



RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

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RSIL/2017

12th January, 2017

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

Dear Sirs,

Sub: 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) for the quarter ended 31st December, 2016.

Thanking you,

Yours faithfully,
For **RUCHI SOYA INDUSTRIES LTD.,**

COMPANY SECRETARY

Encl: As above.

ANNEXURE-1

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: **31st DECEMBER, 2016**

1. 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	ABJPS9987Q 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	6	5
Mrs.	Meera Dinesh Rajda	AAXPRI721L 07130303	Non- executive/ Independent	26/03/2015	2 years	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. Prabh Dayal Dwivedi	31/03/2008
2.	Mr. Murugan Navamani	27/07/2009
3.	Mr. Navin Khandelwal	18/12/2009

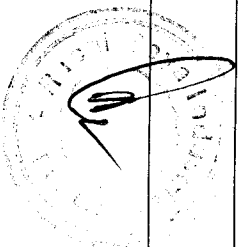
Number or membership in Audit/Stakeholder Committee includes the number of post of chairperson in the respective committee(s).

II. Composition of Committees

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



Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant Quarter	Maximum gap between any two consecutive (in number of days)
13/09/2016	14/12/2016	92 days

IV. Meeting of Committees (Audit Committee)			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
14/12/2016	Yes (all members of the Audit Committee attended the meeting held on 14/12/2016)	13/09/2016	92 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		Compliance status (Yes/No/NA) refer note below
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

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes /No/NA. 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.

2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

