

**RUCHI INFRASTRUCTURE LTD.**

101, The Horizon, 1st Floor, Nath Mandir Road,  
11/5, South Tukoganj, Indore - 452 001 (M.P.)  
Tel. : 91-731-4755209, 4755227  
CIN - L65990MH1984PLC033878

RIL/2022

Date: 31<sup>st</sup> December, 2022

BSE Ltd.  
Floor No.25,  
Phiroze Jeejeebhoy Tower  
Dalal Street,  
Mumbai – 400 001

National Stock Exchange of India Ltd.  
“Exchange Plaza”  
Bandra-Kurla Complex, Bandra (E)  
Mumbai – 400 051

**Sub: Outcome of the meeting of Board of Directors held on 31<sup>st</sup> December, 2022.**

Dear Sir(s),

Pursuant to provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the Board of Directors of the Company at its meeting held on 31<sup>st</sup> December, 2022, inter-alia considered and approved Preferential Issue of upto 3,07,85,000 (three crores seven lakhs eighty five thousand) warrants each convertible into one equity share of Re. 1/- of the Company within the period of 18 (eighteen months) from the date of allotment thereof in accordance with the applicable laws to two promoters group entities.

The resulting equity shares (on conversion of warrants) shall rank pari-passu with the existing equity shares of the Company in all respects including entitlement to voting rights and dividend. Information required to be disclosed pursuant to above-referred Regulation 30 read with Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 in this regard is annexed as **Annexure -A**.

To seek approval of members of the Company in relation to the aforesaid preferential issue of convertible warrants, the Board of Directors, inter-alia approved the postal ballot process (through e-voting) and appointed Mr. Prashant Diwan, Practicing Company Secretary as Scrutiniser to conduct the postal ballot and e-voting process in a fair and transparent manner. The e-voting period will start at 9.00 am (IST) on Tuesday, 3<sup>rd</sup> January, 2023 and will end on Wednesday, 1<sup>st</sup> February, 2023 at 5.00 pm (IST).

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The notice of Postal Ballot is being sent through e-mails only to the members of the Company as on Friday, December 23, 2022. The members whose e-mail address are not registered with the Company/ Depository can get the Postal Ballot Notice from the Company or its Registrar and Transfer Agent. Such Notice shall also be available on the website of the Company at [www.ruchiinfrastructure.com](http://www.ruchiinfrastructure.com).

The aforesaid meeting of Board of Directors commenced at 10.30 am and concluded at 2.10 pm.

Kindly take the above information on record and acknowledge.

**Thanking you,  
Yours faithfully,**

**For Ruchi Infrastructure Limited**

**Ashish Mehta  
Company Secretary**

**Encl.: As above**

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**Annexure A**  
**Disclosures as required under regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Sr. No.	Particulars	Remarks
1	Type of securities proposed to be issued (viz. equity shares, convertibles etc.);	Preferential Issue of upto 3,07,85,000 (three crores seven lakhs eighty five thousand) warrants each convertible into one equity share of Re. 1/- of the Company within the period of 18 (eighteen months) from the date of allotment thereof in accordance with the applicable laws to two Promoter Group entities. The resulting equity shares (on conversion of warrants) shall rank pari-passu with the existing Equity Shares of the Company in all respects including entitlement to voting rights and dividend.
2	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);	Preferential Issue of convertible warrants in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 read with the Companies Act, 2013 and Rules made there.
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	Preferential Issue of upto 3,07,85,000 (three crores seven lakhs eighty five thousand only) warrants each convertible into one equity share of Re. 1/- at a price Rs. 10.30 per warrant.
	Additional details to the stock exchange(s):	
4	Names of investors	1. Ruchi Realty Private Limited-entitled for upto 2,05,23,000 warrants. 2. Indivar Foundation- entitled for upto 1,02,62,000 warrants.

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5.	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;				
		<b>Sr. No.</b>	<b>Name of the Proposed Allottees</b>	<b>Pre Issue Equity holding</b>	<b>Post issue Equity holding (After exercise of Warrants)*</b>
				<b>No. of shares</b>	<b>%</b>
1.	<b>Ruchi Realty Private Limited</b>	0	-	2,05,23,000	8.70
2.	<b>Indivar Foundation</b>	1,50,00,000	7.31	2,52,62,000	10.70
		<p>*Assuming all the Warrants issued pursuant to this issue are converted into Equity Shares of the Company. <b>Issue Price:</b> Rs. 10.30 per warrant aggregating to total issue size of Rs. 31,70,85,500/- (Rupee thirty one crore seventy lacs eighty five thousand five hundred only). The proposed allottees are required to pay Rs. 2.60 per warrant towards warrant subscription (for allotment of warrant) and the balance amount of Rs. 7.70 per warrant is payable at the time of exercise of conversion of warrant within the validity period.</p> <p><b>Number of Investors:</b> (2) Two.</p>			
6.	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	Not Applicable, as this intimation pertains to proposed issue of convertible warrants, subject to approval of shareholders and other regulatory and statutory approvals.			
7.	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable.			

Thanking you,

Yours faithfully,  
For Ruchi Infrastructure Limited

Ashish Mehta  
Company Secretary