



23rd December, 2019

To,
Listing Compliance,
BSE Limited,
P. J. Tower,
Dalal Street,
Mumbai – 400 001.

Scrip Code : 540696
Scrip ID : KCDGROUP

Sub: Submission of Notice of an Extra Ordinary General Meeting

Dear Sir/Madam,

This is to inform exchange that an extra-ordinary General Meeting of the Company is scheduled to be held on 14th January, 2020.

In this regard, submitting herewith notice of an Extra-ordinary General Meeting.

We hereby request you to take the same on your record.

Thanking You,

For KCD Industries India Limited
(Formerly known as Ruchika Industries India Limited)


Kavita Iyer
Managing Director
DIN: 08417118



KCD INDUSTRIES INDIA LIMITED

(Formerly known as Ruchika Industries India Limited)

Corporate Division

501, Ruby Crescent Business Boulevard,
Ashok Chakravarti Road, Above Axis Bank,
Kandivali (East), Mumbai - 400 101.
Tel. : +91 91373 22030

Email : roc.ruchika@gmail.com, info@kcdindustries.com,
CIN: L70100MH1985PLC301881

www.kcdindustries.com

NOTICE:

NOTICE is hereby given that the meeting of the members of KCD Industries India Limited (formerly known as Ruchika Industries India Limited) is scheduled to be held on Tuesday, January 14, 2020 at the Registered Office of the Company situated at 501, 5th Floor, Ruby Crescent Business Boulevard, Ashok Chakravati Road, Kandivali (E), Mumbai- 400101 at 9:30 a. m. to transact the following businesses:

Special Business:

1. Appointment of Statutory Auditors to fill casual vacancy:

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of section 139(8) of the Companies Act, 2013 read with the companies (Audit and Auditors Rules, 2014 (Rules)), including and statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to recommendation made by the Board of Directors at its meeting held on October 15, 2019, M/s TDK & Co. , Chartered Accountants (Firm Registration No. 109804W), Mumbai be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Kapish Jain & Associates, Chartered Accountants (Firm Registration No. 022743N), Mumbai.

RESOLVED FURTHER THAT M/s TDK & Co., Chartered Accountants (Firm Registration No. 109804W), Mumbai be and are hereby appointed as Statutory Auditors of the Company from this Extra Ordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the statutory audit for the period ending March 31, 2020 at a remuneration of Rs. 30,000/- per annum plus GST as applicable and reimbursement of out of pocket expenses incurred.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be deemed necessary and expedient to give effect to the aforesaid resolution.”

2. Private Placement of Convertible Equity Warrants:

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 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 readwith Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the “**Act**”), the provisions of the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, Ministry of Corporate Affairs, Reserve Bank of India, Securities and Exchange Board of India (“**SEBI**”), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“**SEBI Listing Regulations**”), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended or re-enacted from time to

time (“**SEBI (ICDR) Regulations**”) Securities and Exchange Board of India(Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SEBI Takeover Regulations**”) and subject to necessary approvals, permissions, sanctions and consents of any relevant governmental authorities including the Stock Exchange and subject to such other approvals, permissions, sanctions and consents as may be necessary under all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be required) by any other regulatory authorities which may be agreed to and/or accepted by the Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot at an appropriate time, in one or more tranches in aggregate and upto 25,00,000 (Twenty Five lakhs) Convertible Equity Warrants (“Warrants”) at a price of Rs. 21.50/- (Rupees Twenty One paise Fifty) per warrant aggregating to Rs. 5,37,50,000/- (Rupees Five Crore Thirty Seven Lakhs Fifty Thousand only), each convertible into One (1) equity share of face value of Rs. 5/- (Five only) each (the Equity Shares) to the below mentioned allottees:

