

RIL/2021

23rd August, 2021

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 Madam/Sir,

Sub. : Annual Report / Notice of 37th AGM - Compliance of Regulation 30 and 34.

Further to submissions made by the Company on 16th and 18th of August, 2021, we may kindly submit that the process of dispatch (through email) of Notice of 37th Annual General Meeting of the Company convened on Friday, the 17th September, 2021 to shareholders, whose email ids are registered with DPs/Share Transfer Agent of the Company has been commenced today in compliance with applicable circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India.

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith copy of e-mail, bearing the links of Notice of 37th AGM and Annual Report of the Company for the financial year 2020-21, being circulated to members.

We also enclose herewith copy of Annual Report for the financial year 2020-21 in compliance with the Regulation 34 of the said Regulations.

Kindly do find the attachments in order.

Thanking you,
Yours sincerely,
For Ruchi Infrastructure Ltd.

Company Secretary



Ruchi Infrastructure Limited
(CIN: L65990MH1984PLC033878)
Regd. Office: 706, Tulsiani Chambers, Nariman Point, Mumbai - 400021
E-mail: ruchiinfrastructural@ruchiinfrastructure.com ; **Phone:** 022-49712051
Website: www.ruchiinfrastructure.com

Dear Member(s),

This is to inform you that the **37th Annual General Meeting ("AGM")** of the members of **Ruchi Infrastructure Limited** is scheduled to be held on **Friday, September 17, 2021 at 3.30 pm** through video conferencing ("VC") or other audio-visual means ("OAVM"). The Notice of the AGM and the Annual Report for the financial year 2020-21 is provided through the following link:

Notice of AGM: <https://www.cdslindia.com/GoGreen/downloadGoGreen.aspx?gogreenid=G67278>

Annual Report: <https://www.cdslindia.com/GoGreen/downloadGoGreen.aspx?gogreenid=G67277>

The Annual Report and the Notice of the AGM of the Company are also available on the Company's website www.ruchiinfrastructure.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and also on the website of CDSL at www.evotingindia.com.

In view of the restrictions due to Covid-19, the Ministry of Corporate Affairs (MCA) has, vide its circular dated May 5, 2020, read with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars"), permitted the holding of the annual general meeting through VC/OAVM, without the physical presence of the members at a common venue. In compliance with the MCA Circulars and the relevant provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **the 37th AGM of the Company is being held through VC/OAVM only.**

The Notice along with the Annual Report for the Financial Year 2020-21, is being sent to you through electronic mode to your email address registered with your Depository Participant(s)/Company/Registrar and Share Transfer Agent of the Company viz. Sarthak Global Limited, Indore.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote prior to AGM and during the AGM by electronic means and the business may be transacted through e-Voting Services.

The Company has approached CDSL for providing e-voting services through e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolutions placed by the Company on e-Voting system. You can login to www.evotingindia.com and follow the procedure as set out for e-voting.

Please do refer the Notice of AGM for detailed instructions for remote e-voting and joining virtual AGM. The remote e-voting period commences on Tuesday, September 14, 2021 at 9.00 am (IST) and ends on Thursday, September 16, 2021 at 5.00 pm (IST). During this period, members of the Company (as on cut-off date) may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date i.e., September 10, 2021**. Any person, who acquires shares and becomes member of the Company after dispatch of this Notice and holds shares as on the **cut-off date i.e., September 10, 2021**, may obtain the login ID and password by sending a request with details at investors@sarthakglobal.com. However, if any person is already registered with CDSL for e-voting then existing user ID and password can be used to cast vote.

Members can exercise their option to vote either through remote e-voting or e-voting during the AGM. If a Member has opted for remote e-voting prior to the AGM, he/she may attend the AGM, but shall not be entitled to cast vote again during the AGM.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Members are encouraged to join the AGM through Laptops / IPads for better experience.
3. Further, members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Registration as a speaker during the AGM:

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request in advance at least prior to the date of meeting from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number along with their queries at Company's email id ruchiinfrasecretarial@ruchiinfrastructure.com. No request received after 5.00 pm on Thursday, September 9, 2021 shall be entertained for registration as a speaker. The Company reserves the right to limit the number of speakers on first-come-first-serve basis.

For any query/ clarification or issues regarding remote e-voting / e-voting during the AGM, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write to helpdesk.evoting@cdslindia.com or contact

Mr. Rakesh Dalvi, Manager, CDSL (1800 22 5533) or contact our Registrar and Share Transfer Agent, viz. Sarthak Global Limited at investors@sarthakglobal.com.

We thank you for your support in this green initiative.

Yours faithfully,
For Ruchi Infrastructure Limited
Sd/-
Company Secretary

Notice

Notice is hereby given that the Thirty Seventh Annual General Meeting of the members of Ruchi Infrastructure Limited will be held on Friday, September 17, 2021 at 3.30 pm through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2021, the reports of Board of Directors and Auditors thereon; and the audited consolidated financial statements of the Company for the financial year ended March 31, 2021 and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the stand-alone and consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2021, the reports of Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted."

