



# RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

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7/5, South Tukoganj,  
Nath Mandir Road,  
INDORE - 1 (M.P.) India  
Phone : 4065012, 2513281-82-83  
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E-mail : ruchisoya@ruchisoya.com

RSIL/2018

13<sup>th</sup> April, 2018

BSE Ltd.  
Floor No. 25<sup>th</sup>  
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 and annual compliance report on Corporate Governance as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 in the format specified (Annexure I and Annexure II) for the quarter and year ended 31<sup>st</sup> March, 2018.

We may inform you that the Corporate Insolvency Resolution Process (CIRP) has been initiated in respect of Ruchi Soya Industries Limited (RSIL) under the provisions of Insolvency and Bankruptcy Code, 2016 (IBC) by an Order passed by Hon'ble National Company Law Tribunal, Mumbai with effect from December 15, 2017. As per section 17 of the IBC, the powers of the Board of Directors of the Company stand suspended and such powers shall be exercised by Mr. Shailendra Ajmera (IP Registration No. IBBI/IPA-001/IP-P00304/2017-18/10568) appointed as Interim Resolution Professional with respect to the Company. Further, in terms of the provisions of the Code, the Committee of Creditors (CoC) at its meeting held on 12th January, 2018, resolved to appoint Mr. Shailendra Ajmera as a Resolution Professional.

This is for your information and records please.

Kindly acknowledge the receipt.

Thanking you,

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

  
**COMPANY SECRETARY**

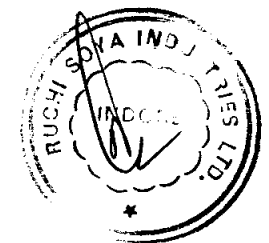
Encl: As above.

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

ANNEXURE-1

1. Name of Listed Entity: **RUCHI SOYA INDUSTRIES LIMITED**  
 2. Quarter ending: 31<sup>ST</sup> MARCH, 2018

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.	Murugan Navamani	AAFPM9351B 01309393	Non-executive/ Independent	26/09/2014 <sup>@(+)</sup>	3 years	2	3	1
Mr.	Vijay Kumar Jain	AAIPJ2722L 00098298	Executive	01/04/2013		1	3	0
Mr.	Navin Khandelwal	ACBPK8517B 00134217	Non-executive/ Independent	26/09/2014 <sup>@</sup>	3 years	2	3	3
Mrs.	Meera Dinesh Rajda	AAXPR1721L 07130303	Non-executive/ Independent	23/09/2015 <sup>@</sup>	2 years	1	2	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 the dates given below. 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>	<u>Appointment in current term</u>
1.	Mr. Murugan Navamani	27/07/2009	26/09/2014 (Tendered resignation w.e.f 26.03.2018)
2.	Mr. Navin Khandelwal	18/12/2009	26/09/2014
3.	Mrs. Meera Dinesh Rajda	26/03/2015	23/09/2015

(+) Mr. Murugan Navamani, an Independent Director of the company had tendered his resignation from the office of the Board of Directors with effect from 26<sup>th</sup> March, 2018.

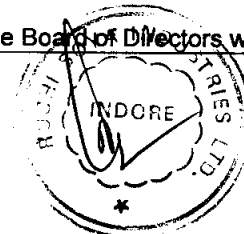
# Number or membership in Audit/Stakeholder Committee includes the number of post of chairperson in the respective committee(s).

#### II. Composition of Committees

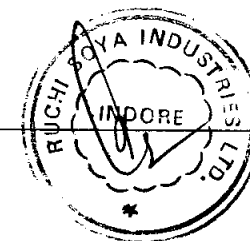
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee) s</i>
1. Audit Committee	Mr. Navin Khandelwal Mr. Murugan Navamani(+) Mr. Vijay Kumar Jain Mrs. Meera Rajda	Non-Executive/Independent Non-Executive/Independent Executive Non-Executive/Independent
2. Nomination & Remuneration Committee	Mr. Murugan Navamani(+) Mr. Navin Khandelwal Mrs. Meera Rajda	Non-Executive/Independent Non-Executive/Independent Non-Executive/Independent
3. Risk Management Committee(if applicable)	Not Applicable	
4. Stakeholders Relationship Committee'	Mr. Murugan Navamani(+) 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