Sr. No.	Name of the Allottee	Category	No. of Warrants
1	Rajiv Darji	Promoter	10,50,000
2	Jayesh Hementkumar Vyas *	Non-Promoter	50,000
3	Arti Jayesh Vyas *	Non-Promoter	48,500
4	Jay Jayesh Vyas *	Non-Promoter	49,500
5	Keerti P Vora #	Non-Promoter	48,000
6	Bhavik K Vora #	Non-Promoter	44,000
7	Payal K Vora #	Non-Promoter	29,000
8	Anil P Vora @	Non-Promoter	29,000
9	Anil P Vora HUF @	Non-Promoter	20,000
10	Parul A Vora @	Non-Promoter	42,000
11	Raj A Vora @	Non-Promoter	15,000
12	Viral A Vora @	Non-Promoter	10,000
13	Sagar Shetty \$	Non-Promoter	28,000
14	Tina S Shetty \$	Non-Promoter	22,000
15	Nizarali Marediya %	Non-Promoter	22,000
16	Rozina N Marediya %	Non-Promoter	27,000
17	Bakim B Cleark	Non-Promoter	49,500
18	Prasad Maruti Jadhav	Non-Promoter	48,250
19	Shailesh Dalal	Non-Promoter	49,300
20	Chetan Panchal	Non-Promoter	49,200
21	Dhaval H. Shah	Non-Promoter	49,600
22	Camy Khokani	Non-Promoter	48,950
23	Anjali Pandit	Non-Promoter	49,250
24	Rakshit Shah	Non-Promoter	47,800
25	Gaurav Patel	Non-Promoter	48,350
26	Kumarpal R Kothari	Non-Promoter	49,100
27	Dilip Karia	Non-Promoter	49,500
28	Chetan K Bhavsar	Non-Promoter	49,375
29	Sunil Chourasia	Non-Promoter	49,500
30	Hiral R. Joshi	Non-Promoter	48,500

31	Rakesh Tripathi	Non-Promoter	48,700
32	Swapnil Kerkar	Non-Promoter	49,600
33	Kiran Rathod	Non-Promoter	47,800
34	Piyush Jain	Non-Promoter	49,200
35	Satej Pandit	Non-Promoter	43,500
36	Nimesh Khagrm	Non-Promoter	41,025
	Total		25,00,000

Note:

** Mr. Jayesh Hementkumar Vyas, Mrs. Arti Jayesh Vyas and Mr. Jay Jayesh Vyas are related to each. Hence, be deemed as persons acting in concerned with each other.*

Mr. Keerti P Vora, Mr. Bhavik K Vora and Mrs. Payal K Vora are related to each. Hence, be deemed as persons acting in concerned with each other.

@ Mr. Anil P Vora, Anil P Vora HUF, Mrs. Parul A Vora, Mr. Raj A Vora and Mr. Viral A Vora are related to each. Hence, be deemed as persons acting in concerned with each other.

\$ Mr. Sagar Shetty and Mrs. Tina S Shetty are related to each. Hence, be deemed as persons acting in concerned with each other.

% Mr. Nizarali Marediya and Mrs. Rozina N Marediya are related to each. Hence, be deemed as persons acting in concerned with each other.

RESOLVED FURTHER THAT the “Relevant Date” in accordance with SEBI (ICDR) Regulations would be December 13, 2019, as December 15, 2019 (the date 30 days prior to the date of this EOGM) and preceding day, December 14, 2019 are weekend days and hence December 13, 2019 being the day preceding the weekend day, shall be considered as the Relevant Date for the purpose of abovementioned issue of Equity Warrants convertible into Equity Shares.