2. To appoint a Director in place of Mr. Parag Choudhary (DIN:07845977), who retires by rotation and being eligible, offers himself for re-appointment and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Parag Choudhary (DIN:07845977), Director of the Company, retiring by rotation at 37th Annual General Meeting of the Company, being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, who shall be liable to retire by rotation."

Registered Office:

Ruchi Infrastructure Ltd.
706, Tulsiani Chambers, Nariman Point,
Mumbai – 400 021
Date : August 12, 2021
Place : Indore

By order of the Board of Directors

Ashish Mehta
Company Secretary

NOTES:

1. **The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 relating to certain business to be transacted at the 37th AGM is annexed hereto.**
2. To take necessary precautions and to curb the spread of COVID-19 disease, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 02/2021 dated 13th January, 2021 read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 (collectively "MCA Circulars"), permitted Companies to conduct Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM), subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 37th AGM of the Company is being convened and conducted through VC or OAVM, without the physical presence of the members at a common venue.
3. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the 37th AGM and hence the proxy form and attendance slip are not annexed to this notice.
4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Corporate Shareholders/Societies intending to authorize their authorized representative to attend the AGM through VC or OAVM are requested to send a duly certified copy of Board Resolution to the Company or upload it on the e-voting portal, authorizing their representative to attend and vote on their behalf electronically or otherwise in terms of provisions of Section 47 of the Companies Act, 2013. The said resolution shall be sent to the scrutinizer by email through its registered email address to pddiwan@yahoo.co.in with a copy marked to ruchiinfrasecretarial@ruchiinfrastructure.com and helpdesk.evoting@cdslindia.com.
6. Profile of Mr. Parag Choudhary, Whole-time Director of the Company, who is available for re-appointment at the 37th AGM of the Company, is provided in the explanatory statement annexed to the notice and may also be read and treated as requisite disclosure for item no.2 of the notice in terms of Secretarial Standard on General Meeting (SS-2) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended on date.

Notice (Contd.)

7. In compliance with the aforesaid MCA Circulars and SEBI Circulars dated May 12, 2020 and January 15, 2021, Notice of the 37th AGM (being part of the Annual Report for the financial year 2020-21) is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members may access the 37th Annual Report 2020-21 (inter-alia containing the Notice of 37th AGM and explanatory statement thereto) on the Company's website www.ruchiinfrastructure.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL i.e. www.evotingindia.com.
8. To support the "Green Initiative", the members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
9. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. Members seeking any information with regard to the accounts are requested to write to the Company Secretary at least seven days before the date of 37th AGM so as to enable the management to keep the information ready at the meeting.
11. Members who wish to claim their dividends that remain unclaimed are requested to contact the Company or to the Registrar and Share Transfer Agent. The amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. It may be noted that dividend declared for the financial year 2013-14 which remain unpaid/unclaimed till 1st November, 2021 shall be transferred to IEPF. Members who are yet to encash such dividend are requested to immediately contact the Company or its Registrar and Share Transfer Agent.
12. **The members are requested to note that, equity shares on which dividend declared for the financial year 2013-14 remain unpaid or unclaimed till 1st November, 2021 will also be transferred to the IEPF in terms of the provisions of Section 124 of the Companies Act, 2013 and the applicable rules made thereunder. Company has duly uploaded on its website, the requisite details of shareholders whose shares shall be liable to be transferred to IEPF account unless they encash their respective dividend declared for the financial year 2013-14. Shareholders whose names appear in the aforesaid details, are requested to immediately contact the Company/its Registrar and Share Transfer Agent to encash/claim dividend declared for the financial year 2013-14.**
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in physical form are requested to submit their PAN and bank account details to Registrar and Share Transfer Agent of the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque.
14. Members holding shares in physical form are requested to intimate changes pertaining to their bank account details, mandates, nominations, change of address, e-mail address etc., if any, to the Company or Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants. Such members may note that shares in physical form cannot be transferred except in case of transmission or transposition.
15. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Share Transfer Agent for assistance in this regard.
16. The facility for making/varying/cancelling nominations is available for individual shareholders of the Company. Nominations can be made in Form SH-13 and any variation/cancellation thereof can be made by giving notice in Form SH-14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The forms can be obtained from the Company/Registrar and Share Transfer Agent or from the website of the Ministry of Corporate Affairs at www.mca.gov.in.
17. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by members during the annual general meeting. All documents referred to in the Notice will also be available for inspection basis request of shareholder received by the Company.
18. 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 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to its members to

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exercise their right to vote on resolutions proposed to be considered at the 37th Annual General Meeting through the electronic voting (remote e-voting) service facilitated by the Central Depository Services (India) Limited (CDSL). The e-voting facility will also be made available at the meeting and the members, who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the meeting through electronic mode. The members who have cast their votes by remote e-voting prior to the meeting may attend the meeting but shall not be entitled to cast their votes again.

