

# **RUCHIKA INDUSTRIES INDIA LIMITED**

10<sup>th</sup> September, 2019

To,  
Listing Compliances,  
BSE Limited,  
P.J. Towers, Fort,  
Mumbai – 400 001

Scrip Code : 540696  
Scrip Id : RUCHINDLTD

**Subject: Summary of Proceedings of the 34<sup>th</sup> Annual General Meeting of the Company.**

Dear Sir / Ma'am,

Pursuant to Regulation 30(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the proceedings of the 34<sup>th</sup> Annual General Meeting (AGM) of the company held on Tuesday, 10<sup>th</sup> September, 2019 at 10.00 a.m. at 501,5<sup>th</sup> Floor, Ruby Crescent Business Boulevard, Ashok Chakravati Road, Kandivali (East) Mumbai – 400 101.

Proceedings of the 34<sup>th</sup> AGM are annexed herewith and marked as “Annexure I”. We request you to kindly take the same on record.

Thanking You,

For Ruchika Industries Limited



Deepika Undhad  
Company Secretary & Compliance Officer  
M. No: A41244



# **RUCHIKA INDUSTRIES INDIA LIMITED**

"Annexure I"

## **Proceedings of the Annual General Meeting of the Company**

### **A. Date, Time and Venue of the Meeting:**

The 34<sup>th</sup> Annual General Meeting of the shareholders of the Company held on Tuesday, 10<sup>th</sup> September, 2019 at 10.00 a.m. at 501,5<sup>th</sup> Floor, Ruby Crescent Business Boulevard, Ashok Chakravati Road, Kandivali (East) Mumbai – 400 101.

### **B. Proceedings in brief:**

- Mr. Rajiv Darji was elected as the Chairman for the Annual General Meeting and welcomed the members to the 34<sup>th</sup> AGM of the Company.
- The requisite quorum being present, the chairman called the meeting in order.
- The members were informed that the registers and documents as required under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws are available for the inspection during the meeting.
- The Chairman delivered the speech and gave an overview on the financial performance of the Company for the financial year 2018-19. The chairman also shared the company's vision and aspirations with the members.
- The Notice of the Annual General Meeting along with the Annual Report for the financial year 2018-19 was taken as read. Thereafter, the auditor's report and Secretarial Audit report were also taken as read.

### **C. Voting by Members:**

- Pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015, the company has extended the remote e- voting facility to the Members of the Company in the respect of businesses to be transacted at the Annual General Meeting.
- The remote e- voting commenced at 9.00 A.M. on 7<sup>th</sup> September, 2019 and ended at 5.00 P.M. on 9<sup>th</sup> September, 2019. As for the same, the Board of Directors of the Company engaged the services of National Securities Depository Limited ("NSDL") as an agency to provide e-voting facility.
- The Company has also arranged for a Poll in the meeting for all the resolution to be passed at the meeting for those members, in case they were unable to vote through remote e- voting.

### **D. Scrutinizer**

Mrs. Neelam Ahire, Company Secretary in Practice was appointed as the scrutinizer to conduct the voting process (through remote e-voting and through ballot papers at the AGM).

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## **E. Agenda Items:**

The following agenda items were then placed before the members briefly explaining the objectives and implications, wherever necessary and the members were requested to cast their votes accordingly.

### **Ordinary businesses:**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2019 together with the Reports of Board of Directors and Auditors thereon - Ordinary Resolution.
2. To appoint a Director in place of Ms. Zakhana Gandhi (DIN: 05122611), who retires by rotation and being eligible offers herself for re-appointment – Ordinary Resolution.
3. Appointment of Statutory Auditors of the Company, M/s. Kapish Jain & Associates, Chartered Accountants (FRN: 022743N) – Ordinary Resolution.