RESOLVED FURHTER THAT without prejudice to the generality of the above, the issue of Equity Warrants shall be subject to following terms:

- The proposed warrants shall be issued and allotted by the company to proposed allottee within a period of fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the proposed warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.
- Each Equity Warrant is convertible into One (1) Equity Share and the conversion can be exercised by warrant holder(s) at any time during the period of Eighteen (18) months from the date of allotment of Equity Warrants, in one or more tranches, as the case may be and on such other terms and conditions as applicable;
- The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalisation of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.
- Equity Warrant subscription price equivalent to 25% of the issue price will be payable at the time of subscription of Equity Warrants, as prescribed by the SEBI (ICDR) Regulations, which would be

adjusted by the Company and appropriated against the issue price of the Equity Shares. Equity Warrant exercise price equivalent to the 75% of the issue price of the equity shares shall be payable by the warrant holder(s) at the time of exercising conversion of Equity Warrants;

- e. The warrant holder(s) shall be entitled to exercise the option of exercising any or all of the Equity Warrants in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of Equity Warrants proposed to exercise along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares;
- f. The Equity Shares to be so allotted on exercise of Equity Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;
- g. In the event the warrant holder(s) does not exercise the Equity Warrants within Eighteen (18) months from the date of allotment of the Equity Warrants, then such Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company;
- h. The Equity Warrants issued and allotted will be transferable within the Promoter Group subject to compliance of applicable provisions and subject to such other approvals as may be necessary from time to time;
- i. The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall *interalia* be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
- j. The Equity Warrants and the Equity Shares being allotted pursuant to exercise of such Equity Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue, the number of equity shares to be allotted, finalising the terms of agreement(s) and other related document(s), if any, to be executed including amendments thereto, provide any clarifications related to offer, issue and allotment of Equity Warrants and Equity Shares, listing of Equity Shares on Stock Exchanges and authorise to preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings, instruments and such other documents (including documents in connection with appointment of agencies,

intermediaries and advisors), utilisation of proceeds of issue and further to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members 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 and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) or authorised signatory/ies of the Company and generally to do all such acts, deeds and things as may be required in connection with the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint/engage any registrar, depositories, professionals, advisors, bankers, consultants and advocates and to finalise their fees/charges and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and further authorised to make requisite filing with concerned regulatory/government authorities / depository(ies), Stock Exchanges and/or any other regulatory authorities to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.

RESOLVED FURTHER THAT all action(s) taken by the Board or Committee(s) thereof, any Director(s) or Officer(s) or any other authorised signatory/ies of the Company in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**By the Order of the Board of Directors
For KCD Industries India Limited
(formerly known as Ruchika Industries India Limited)**

Sd/-

Kavita Iyer

Chairman & Managing Director

DIN: 08417118

Place: Mumbai

Date: 19/12/2019

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/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. Proxies in order to be effective should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.
2. Members/Proxies and Authorised representatives are requested to bring to the Meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting.
3. The Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102 of the Companies Act, 2013 ('the Act') setting out material facts are appended herein below.
4. Pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") and the Secretarial Standard- 2 on "General Meetings", the particulars of Directors seeking appointment/re-appointment at the meeting are annexed to the Notice.
5. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote.
6. As per the requirement of the Secretarial Standard- 2 on "General Meetings" the route map showing directions to reach the venue of the meeting is annexed to the Notice.
7. The Notice of the EOGM is being sent by electronic mode whose email addresses are registered with the Company/Depository Participants, unless any member has requested for physical copy of the same. For members who have not registered their email addresses, a physical copy is being sent by permitted mode. To support the 'Green Initiative' Members who have not registered their email addresses are required to register the same with the Company / Depository. Members may note that this Notice will also be available on the Company's website.
8. In compliance with Regulation 44(1) & (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of voting at the EOGM. The instructions for electronic voting are annexed to this notice. E-voting is optional.

9. The Notice is being sent to all the Members, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on December 13, 2019.
10. The Board of Directors of the Company has appointed **Mrs. Neelam Ahire**, Practicing Company Secretary as a Scrutinizer who shall be responsible to conduct e-voting in a fair and transparent manner.
11. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11:00 hours to 13:00 hours up to the date of the meeting.

INSTRUCTIONS:

PROCESS FOR THE MEMBERS OPTING FOR E-VOTING ARE AS FOLLOWS:

E-voting shall commence from January 11, 2020 at 09.00 hours and would end at January 13, 2020 at 17.00 hours. During this period members of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date January 07, 2020 may cast their vote by remote e-voting form.