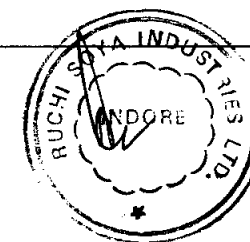
(+) Mr. Murugan Navamani, an Independent Director of the company had tendered his resignation from the office of the Board of Directors with effect from 26<sup>th</sup> March,



<b>2018.</b>			
<b>III. Meeting of Board of Directors</b>			
<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>	
<b>02/11/2017 14/11/2017</b>	--	--	
<p>(*) The Corporate Insolvency Resolution Process (CIRP) has been initiated in respect of Ruchi Soya Industries Limited(RSIL) under the provisions of Insolvency and Bankruptcy Code, 2016 (IBC) by an Order passed by Hon'ble National Company Law Tribunal, Mumbai with effect from December 15, 2017. As per section 17 of the IBC, the powers of the Board of Directors of the Company stand suspended and such powers shall be exercised by Mr. Shailendra Ajmera (IP Registration No. IBB/PA-001/IP-P00304/2017-18/10568) appointed as Interim Resolution Professional with respect to the Company. Further, in terms of the provisions of the Code, the Committee of Creditors (CoC) at its meeting held on 12th January, 2018, resolved to appoint Mr. Shailendra Ajmera as a Resolution Professional.</p> <p>(**) Due to commencement of CIRP, no meeting of Board of Directors was held during the quarter ended 31<sup>st</sup> March, 2018. However, a Co-ordination meeting of Board of Directors (suspended during CIRP) and Resolution Professional was held on 12<sup>th</sup> February, 2018.</p>			
<b>IV. Meeting of Committees (Audit Committee)</b>			
<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>
--	<b>Yes</b>	<b>02/11/2017 14/11/2017</b>	--
<p>• This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</p> <p>Note: Though the Company is under Corporate Insolvency Resolution Process (CIRP), at the advise of Resolution Professional, the Audit Committee members were called on 12<sup>th</sup> February, 2018 to review the Un-audited financial results of the Company for the quarter ended on 31<sup>st</sup> December, 2017.</p>			



<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
Whether prior approval of audit committee obtained	Yes (for the related party transactions entered into before 15 <sup>th</sup> December, 2017)
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 (for the related party transactions entered into before 15 <sup>th</sup> December, 2017)
<p><b>Note</b></p> <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>	
<b>VI. Affirmations</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. However, the powers of the Board have been suspended due to commencement of CIRP with effect from 15<sup>th</sup> December, 2017.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. However, the powers of the Board have been suspended due to commencement of CIRP with effect from 15<sup>th</sup> December, 2017.</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; remuneration committee (upto 26.03.2018 when Mr. Murugan Navamani tendered his resignation)</p> <p>c. Stakeholders relationship committee (upto 26.03.2018 when Mr. Murugan Navamani tendered his resignation)</p> <p>d. Risk management committee- Not Applicable - (applicable to the top 100 listed entities)</p> <p>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. However, the powers of the Board have been suspended due to commencement of CIRP with effect from 15<sup>th</sup> December, 2017.</p> <p>4. The meetings of the board of directors and the above committees upto 15<sup>th</sup> December, 2017 when CIRP commenced, have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Due to commencement of CIRP, no meeting of Board of Directors was held during the quarter ended 31<sup>st</sup> March, 2018. However, a Co-ordination meeting of Board of Directors (suspended during CIRP) and Resolution Professional was held on 12<sup>th</sup> February, 2018.</p>	



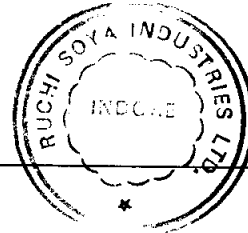
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

The Report(s) could not be submitted to the Board of Directors due to commencement of CIRP from 15<sup>th</sup> December, 2017. However, the same was placed before the Co-ordination meeting of Board of Directors (suspended during CIRP) and Resolution Professional held on 12<sup>th</sup> February, 2018.