### **Special businesses:**

4. Regularizing the Appointment of Ms. Kavita Iyer (DIN: 08417118) as an Executive Director of the Company –Ordinary Resolution.
5. Regularizing the Appointment of Ms. Kavita Iyer (DIN: 08417118) as Managing Director of the Company for a period of five years w.e.f. 11<sup>th</sup> June, 2019 –Special Resolution.
6. Regularizing the Appointment of Mr. Govind Chaubey (DIN: 08307697), as an Executive Director of the Company - Ordinary Resolution – Ordinary Resolution.
7. Regularizing the Appointment of Mr. Sanjay Patkar (DIN: 08349171), as an Executive Director of the Company - Ordinary Resolution– Ordinary Resolution.
8. Regularizing the Appointment of Mr. Pratik Popat (DIN: 08415025), as an Independent Director of the Company for a period of five years w.e.f. 8<sup>th</sup> April, 2019– Ordinary Resolution.
9. Regularizing the Appointment of Ms. Minal Panchal (DIN: 08415023), as an Independent Director of the Company for a period of five years w.e.f. 8<sup>th</sup> April, 2019 – Ordinary Resolution.
10. Appointment of Mr. Manish Patel (DIN: 03197260), as an Independent Director of the Company for a period of five years w.e.f 16<sup>th</sup> August, 2019 – Ordinary Resolution.
11. Change in Name of the Company from "Ruchika Industries India Limited" to "KCD Industries India Limited"– Special Resolution.
12. Diversification into Infrastructure & Real Estate Industry and resultantly alteration of Main Object Clause of the Memorandum of Association (MoA) of the Company – Special Resolution.
13. To make investment(s) and/or give loan(s) in the form of inter-corporate deposit(s) and/or short term credit(s) and/or secured/unsecured loan(s) to and/or give guarantee (s) and/or provide any security(ies) in connection with any loan(s) made to any other person by or by any other person to any subsidiaries, joint ventures, associate companies and/or any other body(ies) corporate as the Board may deem fit in the interest of the Company, up to Rs. 20 crores – Special Resolution.
14. To borrow any sum or sums of money from time to time at Boards' discretion, pursuant to Section 180 (1) (c) for the purpose of the business of the Company, from any one or more banks, Financial Institutions and other persons, firms, Bodies Corporate, up to Rs. 50 crores– Special Resolution.
15. Creation of Charge on Movable and Immovable properties of the Company in respect of Borrowings u/s 180 (1) (a) of the Companies Act, 2013 – Special Resolution.
16. Entering into related party transactions with M/s. KCD Heritage Private Limited– Ordinary Resolution.

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17. Entering into related party transactions with M/s. Raj Skyline &KCD Builders Private Limited– Ordinary Resolution.
18. Entering into related party transactions with M/s. Prince KCD Heritage LLP– Ordinary Resolution.
19. Entering into related party transactions with M/s. KCD Priyanshi Print Pack– Ordinary Resolution.
20. Entering into related party transactions with M/s. KCD Esle (OPC) Private Limited– Ordinary Resolution.

All the above matters were duly proposed and seconded by the members present at the meeting. The Scrutinizer conducted the voting of the members through the ballot papers and the sealed ballot box was handed over to the scrutinizer.

The members were informed that a consolidated report on the total votes cast in favour and against the proposed resolutions would be submitted by the scrutinizer to the Board. Accordingly, the results of the Voting at the AGM shall be declared by the Company by publishing it on its website and by notifying the Bombay Stock Exchange simultaneously.

## **F. Conclusion:**

The Chairman then proposed a vote of thanks to all members for their participation and support. The meeting was concluded at 11.00 A.M.

## **Notes:**

- The Promoter interested in resolution no. 16 to 20 abstained from voting for these resolutions.
- The Company will separately intimate the voting results to Stock Exchange.
- This document does not constitute minutes of the proceedings of the Annual General Meeting of the Company.

For Ruchika Industries Limited

*Deepika Undhad*

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Company Secretary & Compliance Officer

M. No: A41244