During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of January 07, 2020 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The facility for voting through ballot paper shall be made available at the EOGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who cast their vote by remote e-voting prior to the EOGM may also attend the EOGM but shall not be entitled to cast their vote again.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csneelamahire@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

**By the Order of the Board of Directors
For KCD Industries India Limited
(formerly known as Ruchika Industries India Limited)**

Sd/-

Kavita Iyer

Chairman & Managing Director

DIN: 08417118

Place: Mumbai

Date: 19/12/2019

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULES MADE THERETO (THE “ACT”) AND SEBI (ICDR) REGULATIONS IS AS FOLLOWS:

Item no. 1:

M/s Kapish Jain & Associates, Chartered Accountants (FRN: 022743N) had resigned from the post of Statutory Auditors due to non- agreement on the remuneration, resulting into a casual vacancy in the office of the Statutory Auditors of the company as envisaged by section 139 (8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended at its meeting held on October 15, 2019, that M/s TDK & CO. Chartered Accountants (FRN: 109804W), Mumbai be appointed as Statutory Auditors of the Company to fill the casual vacancy by the resignation of M/s Kapish Jain & Associates, Chartered Accountants.

M/s TDK & CO. Chartered Accountants (FRN: 109804W), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Item no. 2:

The Board of Directors in their meeting held on December 19, 2019 subject to the necessary approvals, has approved the proposal for raising funds and for that to issue and allot up to 25,00,000 (Twenty Five Lakhs) Convertible Equity Warrants at a price of Rs. 21.50 per share aggregating to Rs. 5,37,50,000/- (Rupees Five Crores Thirty Seven Lakhs Fifty Thousand only) on preferential basis.

The details of the issue and other particulars as required in terms of the Act and SEBI (ICDR) Regulations, 2018 in relation to the aforesaid Special Resolution are given as under:

1. Objects of the Preferential Issue:

The object of raising equity share capital by issuing warrants are:

- i. To fund long term capital requirements for future growth of the Company;
- ii. To meet working capital requirements;
- iii. To invest in new projects, companies, bodies corporates;
- iv. To meet General Corporate Purpose.

2. The total number of securities to be issued and pricing:

The Board intends to offer, issue and allot up to 25,00,000 (Twenty Five Lakhs) Convertible Equity Warrants at a price of Rs. 21.50 (Rupees Twenty One Paise Fifty) per warrant, each warrant convertible into or exchangeable for one (1) Equity Share of face value Rs. 5/- (Rupees Five only) at a premium of Rs. 16.50 (Rupees Sixteen Paise Fifty) per share, aggregating to Rs. 5,37,50,000/- (Rupees Five Crores Thirty Seven Lakhs Fifty Thousand only) on preferential basis to the proposed allottees.

3. Basis on which the price has been arrived at:

The equity shares of the company are listed on BSE Limited (Stock Exchange) and are frequently traded in accordance with SEBI (ICDR) Regulations.

In terms of the applicable provisions of SEBI (ICDR) Regulations the price at which Equity Warrants shall be allotted shall not be less than higher of the following:

- a) Average of the weekly high and low of the volume weighted average price of the equity shares of the company quoted on the Stock Exchange, during the twenty six (26) weeks preceding the relevant date; or
- b) Average of the weekly high and low of the volume weighted average price of the equity shares of the company quoted of the stock exchange, during two (2) weeks preceding the Relevant Date.

The pricing of the Convertible Equity Warrants to be allotted on preferential basis is Rs. 21.50 /- (Rupees Twenty one Paise Fifty) per warrant with each convertible into one (1) Equity share of Rs. 5/- (Rupees Five only), which is not lower than the price determined in accordance with applicable provisions of SEBI (ICDR) Regulations.

Since the equity shares of the Company have been listed on the Stock Exchange for a period of more than twenty six (26) weeks prior to the Relevant date, it is not required to re-compute the price per equity share to be issued and therefore, the company is not required to submit the undertaking specified under the relevant provisions of SEBI (ICDR) Regulations.

