



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: 8th August, 2024

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. : Disclosure pursuant to Regulation 31A (8)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

Ref: Re-classification from ‘Promoter Group’ Category to ‘Public’ Category in accordance with Regulation 31A of the Listing Regulations.

Dear Sir,

This is with reference to the above cited subject and our intimation letter dated 6th June, 2024 regarding receipt of re-classification request from Patanjali Foods Limited (PFL) [formerly known as Ruchi Soya Industries Limited] an entity belonging to ‘Promoter Group’ category.

The Board of Directors of the Company at its meeting held on Wednesday, 7th August, 2024 inter alia, reviewed and analyzed the request, and approved to place it before the shareholders in the ensuing annual general meeting for approval.

Relevant extract of minutes of the meeting of Board of Directors of the Company held on 7th August, 2024, is enclosed herewith in accordance with Regulation 31A (8)(b) of the Listing Regulations.

The meeting commenced at 12.30 pm and concluded at 4.30 pm.

Kindly do find the same in order and acknowledge.

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

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



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EXTRACT OF MINUTES OF MEETING OF THE BOARD OF DIRECTORS OF RUCHI INFRASTRUCTURE LIMITED HELD ON WEDNESDAY, 7TH AUGUST, 2024 AT 12.30 PM AT 101, 1ST FLOOR, THE HORIZON BUILDING, NATH MANDIR ROAD, SOUTH TUKOGANJ, INDORE – 452001 (M.P.)

REVIEW AND ANALYSIS OF THE RE-CLASSIFICATION REQUEST RECEIVED FROM PATANJALI FOODS LIMITED (FORMERLY KNOWN AS RUCHI SOYA INDUSTRIES LIMITED)

The Board was informed that, the Company is in receipt of request letter dated 3rd June, 2024 from Patanjali Foods Limited (PFL) (formerly known as Ruchi Soya Industries Limited), an entity holding 2,18,08,795 equity shares (being 9.24% of paid-up equity capital of the Company as on date) under promotor group category of the Company, for re-classification to 'Public' category in terms of provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). It was further submitted that such request was received on 6th June, 2024 and the Company has duly made requisite disclosure thereof to the Stock Exchanges.

The Board analyzed the content of request letter dated 3rd June, 2024 and noted that :

- a) The applicant was under Corporate Insolvency Resolution Process (CIRP) with effect from December, 2017 under the provisions of Insolvency and Bankruptcy Code, 2016 (IBC). Prior to CIRP, the applicant was under promoter group category of the Company due to common management.
- b) The resolution plan submitted by Resolution Applicants (being consortium led by Patanjali Ayurved Limited) got approved by Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) and successfully implemented in 2019. Upon successful implementation of the resolution plan, the Resolution Applicants took control over the affairs and management of PFL.
- c) PFL does not exercise control over the affairs of the Company, directly or indirectly, other than in its capacity as a member of the Company. PFL was accorded a pre-clearance order by the Company on its request for disposal of 55,00,000 equity shares of the Company received in March, 2024 in terms of applicable provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015. Accordingly, PFL sold 54,02,116 equity shares during March, 2024 and duly complied with disclosure norms prescribed under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015 pertaining to such disposal.
- d) PFL in its request has confirmed that :
 - i) It does not hold more than ten percent of the total voting rights in the Company.



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- ii) It does not exercise control over the affairs of the Company, whether directly or indirectly.
 - iii) It does not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
 - iv) It is not represented on the Board of Directors (including not having a Nominee Director) of the Company;
 - v) None of its Director is acting as a Key Managerial Personnel in the Company;
 - vi) It is not a 'willful defaulter' as per the Reserve Bank of India Guidelines;
 - vii) It is not a fugitive economic offender.
- e) PFL in its request has undertaken to abide by the conditions listed in Regulation 31A(4) of the Listing Regulations.

The Board further discussed other conditions of Regulation 31A of the Listing Regulations applicable to the request and due disposal thereof. Having regard to the merits of request, the Board opined and concluded to place it before the shareholders for their approval.

The Board passed the following resolution unanimously:

“RESOLVED THAT the request dated 3rd June, 2024 received from Patanjali Foods Limited (PFL) (formerly known as Ruchi Soya Industries Limited) pursuant to the provisions of the Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended for its reclassification from 'Promoter Group' Category to 'Public' category be placed before the shareholders for their approval.

RESOLVED FURTHER THAT Mr. Parag Choudhary (DIN : 07845977), Whole-time Director, Mr. Narendra Shah (DIN : 02143172), Executive Director and Mr. Ashish Mehta, Company Secretary, of the Company be and are hereby severally authorized, for and on behalf of the Company, to execute all such papers, documents including but not limited to intimation/filings to stock exchange(s) and to do such things and actions as may be necessary and expedient in this regard, including to seek approval of the shareholders of the Company on such request.”

//Certified True Copy//

For Ruchi Infrastructure Ltd.

Executive Director
DIN: 02143172

Encl: As Above