



RUCHI INFRASTRUCTURE LIMITED

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

RIL/2013

9th December, 2013

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**

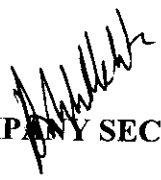
Dear Sirs,

Please do find attached herewith “Postal Ballot Notice alongwith Ballot Form and Business Reply Envelope ” (in triplicate) been dispatched to the members of the Company, in accordance with Section 192A of the Companies Act, 1956 for obtaining approval of members of the Company in accordance with provisions of Section 180(1)(a) of the Companies Act, 2013 for proposed sale and transfer of oil refining business of the Company being run at its plant situated at Kakinada in the State of Andhra Pradesh.

Please do find the same in order in compliance of Clause 31 (c) of the Listing Agreement.

Thanking you,

Yours sincerely,
For RUCHI INFRASTRUCTURE LTD.,


COMPANY SECRETARY



Ruchi Infrastructure Limited

Registered Office : 615, Tulsiani Chambers, Nariman Point, Mumbai - 400 021

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given that pursuant to Section 192A of the Companies Act, 1956 and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company seeks consent of its members in respect of the special business proposed to be passed by postal ballot, more specifically provided in the appended resolution.

The Board of Directors of your Company at its meeting held on 14th November, 2013, has appointed Mr. Prashant Diwan, a practicing company secretary, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The Scrutinizer will submit his report to the Company on Monday, the 13th January, 2014. The result of the postal ballot process will be announced at the Registered Office of the Company on Tuesday, the 14th January, 2014 and will also be published through public notice.

Item of special business requiring consent of members through postal ballot:

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

"RESOLVED THAT in accordance with the provisions of Section 180 (1)(a) of the Companies Act, 2013 and other applicable provisions thereof, the approval of members of the Company be and is hereby accorded for sale and transfer of oil refining business of the Company being run at its plant situated at Kakinada in the state of Andhra Pradesh, including freehold land, building, factory, moveable assets, current assets, long term foreign currency loans and other liabilities with all transferable licences, approvals, permissions, etc., without any encumbrance, on a going concern basis, to Ruchi Soya Industries Limited, for a lump sum consideration of approximately Rs. 44 crore (Rupees forty four crore only), subject to adjustment for value of assets and liabilities as on the date of closing, as may be decided in accordance with the Business Transfer Agreement, to be entered into, in this regard.

RESOLVED FURTHER THAT the Company do utilize the sale proceeds of the oil refining business for investment in core business activities and/or general corporate purposes of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution, including but not limiting to, execution of Business Transfer Agreement, other agreements/documents and to settle any questions or disputes that may arise in relation thereto."

Registered Office :
615, Tulsiani Chambers,
Nariman Point,
Mumbai

By order of the Board of Directors

Ashish Mehta
Company Secretary

14th November, 2013

Notes :

1. A statement pursuant to Section 102 (1) of the Companies Act, 2013 is annexed hereto.
2. The notice is being sent to all the members whose names appear in the Register of Members / Beneficiary Position maintained by the depositories as on Friday, the 15th November, 2013.
3. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the members as on Friday, the 15th November, 2013.
4. The Company is pleased to provide e-voting facility as an alternative, for all members of the Company to enable them to cast their votes electronically instead of despatching physical postal ballot. E-voting is optional. The instructions for e-voting are as under:
 - i. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
 - ii. Now click on 'Shareholders' tab to cast your votes.
 - iii. Now, select the 'Electronic Voting Sequence Number (EVSN)' alongwith 'RUCHI INFRASTRUCTURE LIMITED' from the drop down menu and click on 'SUBMIT'.
 - iv. Now, fill up the following details in the appropriate boxes:

	For members holding shares in demat form	For members holding shares in physical form
User-ID	For NSDL :- 8 characters DP ID followed by 8 digits Client ID. For CDSL :- 16 digits Beneficiary ID.	Folio Number registered with the Company.
Password		
<ul style="list-style-type: none"> For members whose e-mail addresses are registered with the Company / Depository Participant 	<ul style="list-style-type: none"> Enter your existing password in case you have voted before on CDSL's e-voting system. Enter the unique password mentioned in the e-mail vide which the postal ballot notice has been e-mailed to you in case you are using the CDSL's e-voting system for the first time. 	Enter the unique password mentioned in the e-mail vide which the postal ballot notice has been emailed to you.
<ul style="list-style-type: none"> For members whose email addresses are not registered with the Company / Depository Participant. 	<ul style="list-style-type: none"> Enter your existing password in case you have voted earlier on CDSL's e-voting system. Enter the unique password printed on your postal ballot form in case you are using the CDSL's e-voting system for the first time. 	Enter the unique password printed on your postal ballot form.
PAN Number*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.	