4. Relevant Date:

The "Relevant Date" in accordance with SEBI (ICDR) Regulations would be December 13, 2019, as December 15, 2019 (the date 30 days prior to the date of this EOGM) and preceding day, December 14, 2019 are weekend days. Hence December 13, 2019 being the day preceding the weekend day, shall be considered as the Relevant Date for the purpose of abovementioned issue of Equity Warrants.

5. The shareholding pattern of the Company before the proposed issue and after the proposed conversion of Equity Warrants as follows:

Sl. No.	Category	Pre-issue shareholding		Post- issue shareholding (assuming full conversion of Equity Warrants)	
		No. of Equity Shares	% of Shareholding	No. of Equity Shares	% of Shareholding
A	Promoters and Promoter Group Holding				
1	Indian	974216	48.71	2024216	44.98
	Sub Total (A)	974216	48.71	2024216	44.98
B1	Non-Promoter Holding				
	Institutions	0	0	0	0
B2	Non - Institutions				
1	Individuals (share Capital upto Rs. 2 lakhs)	449824	22.49	449824	9.99
2	Individuals (share Capital in excess of Rs. 2 lakhs)	269870	13.49	1719870	38.22
3	Others:				
a.	Body Corporates	93050	4.66	93050	2.07
b.	NRI	3800	0.19	3800	0.08
c.	Unclaimed or Suspense or Escrow Account	209240	10.46	209240	4.65
	Sub-Total (B)	1025784	51.29	2475784	55.02
C1	Shares underlying DRs	0	0	0	0
C2	Shares held by Employee Trust	0	0	0	0
C	Non-Promoter – Non-Public	0	0	0	0
	Grand Total	2000000	100.00	4500000	100.00

6. Proposal / Intention of Promoters, Director or Key Managerial Personnel (s) to subscribe the offer:

Mr. Rajiv Darji, Promoter, is intending to participate / subscribe to the proposed issue and no other Director(s) or Key Managerial Personnel (s) are subscribing to this offer.

7. The proposed time within which the issue or allotment shall be completed:

As required under SEBI (ICDR) Regulations, Equity Warrants shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Warrants is pending on account of pendency of any approval for

such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last such approval.

8. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Warrants and including the conversion thereof into Equity Shares of the Company.

9. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the period from 1st April, 2019 till date of notice of this EOGM, the Company has not made any preferential allotments.

10. Valuation for consideration other than cash: Not applicable.

11. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not applicable.

12. Lock-in period:

The Equity Warrants and the Equity Shares being allotted pursuant to exercise of such Equity Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations.

13. Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are already listed, for listing of the equity shares being issued on conversion of Equity Warrants. Such Equity Shares, once allotted, shall rank *pari-passu* with the existing equity shares of the Company in all respects, including dividend.

14. Auditors Certificate:

The Certificate being issued by M/s. TDK & Co., Chartered Accountants, Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, will be placed before the Members at the EOGM and will be kept open for inspection at the Registered Office of the Company between 11:00 AM and 1:00 PM on all working days between Monday to Friday of every week, up to the date of this EOGM.

15. Other Disclosures / Undertakings:

- i. It is hereby confirmed that neither the Company nor its Directors and to the Company's Knowledge any of its Promoters is a willful defaulter.
- ii. The Proposed Allottees have not sold any equity shares during the six months preceding the Relevant Date.

16. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and / or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue:

Sr. No.	Name & Address of the proposed allottee	Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of Warrants to be issued	Shareholding post exercise of warrants	
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding
1	Rajiv Darji A/701, Rose Mary Building, Chikuwadi, Shimpoli, Borivali (W), Mumbai – 400092.	Promoter	N.A	9,74,216	48.71	10,50,000	20,24,216	44.98
2	Jayesh Hementkumar Vyas* 1403/A, Khushal Heritage, Dattapada Road, Borivali (E), Mumbai 400066.	Non-Promoter	NA	0	0	50,000	50,000	1.11
3	Arti Jayesh Vyas* 1403/A, Khushal Heritage, Dattapada Road, Borivali (E), Mumbai 400066.	Non-Promoter	NA	0	0	48,500	48,500	1.08
4	Jay Jayesh Vyas* 1403/A, Khushal Heritage, Dattapada Road, Borivali (E), Mumbai 400066.	Non-Promoter	NA	0	0	49,500	49,500	1.10
5	Keerti P Vora # B-106, Sagar Apartment, Devidas Lane, Borivali (W), Mumbai – 400103.	Non-Promoter	NA	0	0	48,000	48,000	1.06
6	Bhavik K Vora # B-106, Sagar Apartment, Devidas Lane, Borivali (W), Mumbai – 400103.	Non-Promoter	NA	0	0	44,000	44,000	0.98

7	Payal K Vora # B-106, Sagar Apartment, Devidas Lane, Borivali (W), Mumbai - 400103.	Non-Promoter	NA	0	0	29,000	29,000	0.64
8	Anil P Vora @ B-506, Rahul Classic, Sai baba Mandir Road, Opp. Anandibai Kale Collage, Sai Baba Nagar, Borivali (W), Mumbai - 400092.	Non-Promoter	NA	0	0	29,000	29,000	0.64
9	Anil P Vora HUF @ B-506, Rahul Classic, Sai baba Mandir Road, Opp. Anandibai Kale Collage, Sai Baba Nagar, Borivali (W), Mumbai - 400092.	Non-Promoter	Anil P Vora	0	0	20,000	20,000	0.44
10	Parul A Vora @ B-506, Rahul Classic, Sai baba Mandir Road, Opp. Anandibai Kale Collage, Sai Baba Nagar, Borivali (W), Mumbai - 400092.	Non-Promoter	NA	0	0	42,000	42,000	0.93
11	Raj A Vora @ B-506, Rahul Classic, Sai baba Mandir Road, Opp. Anandibai Kale Collage, Sai Baba Nagar, Borivali (W), Mumbai - 400092.	Non-Promoter	NA	0	0	15,000	15,000	0.33
12	Viral A Vora @ B-506, Rahul Classic, Sai baba Mandir Road, Opp. Anandibai Kale Collage, Sai Baba Nagar, Borivali (W), Mumbai - 400092.	Non-Promoter	NA	0	0	10,000	10,000	0.22
13	Sagar Shetty \$ A-204, Gokul Nagari II, opp. Western Express Highway, Dattani Park, Thakur Village, Kandivali (E), Mumbai 400101.	Non-Promoter	NA	0	0	28,000	28,000	0.62
14	Tina S Shetty \$ A-204, Gokul Nagari II, opp. Western Express Highway, Dattani Park, Thakur Village,	Non-Promoter	NA	0	0	22,000	22,000	0.49

	Kandivali (E), Mumbai 400101.							
15	Nizarali Marediya % A/6/342, Hyland Park, S. V. Road, Opp. DCB Bank, Dahisar Railway Station, Dahisar (E), Mumbai - 400068.	Non- Promoter	NA	0	0	22,000	22,000	0.49
16	Rozina N Marediya % A/6/342, Hyland Park, S. V. Road, Opp. DCB Bank, Dahisar Railway Station, Dahisar (E), Mumbai - 400068.	Non- Promoter	NA	0	0	27,000	27,000	0.60
17	Bakim B Cleark 503, Valeram Building no - 3, off Link Road, Mith Chowki, Evershine, Malad (W) ,Mumbai - 400064.	Non- Promoter	NA	0	0	49,500	49,500	1.10
18	Prasad Maruti Jadhav Room No. 29, Shroff Building, Sane Guruji Road, Lalbaug, Parel, Mumbai - 400012.	Non- Promoter	NA	0	0	48,250	48,250	1.07
19	Shailesh Dalal F/706, Dheeraj Presidency, M G Road, Opp. Sardar Patel Swimming Pool, Kandivali (W), Mumbai - 400067.	Non- Promoter	NA	0	0	49,300	49,300	1.10
20	Chetan Panchal 1309, Veena Taal Building, Veena Saaz Complex Near Videocon Tower Lay Out, Thakur Complex, Kandivali (E), Mumbai 400101.	Non- Promoter	NA	0	0	49,200	49,200	1.09
21	Dhaval H. Shah B 2113 Kalpatru Garderns 2, Road No - 3, Ashok Nagar, Kandivali (E), Mumbai - 400101.	Non- Promoter	NA	0	0	49,600	49,600	1.10
22	Camy Khokani 1237, J wing, Govardhan Nagar.	Non- Promoter	NA	0	0	48,950	48,950	1.09

