

# RUCHI INFRASTRUCTURE LIMITED

Registered Office : 706, Tulsiani Chambers, Nariman Point, Mumbai – 400 021

## NOTICE

### TO THE MEMBERS OF THE COMPANY

#### **Notice pursuant to Section 192 A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001**

Ruchi Infrastructure Limited (the Company) proposes to amend, re-organise, re-structure and inter-change certain object clauses of the Memorandum of Association of the Company with a view to rationalise the objects clause and enlarge the scope of activities of the Company. Such amendments also entail compliance of Section 149 of the Companies Act, 1956. The Company also envisages infusion of funds for the activities of the Company.

As per provisions of Section 192 A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, the consent of the members for the above purposes is solicited by means of postal ballot.

**NOTICE** is hereby given that the Special Resolutions set out hereunder are proposed to be passed by means of Postal Ballot for the purpose of alteration of object clause & commencement of new business in accordance with the provisions of Section 17 & Section 149 (2A) of the Companies Act, 1956 and further issue of capital in accordance with the provisions of Section 81(1A) of the Companies Act, 1956. Explanatory Statement relating to the Special Resolutions is annexed.

The Board of Directors of your Company at its meeting held on 10<sup>th</sup> July, 2010, has appointed Mr. Prashant Diwan, a Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot voting process.

Please carefully read the instructions printed in the enclosed Postal Ballot Form and return the same, completed and signed, in the postage prepaid self-addressed envelope attached, so as to reach the Scrutinizer on or before the close of working hours on 21<sup>st</sup> August, 2010.

The Scrutinizer, after completion of scrutiny, will submit his Report to the Company. The results of Postal Ballot will be declared by the Company during working hours on 26<sup>th</sup> August, 2010 at the Registered Office of the Company. The results will also be put up on the Company's website [www.ruchiinfrastructure.com](http://www.ruchiinfrastructure.com).

### **SPECIAL RESOLUTIONS**

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

“RESOLVED THAT pursuant to Section 17 and other applicable provisions of the Companies Act, 1956 the object clause of the Memorandum of Association of the Company be and is hereby amended and re-organised as follows:

The existing paragraph 100 and 147 of clause III C of the Memorandum of Association of the Company be and are hereby amended, re-organised and shifted to Clause III A as paragraphs 1 and 2 respectively, as under:

1. To generate electrical power by conventional, non-conventional methods by solar, wind, tidal waves and any other non-conventional method as may be developed from time to time and to promote, own, acquire, erect, construct, establish, maintain, improve, develop, manage, operate, alter, carry on, control, take on hire/lease power plants, solar and wind farms, co-generation power plants, energy conservation projects, power houses, Hydro Power Projects, Thermal Power Projects, transmission and distribution systems for generation, distribution, transmission and supply of solar, wind and electrical energy and buy, sell, supply, exchange, market and deal in solar, wind and electrical power, energy to the State Electricity Board, State Government, Appropriate Authorities, licensee, specific industrial units and other consumer for industrial, commercial agricultural, household and any other purpose in India in any area to be specified by the State Government, Central Government, Local Authority, State Electricity Boards and any other competent authority in accordance with the provisions of Indian Electricity Act, 1910 and/or Electricity (Supply) Act, 1948 or any statutory modifications or re-enactment thereof and rules made thereunder.
2. To establish, organize, manage, run, charter, maintain, conduct, contract, develop, handle, own, operate, undertake, and carry on the business of setting up of liquid/solid storage tank, warehousing and logistics services as operators, transporters, agents, carriers, charterers in all its branches on land, air, water & space for letting out on rent, warehousing, transporting goods, articles or things on all routes and lines through all sorts of carriers and to act as commission agent, booking agent, indenting agent, fleet owners, garage owners, warehouse owners, depot owners, service station owners, cargo superintendents, cargo owners, stevedore, loading and unloading contractors, cartage contractors, C & F agent, ropeway owners, liaisons and to do all incidental acts and things necessary for the attainment of the above objects.