*Members who have not updated their PAN with the Company/Depository Participants are requested to use the default number : XAYBZ0000C in the PAN field.

- v. After entering these details appropriately, click on 'SUBMIT'.
- vi. Members holding shares in physical form will then reach directly to the voting screen. The password and default number can be used only for e-voting on the resolution contained in this postal ballot notice.

- vii. Members holding shares in demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field in case members are using the CDSL's e-voting system for the first time. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is also to be used by the holders in demat form for voting for resolution 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.
 - viii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending communication(s) regarding CDSL's e-voting system in future. The same may be used in case the member forgets the password and the same needs to be reset.
 - ix. On the voting page, you will see Resolution Description and option for voting YES/NO against Resolution Description. The option 'YES' implies that you assent to the resolution & 'NO' implies that you dissent to the resolution.
 - x. Click on the Resolution File link, if you wish to view the entire postal ballot notice.
 - xi. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
 - 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. Institutional members (i.e. other than individuals, HUF, NRI, Companies etc.) are required to send scanned copy (PDF/JPEG format) of the relevant authority letter together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at pddiwan@yahoo.co.in with a copy marked to helpdesk.evoting@cdslindia.com.
 - xv. In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com.
 - xvi. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
5. Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent notice of postal ballot by email and others are being sent by post along with the postal ballot form.
6. Members, who have received the postal ballot notice by email and who do not wish to avail the electronic voting facility, may send a request for obtaining the notice and physical postal ballot form from the Share Transfer Agent 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 Agent 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 p.m. on Friday, the 10th January, 2014. Postal ballot forms received after this date shall be strictly treated as if the reply from the members has not been received.
7. Members are requested to cast their vote by way of postal ballot through one mode only (any one of physical postal ballot form or e-voting). In case members cast their votes through both the modes, votes cast through e-voting shall only be considered and votes cast through physical postal ballot form would be rejected.

8. The voting period starts from 10.01 a.m. on Thursday, the 12th December, 2013 and ends at 6.00 p.m. on Friday, the 10th January, 2014. The e-voting module shall also be disabled by CDSL for voting thereafter.
9. The Scrutinizer will submit his report to the Company on Monday, the 13th January, 2014 and the Company will communicate the results of postal ballot process on Tuesday, the 14th January, 2014.
10. Members desiring to exercise vote by physical postal ballot are requested to carefully read the instructions printed on the postal ballot form.

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

Item No.1:

Subject to approval of members and other statutory / regulatory approvals, the Board of Directors of Ruchi Infrastructure Limited (the Company) at its meeting held on 14th November, 2013 has, inter alia, approved sale and transfer of the oil refining business of the Company being run at its plant situated at Kakinada in the state of Andhra Pradesh to Ruchi Soya Industries Limited, as a going concern for a lump sum consideration of approximately Rs.44 crore (Rupees forty four crore only), subject to adjustment for values of assets and liabilities as on the date of the closing. The oil refining business proposed to be sold and transferred includes land, building, the refinery plant and its associated facilities, the net current assets, long term foreign currency loans and other liabilities, all transferable licences, approvals, permissions, etc., without any encumbrance.

Your Company is engaged in the businesses of storage infrastructure viz (a) storage terminals at ports and inland locations for handling storage of liquid commodities and (b) agricultural warehousing facilities for handling storage of oil seeds, grains, pulses etc. The Company has widespread network of storage terminals at ports and inland locations and renders value added storage infrastructure facilities to various industries to store edible / non-edible products. The total capacity of the storage terminals is 1,58,618 MT, which is being utilized upto 74% during half year ended 30th September, 2013. The Company has also forayed into agri warehousing facilities and has set up agri warehouses (22 locations in the state of Madhya Pradesh) with a capacity of 2,24,447 MT, which is being utilized to the extent of over 82% during half year ended 30th September, 2013.

Oil refining business has been a non-core activity of the Company, comprising of edible oil refining capacity of 2,40,000 MT per annum and vanaspati manufacturing capacity of 1,20,000 MT per annum. The facilities have been utilized to the extent of 47.50% and 22.25% respectively during the half year ended 30th September, 2013. Keeping in view the long term interest of the Company and its stakeholders, it is believed that it would be beneficial to divest the non-core activity of the Company. Such proposed divestment of non-core activity will provide the Company, inter alia, with the financial flexibility to pursue new growth opportunities in its core sector, i.e. Infrastructure sector and/or to meet general corporate purposes.

