

RUCHIKA INDUSTRIES INDIA LTD.

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501, Ruby Crescent Business Boulevard,
Ashok Chakravati Road, Above Axis Bank,
Kandivali (East), Mumbai - 400 101.
Maharashtra | INDIA
Tel.: +91 91373 22030
Email : roc.ruchika@gmail.com

www.ruchikaind.in

Ruchika Industries India Limited

34th Annual General Meeting

FINANCIAL YEAR 2018-19

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CORPORATE INFORMATION

Board of Directors

Zakhana Gandhi	Non-Executive Director
GovindChaubey	Additional Executive Director
Kavitalyer	Additional Executive Director and Managing Director
Sanjay Patkar	Additional Executive Director
MinalPanchal	Additional Independent Director
Pratik Popat	Additional Independent Director
Manish Patel	Additional Independent Director

Audit Committee

Pratik Popat	Chairman
MinalPanchal	Member
Zakhana Gandhi	Member

Stakeholders Relationship Committee

Zakhana Gandhi	Chairman
Pratik Popat	Member
MinalPanchal	Member

Nomination and Remuneration Committee

Pratik Popat	Chairman
MinalPanchal	Member
Zakhana Gandhi	Member

Chief Financial Officer : Mr. ArunKuttan

Auditors : TDK & Co.
102, Lotus Heights, 15th Road,
Opp. Gandhi Maidan,Chembur, Mumbai – 400071.

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

Email : roc.ruchika@gmail.com

Website : www.ruchikaind.in

Bankers : **IDBI BANK**

Registrar & Transfer Agent : Skyline Financial Services Pvt. Ltd
D-153A, 1st Floor, Okhla Industrial Area,
Phase - 1, New Delhi – 110 020

NOTICE:

Notice is hereby given that the Annual General Meeting of the members of the Ruchika Industries India Limited will be held on 10th September, 2019 at 10.00 a.m. at the Registered Office of the Company situated at 501, 5th Floor, Ruby Crescent Business Boulevard, Ashok Chakravati Road, Kandivali (East), Mumbai – 400101 to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2019 together with the Reports of Board of Directors and Auditors thereon.
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.

3. Appointment of the Statutory Auditor:

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

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, pursuant to the recommendation of the audit committee, M/s. Kapish Jain & Associates, Chartered Accountants (FRN: 022743N) be and are hereby appointed as a Statutory Auditors of the Company to hold office for a period of five years beginning from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the AGM of the Company to be held in the year 2024, to examine and audit the accounts of the Company at a remuneration of Rs. 35,000/- (Rupees Thirty Five Thousand only) to conduct the audit for the financial year 2019-20 payable in one or more installments plus goods and services tax as applicable, and reimbursement of out of pocket expenses incurred.”

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

SPECIAL BUSINESSES:

Item No. 4: APPOINT MS. KAVITA IYER (DIN: 08417118) AS EXECUTIVE DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Kavita Iyer (DIN: 08417118), who was appointed as an Additional Executive Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company w.e.f. 11th June, 2019, holds office up to the date of this Annual General Meeting, and who has given her consent pursuant to the provisions of Section 152 (5) of the Companies Act, 2013, be and is hereby appointed as an Executive Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do such acts deeds and matters as may be incidental or necessary, to give effect to the aforesaid resolution.”

Item No. 5: APPOINT MS. KAVITA IYER (DIN: 08417118) AS MANAGING DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161(1) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 including Schedule V of the Act as amended up-to date and the Articles of Association of the Company, Ms. Kavitalyer (DIN: 08417118) be and is hereby appointed as the Managing Director of the Company, for a period of five years with effect from 11th June, 2019 at a remuneration of Rs. 35,000/- (Rupees Thirty Five Thousand only) per month.

RESOLVED FURTHER THAT in the event of inadequacy of profits for any financial year during the tenure of Ms. Kavitalyer, remuneration to be paid in accordance with the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or reenactment thereof.

RESOLVED FURTHER THAT subject to the provisions of the Companies Act, 2013 and the rules, circulars, orders and notifications issued there under (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and/or guidelines for managerial remuneration issued by the Government of India or other appropriate authority in that behalf as in force and as amended from time to time, the Board be and is hereby authorized to vary and alter the terms and conditions of the said appointment for increase or vary the remuneration to be paid and provided from time to time to Ms. Kavitalyer.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors or any Director or Officer to give effect to the resolution hereof.”