RESOLVED FURTHER THAT pursuant to Section 17 and other applicable provisions of the Companies Act, 1956, the object clause of the Memorandum of Association of the Company be and are hereby amended and re-organised as follows:

The existing paragraphs 1 and 2 of Clause III (A) of the Memorandum of Association of the Company be and are hereby amended, reorganised and shifted to Clause III (C) as paragraph 100 and 147 respectively, as under:

100 To carry on and undertake the business of finance and trading, hire, purchase, leasing and to finance lease operations of all kinds, purchasing, Selling, hiring or letting on hire all kinds of plant and machinery and equipment that the Company may think fit and to assist in financing of all and every kind and description of hire purchase or deferred payment or similar transaction and to subsidise, finance or assist in subsidising or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable property including land and building plant and machinery, equipment, ships, aircraft automobiles, computers and all consumers, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof regardless of whether property purchased and leased by new and/or/used.

147. To advance, deposit or lend-money, securities and properties to or with any Company, firm, person or association whether falling under the same management or otherwise in accordance with and to the extent permissible under the provisions, contained in Sections 370 and 372 of the Companies Act 1956, with or without security and on such terms as may be determined from time to time However the company shall not carry on the business of banking as defined under the Banking Regulation Act, 1949 and to provide a leasing, financing and investment advisory/counselling service to other entities.

RESOLVED FURTHER THAT pursuant to Section 17 and other applicable provisions of the Companies Act, 1956, the existing object clause 3 of Clause III A of the Memorandum of Association of the Company be and is hereby substituted by the following new object clause 3, as under:

3. To purchase, take on lease, acquire in exchange or otherwise own, hold, occupy, management control, construct, erect, alter, develop, pull down improve, repair, renovate, work, build, plan, lay out sell, transfer, mortgage, charge, assign, let out, hire, sub-let, sub-lease, all types of lands, plots, buildings, hereditaments, bungalows, quarters, offices, flats, chawls, warehouses, godowns, shops, stalls, markets, houses, structures, undertaking, constructions, tenements, roads, bridges, forests, estates, assets and properties, moveable or immovable freehold or lease-hold of whatever nature and description and where situate and to carry on the business of builders, contractors, dealers in and construction of complexes, malls and to own, buy, sell, possess, develop, construct, rebuild, maintain, rent, lease, alter, repair, renovate, develop or otherwise deal in highways, flyover, runways, docks, dams, canals, ports or any other infrastructure projects and to deal, sale, manage, lease operate and run the infrastructure so developed on build, operate, own or lease and/or transfer basis and buy and sell immovable property of any tenure and any interest therein and to create an interest.

RESOLVED FURTHER THAT pursuant to Section 17 and other applicable provisions of the Companies Act, 1956, the object clause 125 of Clause III C of the memorandum of association of the company be and is hereby amended and re-organised as under:

125. To manufacture, process, refine, import, export, buy, sell and deal in edible oils, vanaspati, oils, de-hydrogenated vegetable oils, oils made or processed or solvent extracted from seeds, cotton seeds, coconuts, products of plantations, horticulture, agriculture and forest produce and oil cakes, and to get vanaspati, soaps and lubricants made from oils or as by-products thereof and to do plantation, horticulture and produce oil-bearing seeds, plants, crops of any kind, either on its own or through contract farming."

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

"RESOLVED THAT pursuant to Section 149 (2-A) and other applicable provisions, if any, of the Companies Act, 1956, consent is hereby given to the Board of Directors to commence and continue to commence any or all of the business activities specified in the para 67 and 125 of the Object Clause IIIC of the Memorandum of Association 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 and to settle any questions or disputes that may arise in relation thereto."