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

- (i) The remote e-voting period commences on Tuesday, September 14, 2021 at 9.00 am and ends on Thursday, September 16, 2021 at 5.00 pm. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 10, 2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on the cut-off date. A person whose name is recorded in the Register of members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility for remote e-voting or e-voting at the meeting.

- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode (CDSL/NSDL) is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for e-voting and joining virtual meeting for physical share holders and shareholders other than individuals holding shares in demat form :-

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on “Shareholders” module.
3. Now enter your user ID as under :-
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Characters DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter folio number registered with the Company.

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4. Next enter the Image Verification as displayed and click on Login.
5. 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.
6. If you are a first time user follow the steps given below:

PAN	For Shareholders holding shares in Demat Form and Physical Form
	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders 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 sequence number in the PAN field. • In case the sequence 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 e.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.v).
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company, please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holder 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.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for "RUCHI INFRASTRUCTURE LIMITED".
11. 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.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. 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.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while remote voting on your mobile.
18. **Note for Non - Individual Shareholders and Custodians For Remote Voting Only:**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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 id 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 linked in the login should be emailed 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. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the

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Scrutinizer and to the Company at the email address viz; ruchiinfrastructural@ruchiinfrastructure.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

19. 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 or call 1800225533.
 20. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- B. The Board of Directors of the Company has appointed Mr. Prashant D. Diwan, Practicing Company Secretary as the Scrutinizer to scrutinize the remote e-voting/e-voting at the AGM in a fair and transparent manner.
 - C. The Scrutinizer shall not later than two working days of conclusion of 37th Annual General Meeting, submit a consolidated scrutinizer's report to the Chairman of the Company, who shall declare the results forthwith.
 - D. The result declared along with scrutinizer Report shall be placed on the Company's website www.ruchiinfrastructure.com and on the website of CDSL (www.cdslindia.com) after the result is declared by the Chairman, and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.
 - E. The recorded transcript of the AGM shall be made available on the website of the Company at www.ruchiinfrastructure.com.
 - F. Since the AGM will be held through VC/OAVM, the route map is not annexed in this notice.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. **For Physical Shareholders** - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to the Sarthak Global Limited i.e. Registrar and Share Transfer Agent at investors@sarthakglobal.com with copy to the Company at ruchiinfrastructural@ruchiinfrastructure.com.
2. **For Demat Shareholders** - Please provide demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of consolidated account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to the Sarthak Global Limited i.e. Registrar and Share Transfer Agent at investors@sarthakglobal.com with copy to the Company at ruchiinfrastructural@ruchiinfrastructure.com.
3. The Company/RTA shall co-ordinate with the CDSL and will provide the login credentials to the above mentioned shareholders.

INSTRUCTIONS FOR SHAREHOLDERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholders will be provided with a facility to attend the 37th AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
3. Further, shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number at Company's email id (ruchiinfrastructural@ruchiinfrastructure.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number at Company's email id. No request received after 5.00 pm on Thursday, September 9, 2021 shall be entertained for registration as a speaker. The Company reserves the right to limit the number of speakers on first-come-first-serve basis. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number at Company's email id. These queries will be replied to by the Company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Notice (Contd.)

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:

1. The procedure for e-voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
3. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

EXPLANATORY STATEMENT

[Pursuant to provisions of Section 102(1) of the Companies Act, 2013]

Item No. 2

Mr. Parag Choudhary is 54 years old and holds Bachelor's Degree in Civil Engineering (Hons.) from Shri Govindram Seksaria Institute of Technology and Science, Indore, Madhya Pradesh. He has a wide experience in civil engineering projects and executed a number of residential cum commercial projects like offices, buildings, complexes, agri-warehouses, tank-terminals, edible oil refineries etc. An expert in pilling and foundation works, cross country pipeline projects for tanks terminal & refinery, industrial paint system, project material procurement etc., he is associated with the Company since more than two and half decades and is heading the terminal business of the Company. He has drawn remuneration of ₹ 29.95 lacs during the financial year 2020-21 and was appointed as Whole-time Director of the Company for a period of three years with effect from June 29, 2020. He is liable to retire by rotation and is retiring at this Annual General Meeting.

Mr. Parag Choudhary is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013. He is not related to any director or key managerial personnel of the Company and does not hold any equity share of the Company. He has attended four meetings of the Board held during the financial year 2020-21. He is not on the Board and Committees of any other company, except on the Board of Directors of Mangalore Liquid Impex Pvt. Ltd. None of the directors of the Company holds any equity share of the Company.

The above brief profile of Mr. Parag Choudhary has been provided to the members in terms of secretarial standard on general meeting (SS-2) and regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board recommends the resolution set forth in Item no. 2 for the approval of the members.

Save and except Mr. Parag Choudhary, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item no. 2 of this Notice.

Registered Office:

Ruchi Infrastructure Ltd.
706, Tulsiani Chambers, Nariman Point,
Mumbai – 400 021
Date : August 12, 2021
Place : Indore

By order of the Board of Directors

Ashish Mehta
Company Secretary