For RUCHI SOYA INDUSTRIES LIMITED



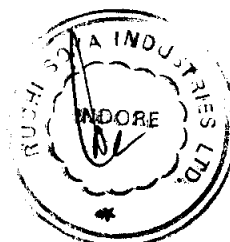
Company Secretary



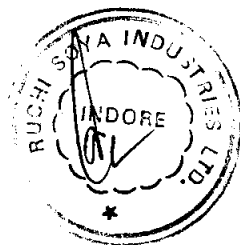
Date: 13.04.2018

Format to be submitted by listed entity at the end of the financial year (for the whole of the financial year)

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Items</b>	<b>Compliance status (yes/No/NA) refer note below</b>	
Detail of business	YES	
Terms and conditions of appointment of independent Director	YES	
Composition of various committees of board of directors	YES	
Code of conduct of board of directors and senior management personnel	YES	
Details of establishment of vigil mechanism/ Whistle Blower policy	YES	
Criteria of making payments to non-executive directors	YES	
Policy on dealing with related party transactions	YES	
Policy for determining 'material' subsidiaries	YES	
Details of familiarization programmes imparted to independent directors	YES	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	
Email address for grievance redressal and other relevant details	YES	
Financial results	YES	
Shareholding pattern	YES	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
<b>II Annual Affirmation</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	YES (+)
<i>Board composition</i>	17(1)	YES (*)
<i>Meeting of Board of directors</i>	17(2)	YES (*)
<i>Review of Compliance Reports</i>	17(3)	YES (*)
<i>Plans for orderly succession for appointments</i>	17(4)	YES (*)
<i>Code of Conduct</i>	17(5)	YES (*)
<i>Fees/compensation</i>	17(6)	YES (*)
<i>Minimum Information</i>	17(7)	YES (*)
<i>Compliance Certificate</i>	17(8)	YES (*) (being taken annually)
<i>Risk Assessment &amp;</i>	17(9)	YES (*)



<b>Management</b>		
<i>Performance Evaluation of Independent Directors</i>	17(10)	YES (*)
<i>Composition of Audit Committee</i>	18(1)	YES (*)
<i>Meeting of Audit Committee</i>	18(2)	YES (*)
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	YES(+) (*)
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	YES(+) (*)
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	NA
<i>Vigil Mechanism</i>	22	YES
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	YES
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	YES (*)
<i>Approval for material related party transactions</i>	23(4)	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	YES (*)
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	YES
<i>Meeting of independent directors</i>	25(3) & (4)	YES
<i>Familiarization of independent directors</i>	25(7)	YES
<i>Memberships in Committees</i>	26(1)	YES (*)
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	YES (*)
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	YES
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	YES
<b>Note</b>		
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.		
2 If status is "No" details of non-compliance may be given here.		





3 If the Listed Entity would like to provide any other information the same may be indicated here.

(+) Mr. Murugan Navamani, an Independent Director of the company had tendered his resignation from the office of the Board of Directors with effect from 26<sup>th</sup> March, 2018.

(\*)The Corporate Insolvency Resolution Process (CIRP) has been initiated in respect of Ruchi Soya Industries Limited(RSIL) under the provisions of Insolvency and Bankruptcy Code, 2016 (IBC) by an Order passed by Hon'ble National Company Law Tribunal, Mumbai with effect from December 15, 2017. As per section 17 of the IBC, the powers of the Board of Directors of the Company stand suspended and such powers shall be exercised by Mr. Shailendra Ajmera (IP Registration No. IBBI/IPA-001/IP-P00304/2017-18/10568) appointed as Interim Resolution Professional with respect to the Company. Further, in terms of the provisions of the Code, the Committee of Creditors (CoC) at its meeting held on 12th January, 2018, resolved to appoint Mr. Shailendra Ajmera as a Resolution Professional.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. – NA

**Name & Designation**

  
(R. L. Gupta)  
Company Secretary