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

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 81(1A) and other applicable provisions of the Companies Act, 1956 [including any statutory modification(s) or re-enactment thereof, for the time being in force, such Act being referred to as the 'Act'], the applicable provisions of Foreign Exchange Management Act, 1999 ('FEMA'), rules, regulations, guidelines, notifications and circulars issued under FEMA including but not limited to Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, provisions of Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended, SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2009 and other applicable regulations, rules, guidelines, notifications and circulars of the Securities and Exchange Board of India ('SEBI') and enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and subject to requisite approvals, consents, permissions and/or sanctions of SEBI, the Stock Exchanges, Reserve Bank of India, and all other authorities as may be required, whether in India or outside India, and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and / or sanction 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 which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorized at its absolute discretion to create, offer, issue and allot in one or more tranches, in the course of domestic/international offerings to one or more persons as the Board may determine at its

absolute discretion, whether or not they are members of the Company, including but not limited to domestic investors/foreign investors whether having presence in India or not / institutional investors / foreign institutional investors, Qualified Institutional Buyers, members, employees, non-resident Indians, companies or bodies corporate whether incorporated in India or abroad, trusts, mutual funds, banks, financial institutions, insurance companies, pension funds, individuals or otherwise, whether shareholders of the Company or not, through a public issue, rights issue, preferential issue and / or private placement, with or without an over-allotment option, with or without reservation on firm and / or competitive basis of such part of the issue for such person or categories of persons as may be permitted, equity shares and/or equity shares through depository receipts including Foreign Currency Convertible Bonds and / or Global depository Receipts and / or American Depository Receipts and / or Qualified Institutions Placement (QIP) and / or any other securities convertible into equity shares at the option of the Company and / or holder(s) of the securities and / or securities linked to equity shares and/or securities with warrants including any instruments or securities representing either equity shares and / or Foreign Currency Convertible Bonds or convertible securities or securities linked to equity shares or equity shares / fully convertible debentures / partly convertible debentures or any securities, which are convertible or exchangeable with equity shares at a later date (hereinafter, collectively referred to as "Securities"), secured or unsecured, listed on any Stock Exchange inside India, through an offer document and /or prospectus and / or offer letter and / or offering circular and / or information memorandum and / or any other offering document(s) including an umbrella or shelf offering document and / or listing particulars, as the Board in its sole discretion may at any time or times hereafter decide, for an aggregate amount not exceeding Rs. 1000 crores (Rupees One thousand crore only), inclusive of such premium from time to time, such issue and allotment to be made at such time or times in one or more tranches, in one or more currencies, at such price or prices in such manner and where necessary in consultation with the lead managers and / or underwriters and / or stabilizing agents and / or other advisors or otherwise on such terms and conditions as the Board may, in its absolute discretion, decide at the time of issue of Securities with or without any green shoe option, through an offer document and / or information memorandum as the Board in its sole discretion decide.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid offer/issue of securities may have all or any terms or combination of terms in accordance with the prevalent market conditions including but not limited to terms and conditions relating to payment of interest, dividend, premium or redemption at the option of the Company and / or the holders of the securities including terms for offer/issue of additional equity shares or variation of the conversion price or period of conversion of securities in to equity shares or terms pertaining to voting rights or option(s) for early redemption of securities and the Board be and is hereby authorized to determine the form, terms, timing of the offer(s)/issue(s) including the class of investors, number of securities to be issued and / or allotted in each tranche, offer/issue price, face value, premium amount on issue/conversion of securities, redemption of securities, rate of interest, redemption, period, listing on one or more Stock Exchanges in India or overseas as the Board may in its absolute discretion deem fit and to make and accept any modifications in the proposal as may be required by the authorities and to do all acts, deeds, matters and things as may be necessary and to settle any questions or difficulties that may arise in regard to the said offer(s) / issue(s) of securities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to offer, issue and allot such number of ordinary equity shares ranking pari-passu, inter-se, with the then existing ordinary shares of the Company in all respects from time to time as may be required to be issued and allotted upon exercise of conversion option by the holder(s) of the securities in accordance with the terms of the issue of securities.

RESOLVED FURTHER THAT the consent of the Company be and is hereby granted in terms of Section 293(1)(a) and other applicable provisions, if any, of the Act and subject to all necessary approvals, to the Board to secure, if necessary, all or any of the above Securities to be issued by the creation of mortgage and / or charge on all or any of the Company's immovable and / or movable assets, both present and future, in such form and manner and on such terms as may be deemed fit and appropriate by the Board.

