



RUCHI SOYA INDUSTRIES LIMITED

Regd. Office : Ruchi House, Royal Palms, Survey No. 169, Aarey Milk Colony, Near Mayur Nagar, Goregaon (East), Mumbai - 400 065.
Phone : 022-3938 8200 / 6109 0200 • Fax : 022-3938 8257 • E-mail : ruchisoya@ruchigroup.com • Website : www.ruchisoya.com

CIN : L 15140 MH 1986 PLC 038536

RSIL/2016

15.10.2016

The Secretary
BSE Ltd.
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400 001

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

Dear Sirs,

Re: Compliance Report on Corporate Governance

We attach herewith the quarterly Compliance Report on Corporate Governance as per Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the format specified (Annexure I and III) for the quarter ended 30th September, 2016.

Thanking you,

Yours faithfully,
For RUCHI SOYA INDUSTRIES LTD.

COMPANY SECRETARY

Encl: As above.

COMPLIANCE REPORT ON CORPORATE GOVERNANCE
Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: **RUCHI SOYA INDUSTRIES LIMITED**
 2. Quarter ending: **30th SEPTEMBER, 2016**

I. Composition of Board of Directors								
Title (Mr /Ms)	Name of the Director	PAN# & DIN	Category (Chairperson /Executive/Non-Executive/independent / Nominee) &	Date of Appointment in the current term / cessation	Tenure* (rounded-off in year)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit /Stakeholder Committee (s)including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) #
Mr.	Dinesh Chandra Shahra	ABJPS2638A 00533055	Executive	07/01/2016		1	0	0
Mr.	Kailash Chandra Shahra	ABJPS9987D 00062698	Chairperson/ Non-executive	07/01/1986		1	0	0
Mr.	Prabhu Dayal Dwivedi	ALCPD9338H 02114285	Non- executive/ Independent	26/09/2014 [®]	2 years	1	2	1
Mr.	Murugan Navamani	AAFPM9351B 01309393	Non- executive/ Independent	26/09/2014 [®]	2 years	2	1	1
Mr.	Vijay Kumar Jain	AAIPJ2722L 00098298	Executive	01/04/2016		1	3	0
Mr.	Navin Khandelwal	ACBPK8517B 00134217	Non- executive/ Independent	26/09/2014 [®]	2 years	3	7	5
Mrs.	Meera Dinesh Rajda	AAXPR1721L 07130303	Non- executive/ Independent	26/03/2015	1year	1	0	0

\$PAN number of any director would not be displayed on the website of Stock Exchange
 &Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen
 * to be filled only for independent Director. Tenure would mean total period from which independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

@ Under current term, the following Independent Directors were appointed under section 149 of the Companies Act, 2013 with effect from 26/09/2014. However, they were also director under the Companies Act, 1956, with effect from the dates given below and serving as Independent Director under Listing Agreement with the Company:

<u>S. No.</u>	<u>Name of directors</u>	<u>Date of appointment</u>
1.	Mr. Prabhu Dayal Dwivedi	31/03/2008
2.	Mr. Murugan Navamani	27/07/2009
3.	Mr. Navin Khandelwal	18/12/2009

Number or membership in Audit/Stakeholder Committee includes the number of post of chairperson in the respective committee(s).

II. Composition of Committees		
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee) *</i>
1. Audit Committee	Mr. Navin Khandelwal Mr. Prabhu Dayal Dwivedi Mr. Vijay Kumar Jain	Non-Executive/Independent Non-Executive/Independent Executive
2. Nomination & Remuneration Committee	Mr. Murugan Navamani Mr. Navin Khandelwal Mr. Prabhu Dayal Dwivedi	Non-Executive/Independent Non-Executive/Independent Non-Executive/Independent
3. Risk Management Committee(if applicable)	Not Applicable	
4. Stakeholders Relationship Committee'	Mr. Prabhu Dayal Dwivedi Mr. Vijay Kumar Jain	Non-Executive/Independent Executive

*Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant Quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
30/05/2016	12/08/2016 and 13/09/2016	73 days

IV. Meeting of Committees (Audit Committee)

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
13/09/2016	Yes (out of three, two members of the Audit Committee attended the meeting held on 13/09/2016)	30/05/2016	105 days

* This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional

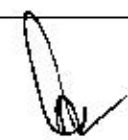
V. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes /No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations



1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee- Not Applicable - (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

For RUCHI SOYA INDUSTRIES LIMITED

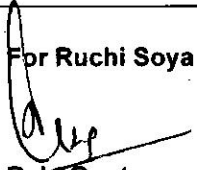


R. E. Gupta
Company Secretary

Date: 15.10.2016

ANNEXURE III

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) <small>refer note below</small>
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	Yes (Business Responsibility Statement not applicable to the Company)
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	Yes
Note		
<p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>For Ruchi Soya Industries Limited .</p> <p></p> <p>R. L. Gupta Company Secretary</p> <p style="text-align: right;">Date: 15.10.2016</p>		