	Opp. Poisor Gymkhana, Kandivali (W), Mumbai – 400067.							
23	Anjali Pandit 178/12, Gajanan Building no – 8, Jawahar Nagar, Goregaon (W), Mumbai – 400062.	Non-Promoter	NA	0	0	49,250	49,250	1.09
24	Rakshit Shah M-73, Orchid Whitefield, Nr Vodafone House, Makarba, Ahmedabad – 380001.	Non-Promoter	NA	0	0	47,800	47,800	1.06
25	Gaurav Patel 101, Vaibhav Apartment, Bhulabhai Desai Road, Opp. Tata Gardern, August Kranti Road, Cumballa Hills, Mumbai – 400026.	Non-Promoter	NA	0	0	48,350	48,350	1.07
26	KUMARPAL R KOTHARI 603 Ah Heritage Building, Khandu Bhai Desai Road, Puranamal Hotel Lane, Vile Parle (W), Mumbai – 400056.	Non-Promoter	NA	0	0	49,100	49,100	1.09
27	DILIP KARIA Flat no. A/703, Plot no 117, Vijay Bharti CHS, Near IES School, Charkop, Sector no - 1, Kandivali (W), Mumbai – 400067.	Non-Promoter	NA	0	0	49,500	49,500	1.10
28	CHETAN K BHAVSAR 2/A, 401, Vithal Apt, S. V. Road, Borivali (W), Mumbai – 400092.	Non-Promoter	NA	0	0	49,375	49,375	1.10
29	SUNIL CHOURASIA 27/6, Praful (Shub Shanti) CHS Ltd, Sameer Chandawarkar Road, Kandivali (West), Mumbai – 400067.	Non-Promoter	NA	0	0	49,500	49,500	1.10
30	HIRAL JOSHI Flat no - A/11, J-3 Mahavir Nagar CHS, Mahavir Nagar, Kandivali (W), Mumbai – 400067.	Non-Promoter	NA	0	0	48,500	48,500	1.08

31	RAKESH TRIPATHI Room no - 1 , Anthani Chawl, Netaji Nagar, Dyaneshwar Vidya Mandir, Knadivali (W), Mumbai - 400067.	Non- Promoter	NA	0	0	48,700	48,700	1.08
32	SWAPNIL KERKAR B/204, Shree Ganesh Aangan Society, Thakur Village, Near Thakur Cinema, Kandivali (East), Mumbai - 400101.	Non- Promoter	NA	0	0	49,600	49,600	1.10
33	KIRAN RATHOD 703, New SRA CHS Ltd, M. G. Cross Road no - 1, Sai Nagar, Kandivali (W), Mumbai - 400067.	Non- Promoter	NA	0	0	47,800	47,800	1.06
34	PIYUSH JAIN J-12/16, Jal Mandir, Bangur Nagar, Near Seva Sadan, Goregaon (W), Mumbai- 400104.	Non- Promoter	NA	0	0	49,200	49,200	1.09
35	SATEJ PANDIT Tilank Lane, Kandivali Village, Behind Sai baba Mandir, Kandivali (W), Mumbai - 400067.	Non- Promoter	NA	0	0	43,500	43,500	0.97
36	NIMESH R KHAGRAM 44, Rukshmani Niwas, Shantilal Modi Cross Road No. 2, Irani Wadi, Kandivali (W), Mumbai - 400067.	Non- Promoter	NA	0	0	41,025	41,025	0.91

Note:

* Mr. Jayesh Hementkumar Vyas, Mrs. Arti Jayesh Vyas and Mr. Jay Jayesh Vyas are related to each. Hence, be deemed as persons acting in concerned with each other.

