Tuesday, September 23, 2014. Postal Ballot Forms received after this date shall be strictly treated, as if the reply from the members has not been received.

(b) Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form.

(c) A Member can opt for only one mode of voting, i.e. either by post or through e-voting. In case of Member(s) who cast their votes by both modes, then voting done through a valid physical ballot form shall prevail and e-voting of that Member shall be treated as invalid.

Ruchi Infrastructure Ltd.