Item No. 6: APPOINT MR. GOVIND CHAUBEY (DIN: 08307697) AS AN EXECUTIVE DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. GovindChaubey (DIN: 08307697), who was appointed as an Additional Executive Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company w.e.f. 15th February, 2019, holds office up to the date of this Annual General Meeting, and who has given his consent pursuant to the provisions of Section 152 (5) of the Companies Act, 2013, be and is hereby appointed as an Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do such acts deeds and matters as may be incidental or necessary, to give effect to the aforesaid resolution.”

Item No. 7: APPOINT MR. SANJAY PATKAR (DIN: 08349171) AS AN EXECUTIVE DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sanjay Patkar (DIN: 08349171), who was appointed as an Additional Executive Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company w.e.f. 8th April, 2019, holds office up to the date of this Annual General Meeting, and who has given his consent pursuant to the provisions of Section 152 (5) of the Companies Act, 2013, be and is hereby appointed as an Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do such acts deeds and matters as may be incidental or necessary, to give effect to the aforesaid resolution.”

Item no. 8: APPOINT MR. PRATIK POPAT (DIN: 08415025) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass with or without modifications(s), the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Pratik Popat (DIN: 08415025), who on recommendation of the Nomination and Remuneration committee was appointed as an Additional independent Director of the Company by the Board on 8th April, 2019 who has submitted a declaration of independence under section 149 (6) of the Companies Act, 2013 and also given his consent pursuant to the provisions of Section 152 (5) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company on recommendation of the Board, to hold office for a term of five years w.e.f. 8th April, 2019, and whose office shall not be liable to retire by rotation.

RESOLEVD FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution.”

Item no. 9: APPOINT MS. MINAL PANCHAL (DIN: 08415023) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass with or without modifications(s), the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. MinalPanchal (DIN: 08415023), who on recommendation of the Nomination and Remuneration committee was appointed as an Additional independent Director of the Company by the Board on 8th April, 2019 who has submitted a declaration of independence under section 149 (6) of the Companies Act, 2013 and also given her consent pursuant to the provisions of Section 152 (5) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company on recommendation of the Board, to hold office for a term of five years w.e.f. 8th April, 2019, and whose office shall not be liable to retire by rotation.

RESOLEVD FURTHER THAT theBoard of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution.”

Item No. 10: APPOINT MR. MANISH PATEL (DIN: 03197260) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Manish Patel (DIN: 03197260), who on recommendation of the Nomination and Remuneration committee was appointed as an Additional independent Director of the Company by the Board on 16th August, 2019, who has submitted a declaration of independence under section 149 (6) of the Companies Act, 2013 and also given his consent pursuant to the provisions of Section 152 (5) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of

the Company on recommendation of the Board, to hold office for a term of five years w.e.f. 16th August, 2019, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution."

Item No. 11: TO CHANGE THE NAME OF THE COMPANY TO "KCD INDUSTRIES INDIA LIMITED".

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

"RESOLVED THAT subject to the approval of the Central Government, Registrar of Companies, Maharashtra, Mumbai under Ministry of Corporate Affairs and other authorities as may be applicable and pursuant to Sections 13 and 14 other applicable provisions, if any, of the Companies Act, 2013, the name of the Company be changed from "Ruchika Industries India Limited" to "KCD Industries India Limited" or such other name as may be approved by the Ministry of Corporate Affairs.

RESOLVED FURTHER THAT pursuant to Section 21 and other applicable provisions, if any, of the Companies Act, 2013, (including any modification or re-enactment thereof) the name "Ruchika Industries India Limited" wherever it appears in the Memorandum and Articles of Association of the Company be substituted by the new name 'KCD Industries India Limited' or such other name as may be approved by the Ministry of Corporate Affairs.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (including its Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution. "

Item no. 12: TO ALTER THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION.

To consider and if thought fit, to pass with or without modifications(s), the following Resolution as a **Special Resolution:**

"RESOLVED THAT in accordance with the provisions of section 13 of the Companies Act, 2013, or any amendment thereto or modifications thereof, Clause IIIA and IIIB of the Memorandum of Association of