

RUCHIKA INDUSTRIES INDIA LIMITED

CIN: L51503DL1985PLC021039

Regd. Office: B-502, Statesman House 148, Barakhamba Road, Delhi – 110001
Tel. No.: 011-43029809, E-mail: roc.ruchika@gmail.com, Website: www.ruchikaind.in

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the company will be held at 11.00 A.M. on Monday, 03rd April, 2017 at B-502, Statesman House 148, Barakhamba Road, Delhi - 110001 to consider the following:

SPECIAL BUSINESS:

To pass the resolution and if thought fit, to pass it with or without modification(s) as **Special Resolution:**

1. To approve re-classification of promoters of the Company.

"**RESOLVED THAT** pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof), and the approval of the Company be and is hereby accorded for re-classification of Mr. Arun Nanda and Mr. Vimal Nanda, the existing promoters of the company from promoter category to non-promoter category.

RESOLVED FURTHER that the promoters seeking re-classification along with its promoter group entities and person acting in concert do / will not:

- have any special rights through formal or informal agreements.
- directly or indirectly, exercise control, over the affairs of the company.
- hold more than 10% of the paid-up capital of the Company.
- act as a Key Managerial person for a period of more than three years from the date of Shareholders approval.

on meeting of the above conditions Mr. Arun Nanda and Mr. Vimal Nanda shall cease to be the promoters of the company.

RESOLVED FURTHER that the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

RESOLVED FURTHER that the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms / returns with the Ministry of Corporate Affairs / Stock Exchanges / other authorities concerned.”

**By order of the Board of Directors
Ruchika Industries India Limited
Sd/-
(ZakhanaNaineshkumar Gandhi)
Director
DIN: 05122611**

**Date: 09/03/2017
Place: New Delhi**

**B-2-804, Astha Appt. NR. VesuCharrasta,
Udhana Magdalla RD Surat 395002**

EXPTANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Mr Arun Nanda and Mr Vimal Nanda were the promoters of the company being subscribers to MOA and AOA and they hold only 100 shares each in the company as on date. Since they were subscribers to MOA and AOA as per Companies Act, 1956, they are being still carried forward as promoters, however they neither have any managerial position or control in the company nor do they have any relationship whatsoever with the company or the present promoters except to the interest of their shareholding in the company.

Your Board of Directors proposes to reclassify those promoters as public shareholders and recommends passing of this resolution as set out in the notice.

None of the directors of the Company has any pecuniary or otherwise any interest in the resolution.

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE MEETING. BLANK PROXY FORM IS GIVEN IN THE ANNUAL REPORT.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
3. A statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business under item no. 1 set out above to be transacted at the meeting is annexed hereto and forms a part of this Notice.
4. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
5. The cut-off date for determining the Members who are entitled to vote through Remote e-voting or voting at the meeting shall be 27th March, 2017. Only Members as on the cut-off date, who have not exercised their Voting Rights through Remote e-voting, shall be entitled to vote at the Meeting.
6. Relevant documents referred to in the accompanying Notice and statutory registers are open for inspection by the Members at the Registered Office at B-502, Statesman House 148, Barakhamba Road, Delhi - 110001 of the Company on all working days of the Company, during business hours up to the date of the Meeting and will be available for inspection at the GM.

7. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
9. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
10. Members are requested to address all correspondence to the Registrar and Share Transfer Agents, M/s Purva Sharegistry (India) Limited at 9, Shiv Shakti Industrial Estate J.R. Boricha Marg, Opp. Kasturba Hospital Lower Parel (East) Mumbai 400 011.
11. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.
12. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited. The facility for voting through ballot or polling paper will also be made available at the EGM and members attending the EGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the EGM through ballot or polling paper. Members who have cast their votes by remote e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their votes again.
13. The Notice of the EGM and instructions for e-voting, along with the Attendance slip and Proxy form, are being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
14. Members may also note that the Notice of EGM will be available on the Company's website: www.ruchikaind.in. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on

working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: roc.ruchika@gmail.com.

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents, M/s PurvaSharegistry (India) Limited at 9, Shiv Shakti Industrial Estate J.R. Boricha Marg, Opp. Kasturba Hospital Lower Parel (East) Mumbai 400 011.
16. M/s. Vikas Verma & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form or Poll Paper received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
17. The facility for voting, either by use of ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
18. Members can opt for only one mode of voting, i.e., either by ballot or poll paper or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through poll paper shall be treated as invalid.
19. Route map & landmark of venue of EGM is enclosed with Notice.

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

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **31st March, 2017 at 9.30 A.M and ends on 2nd April, 2017 at 5.00 P.M.** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date 27th March, 2017** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.

- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<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"> • 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 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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 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.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of **Ruchika Industries India Limited**.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) **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 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 linked in the login 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.

(xx) 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

Other Instructions:

- I. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 27/03/2017.
- II. 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, i.e. 27/03/2017 only shall be entitled to avail the facility of remote e-voting / voting at EGM.
- III. Any person, who acquires shares and become Member of the Company after the dispatch of the notice and holds shares as of the cut-off date i.e. 27/03/2017 may obtain the login ID and password in the manner mentioned below. However, if you are already registered with CSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot User Details / Password” option available on www.evotingindia.com .
- IV. The remote e-voting period will commence on 31st March, 2017 at 9.30 A.M. and ends on 2nd April, 2017 until 5.00 P.M. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- V. The Scrutinizer(s) shall immediately after the conclusion of voting at the Meeting, count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company. The Scrutinizer(s) shall submit a consolidated Scrutinizers’ Report of the votes

cast in favour or against, if any, not later than 3 (three) days of conclusion of the Meeting to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or any other person authorized by him in writing shall declare the results of the voting forthwith.

VI. The Result declared along with the Scrutinizers' Report shall be placed on the Company's website on 03rd April, 2017 and on the website of CDSL immediately after the results are declared by the Chairman or any other person authorized by him and the Company shall, simultaneously, forward the results to the concerned Stock exchange where its equity shares are listed.

By order of the Board of Directors
Ruchika Industries India Limited
Sd/-
(ZakhanaNaineshkumar Gandhi)
Director
DIN: 05122611
B-2-804, Astha Appt. NR. VesuCharrasta,
UdhanaMagdalla RD Surat 395002

Date: 09/03/2017

Place: Delhi

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Extra-Ordinary General Meeting – 3rd April, 2017

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature	

Or failing him / her

Name :	E-mail Id:
Address:	
Signature	

Or failing him / her

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on the 3rd April, 2017 at 11:00 AM at B-502, Statesman House 148, Barakhamba Road, Delhi - 110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No: 1

Sl. No.	Resolution(s)	Vote	
		For	Against
1.	Reclassification of Promoters to Public Shareholders		

Signed thisday of 2017.

.....
Signature of the member

.....
Signature of the proxy holder(s)

Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Extra-Ordinary General Meeting (on or before 3rd April, 2017 at 11:00 am).

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Extra-Ordinary General Meeting – 3rd April, 2017

Full name of the member(s) attending

(In block capitals)

Registered Folio no. / DP ID no. / Client ID no. : _____

No. of shares held: _____

Name of Proxy: _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the Extra-Ordinary General Meeting of M/s. Ruchika Industries India Limited at B-502, Statesman House 148, Barakhamba Road, Delhi – 110001.

(Member's /Proxy's Signature)

Notes:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.