RESOLVED FURTHER THAT the Board and / or any entity, agency or body authorized and / or appointed by the Board may, upon issue of such Securities, issue depository receipts representing the underlying Securities issued by the Company in negotiable 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 and free transferability thereof as per international practices and regulations in or under such form and practices as may be prevalent in the international market.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing there from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue /offer or allotment or conversion of the aforesaid Securities, listing thereof with any of the international / domestic stock exchange(s) and to resolve and settle all questions and difficulties that may arise in the proposed issue/offer, allotment and conversion of any of the aforesaid Securities, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Registered Office :  
**Ruchi Infrastructure Limited**  
706, Tulsiani Chambers, Nariman Point,  
Mumbai- 400 021.  
10<sup>th</sup> July, 2010

By order of the Board of Directors

**ASHISH MEHTA**  
Company Secretary

## **EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956**

### **Item No.1:**

Your Company diversified into storage tanks and related infrastructure activities in the year 1995. Since then, the Company is aggressively searching new avenues in Infrastructure and related businesses. However, the main objects of the Company do not appropriately reflect the activities of the Company.

In order to rationalize the objects clauses and to enlarge the scope of activities of the Company, it is proposed to amend, re-organise, re-structure and inter-change objects clauses being, para 1 and 2 with para 100 and 147 of the Memorandum of Association as mentioned in Resolution No.1. It is further proposed to substitute existing para 3 by inserting new para 3 which is related to infrastructure activities. Further with a view to continue to carry on activities as mentioned in para 125 more effectively, it is proposed to amend and re-organise para 125.

In terms of provisions of Section 17, the amendment to the Object Clause require the approval of the Shareholders by Special Resolution, the Board of Directors therefore recommends the Special Resolution for your approval. None of the Directors of the Company is interested in the resolution.

### **Item No.2:**

Your company intends to commence shipping and logistic activities in terms of para 67 of the Other Object Clause of Memorandum of Association. The Company has been carrying on certain activities as mentioned in para 125 of the Other Object Clause of Memorandum of Association. The Company has amended para 125 for backward integration and allied activities, which may be undertaken by the Company more effectively and advantageously with the existing activities.

For commencement of new business/activities, provisions of Section 149(2A) of the Companies Act, 1956 require approval of shareholders by way of Special Resolution. Your Directors recommend Special Resolution at Item No.2 for your approval. None of the Directors of the Company is interested in the resolution.

### **Item No. 3:**

To achieve over-all objective of sustained growth and wealth maximisation, the Company requires funds in order to part finance backward integration, acquisitions of production facilities, inorganic and organic business plans, brand initiatives including acquisition of brands, capital expenditures, working capital purposes and general operational and corporate needs of the Company from time to time.

Considering the funding needs, it is proposed to offer, issue and allot, equity shares and / or other equity linked securities and / or securities convertible into equity shares, at later date, and / or Global Depository Receipts (GDRs) and / or American Depository Receipts (ADRs) and / or Foreign Currency Convertible Bonds (FCCBs) and / or Qualified Institutions Placement (QIP), up to a sum not exceeding Rs.1000 crores (Rupees One thousand crore only) in one or more tranches on such terms and conditions as the Board may decide, subject to compliance of the applicable laws, rules and regulations.

In terms of the requirements of Section 81(1A) of the Companies Act, 1956, the said offer and issue of equity shares and / or securities with conversion option for converting the said securities into equity shares would require consent and approval of the shareholders of the Company. In terms of Section 293 (1)(a) of the Companies Act, 1956 the approval of shareholders of the Company is also solicited for creation of charge/mortgage over assets of the Company, if necessary for the purpose.

None of the Directors of the Company is, in any way, concerned or interested in the resolution except in the capacity of the Shareholder(s) of the Company.

Registered Office :

**Ruchi Infrastructure Limited**  
706, Tulsiani Chambers, Nariman Point,  
Mumbai- 400 021.  
10<sup>th</sup> July, 2010

By order of the Board of Directors

**ASHISH MEHTA**  
Company Secretary