For such proposed sale and transfer of oil refining business, approval of shareholders is solicited in terms of provisions of Section 180 (1) (a) of the Companies Act, 2013. Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, requires such approval by way of postal ballot. In order to adhere to the best corporate practices and as a matter of good corporate governance, e-voting facility is also available in this regard for the benefit of members.

None of the directors, key managerial personnels or relatives thereof, of the Company is interested in the resolution, except to the extent of their respective shareholdings in the Company and in Ruchi Soya Industries Limited.

Registered Office :
615, Tulsiani Chambers,
Nariman Point,
Mumbai

By order of the Board of Directors

Ashish Mehta
Company Secretary

14th November, 2013



RUCHI INFRASTRUCTURE LIMITED

Registered Office : 615, Tulsiani Chambers, Nariman Point, Mumbai – 400 021

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Serial No: 0004475

- (i) Name of member :
(first holder in case of joint-holding)
- (ii) Registered address of the :
Sole/First named member
- (iii) DP ID No. & Client ID No.*/ :
Registered Folio No.
(*Applicable to members holding shares in dematerialized form)
- (iv) No. of shares held
- (v) I/We hereby exercise my / our vote in respect of the Special Resolution to be passed through Postal Ballot for the business as stated in the Notice dated 14th November, 2013 of Ruchi Infrastructure Limited (the Company), by conveying my / our assent or dissent to the said Resolution by placing tick (✓) mark in the appropriate box below:

Special Resolution Number	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution under Section 180 (1) (a) of the Companies Act, 2013, for sale and transfer of oil refining business of the Company being run at its plant situated at Kakinada in the state of Andhra Pradesh.			

Place :

Date :

Signature of the Member

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD

Note: Last date for receipt of postal ballot form by the Scrutinizer – Friday, the 10th January, 2014.

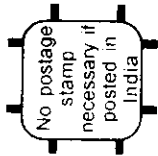
INSTRUCTIONS

- a) A member desiring to exercise vote by postal ballot may complete and sign this postal ballot form and send it to the Scrutinizer in the enclosed postage prepaid self-addressed envelope. Postal ballot forms deposited in person, or sent by courier at the expense of the member, will also be accepted. Members also have the option of casting their votes through e-voting. Members, who opt to vote through e-voting may log on to www.evotingindia.com and cast their vote using their specific log-in id and password. Such members need not to send the physical postal ballot form. Voting through any other form or photocopy of this postal ballot form will not be considered valid.
- b) In case of joint holding, the form should be completed and signed by the first named member. The signature of the member on this postal ballot form should be as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form, respectively.
- c) In respect of shares held by companies, trusts, societies etc., the completed postal ballot form should be accompanied by certified copy of board resolution / appropriate authorisation, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- d) In case this postal ballot form is signed by a member through an attorney, an attested copy of the power of attorney should be attached to the postal ballot form.
- e) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member on Friday, the 15th November, 2013.
- f) Completed postal ballot forms should reach the Scrutinizer not later than 6.00 pm on Friday, the 10th January 2014. Postal ballot forms received thereafter will be treated as if the same have not been received.
- g) E-voting facility will be available from Thursday, the 12th December, 2013 to Friday, the 10th January, 2014.
- h) A member, may request for a duplicate postal ballot form, if so required. However, the duly completed and signed duplicate postal ballot form(s) should reach the Scrutinizer not later than the date and time specified under Serial No. (f) above.
- i) Postal ballot forms which are incomplete or unsigned or un-ticked or defective in any other manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- j) Members are requested not to send any other paper along with this postal ballot form.
- k) The date of declaration of the result of postal ballot process by the Company, viz. 14th January, 2014 will be the date of passing of the Resolution. The results will be declared at the Registered Office of the Company and will also be put up on the Company's corporate website www.ruchiinfrastructure.com for the information of the members.

Postage
will be paid
by the
Addressee

BUSINESS REPLY ENVELOPE

PERMIT NO : L2/BRP/134/IDC/2013
G.P.O. Indore - 452 001



Ruchi

To,

The Scrutiniser

Ruchi Infrastructure Limited
Ruchi Group of Industries
301, Mahakosh House,
7/5, South Tukoganj,
Indore (M. P.) - 452 001