Mr. Keerti P Vora, Mr. Bhavik K Vora and Mrs. Payal K Vora are related to each. Hence, be deemed as persons acting in concerned with each other.

@ Mr. Anil P Vora, Anil P Vora HUF, Mrs. Parul A Vora, Mr. Raj A Vora and Mr. Viral A Vora are related to each. Hence, be deemed as persons acting in concerned with each other.

\$ Mr. Sagar Shetty and Mrs. Tina S Shetty are related to each. Hence, be deemed as persons acting in concerned with each other.

% Mr. Nizarali Marediya and Mrs. Rozina N Marediya are related to each. Hence, be deemed as persons acting in concerned with each other.

The approval of the members by way of Special Resolution is required in terms of the applicable provisions of section 23, 42, and 62 of the Act read with applicable rules thereto and relevant provisions

of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in item no. 2 in the accompanying notice for your approval.

None of the Director or Key Managerial Personnel(s) of the Company or their relatives, other than Mr. Rajiv Darji, are concerned or interested financially or otherwise in the resolution except to the extent of their shareholding in the Company, if any.

**By the Order of the Board of Directors
For KCD Industries India Limited
(formerly known as Ruchika Industries India Limited)**

Sd/-

Kavita Iyer

Chairman & Managing Director

DIN: 08417118

Place: Mumbai

Date: 19/12/2019

PROXY FORM

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

I/We, being the member(s) of KCD Industries India Limited (Formerly known as Ruchika Industries India Limited) holding _____ shares 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	

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 Tuesday, January 14, 2020 at 9.30 a.m. at the Registered Office of the Company situated at 501, 5thFloor, Ruby Crescent Business Boulevard, Ashok Chakravati Road, Kandivali (E), Mumbai – 400101 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Particulars of the Resolution	Vote	
		For	Against
1.	Appointment of M/s. TDK & Co. as a Statutory Auditors to fill casual vacancy.		
2.	Preferential Allotment / Private Placement of 25,00,000 Convertible Equity Warrants.		

*It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the box. If you leave the for or against column blank against any resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Note: Notwithstanding the above, the proxies can vote on such other items which may be tabled at the meeting by the management.

Signed: ____ Day of _____, 2020

Signature of Shareholder:

Signature of Proxy holder(s):

Affix Re.1/- Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

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

I/ We hereby record my/ our presence at the Extra-ordinary General Meeting of the Company to be held on Tuesday, January 14, 2019 at 9.30 a.m. at the Registered Office of the Company situated at 501, 5th Floor, Ruby Crescent Business Boulevard, Ashok Chakravati Road, Kandivali (E), Mumbai – 400 101.

DP ID No.*:	L.F. No.:
Client I.D. No. *:	No. of Shares held:
Name: Address:	
If Shareholder(s), please sign here:	If Proxy, please sign here:

(Member's /Proxy's Signature)

KCD INDUSTRIES INDIA LIMITED
(Formerly known as Ruchika Industries India Limited)

CIN: L70100MH1985PLC301881

Registered Office: 501, 5th Floor, Ruby Crescent Business Boulevard, Ashok Chakravati Road, Kandivali (E),
Mumbai – 400 101.

Email: compliance@kcdindustries.com **Website:** www.kcdindustries.com

Route Map for Extra-ordinary General Meeting

Date : January 14, 2020
Day : Tuesday
Time : 9.30 a.m.
Address : 501, 5th Floor, Ruby Crescent Business Boulevard, Ashok Chakravati Road, Kandivali (E), Mumbai – 400 101.

