

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

1. Name of Listed Entity: **PATANJALI FOODS LIMITED (Formerly Known as Ruchi Soya Industries Limited)**
 2. Quarter ending: **31st March, 2024**

I - Composition of Board of Directors:

Title (Mr./Shri /Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson /Executive/Non-Executive/ independent / Nominee) ⁶	Initial Date of Appointment	Date of re-appointment	Date of cessation	Tenure *	Date of Birth	No of Directorship in listed entities including this listed entity [with reference to Regulation 17A (1)]	No. of Independent Directorship in listed entities including this listed entity [with reference to proviso to Regulation 17A (1) & 17A(2)]	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)
Shri	Acharya Balkrishna	AKJPB0992K 01778007	Chairperson & Non-executive Director	18/12/2019	29/09/2022	NA	NA	25/07/1972	1	0	1	0
Shri	Swami Ramdev	DHWPR7104E 08086068	Non-executive	18/12/2019	24/09/2021	NA	NA	10/01/1971	1	0	0	0
Shri	Ram Bharat	AKIPB3789M 01651754	Managing Director	18/12/2019	18/12/2022	NA	NA	30/07/1979	1	0	1	0
Dr.	Girish Kumar Ahuja	AAGPA1416Q 00446339	Non-executive/ Independent	18/12/2019	18/12/2022	NA	51 Months	29/05/1946	4	3	10	4
Dr.	Tejendra Mohan Bhasin	AADPB4947Q 03091429	Non-executive/ Independent	13/08/2020	13/08/2023	NA	43 Months	23/05/1956	5	5	8	3
Mrs.	Gyan Sudha Misra	ADDPM4387N 07577265	Non-executive/ Independent	13/08/2020	13/08/2023	NA	43 Months	28/04/1949	2	2	1	0
Whether Regular chairperson appointed – YES												
Whether Chairperson is related to Managing Director or CEO – NO												



\$ 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.

II. Composition of Committees:

Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)^s	Date of appointment	Date of cessation
1. Audit Committee	Yes	Dr. Girish Kumar Ahuja Shri Ram Bharat Dr. Tejendra Mohan Bhasin	Chairperson/Non-Executive/Independent Executive Non-Executive/Independent	19/12/2019 19/12/2019 13/08/2020	NA NA NA
2. Nomination & Remuneration Committee	Yes	Smt. Gyan Sudha Misra Shri Swami Ramdev Dr. Tejendra Mohan Bhasin	Chairperson/Non-Executive/Independent Non-Executive Non-Executive/Independent	13/08/2020 19/12/2019 13/08/2020	NA NA NA
3. Risk Management Committee	Yes	Shri Acharya Balkrishna Shri Ram Bharat Shri Kumar Rajesh Shri Sanjeev Kumar Asthana Dr. Girish Kumar Ahuja	Chairperson /Non-Executive Executive Chief Financial Officer Chief Executive Officer Non-Executive/Independent	19/12/2019 19/12/2019 09/06/2020 10/02/2021 10/05/2021	NA NA NA NA NA
4. Stakeholders Relationship Committee'	Yes	Dr. Tejendra Mohan Bhasin Shri Acharya Balkrishna Smt. Gyan Sudha Misra	Chairperson/ Non-Executive/Independent Non-Executive Non-Executive/Independent	13/08/2020 19/12/2019 13/08/2020	NA NA NA
5. ESG & CSR Committee	Yes	Shri Acharya Balkrishna Shri Ram Bharat Shri Swami Ramdev Dr Girish Kumar Ahuja	Chairperson/Non-Executive Managing Director Non-Executive Non-Executive/Independent	19/12/2019 11/08/2023 19/12/2019 13/08/2020	NA NA NA NA

^s 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>	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	<i>Maximum gap between any two consecutive (in number of days)</i>
08-11-2023	08-02-2024	Yes	6	3	91
	13-03-2024	Yes	6	3	33

* to be filled in only for the current quarter meetings

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>	Number of Directors present*	Number of Independent Directors present*	<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>
08-02-2024	Yes	3	2	08-11-2023	46
29-02-2024	Yes	3	2	23-12-2023	20
13-03-2024	Yes	3	2		13

Meeting of Committees (Risk Management Committee)					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	Number of Directors present*	Number of Independent Directors present*	<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>
05-02-2024	Yes	3	1	-	-

* to be filled in only for the current quarter meetings

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



V. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i> 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/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.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. **Yes**
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee-**Yes**
 - b. Nomination & remuneration committee-**Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee- **Yes**
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. **Yes**
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. **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the Board of Directors may be mentioned here: **Yes**

For PATANJALI FOODS LIMITED
(Formerly Known as Ruchi Soya Industries Limited)


R. L. Gupta
Company Secretary



Date: April 18, 2024

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

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	www.patanjalifoods.com
b) Terms and conditions of appointment of independent directors	Yes	www.patanjalifoods.com
c) Composition of various committees of board of directors	Yes	www.patanjalifoods.com
d) Code of conduct of board of directors and senior management personnel	Yes	www.patanjalifoods.com
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.patanjalifoods.com
f) Criteria of making payments to non-executive directors	Yes	www.patanjalifoods.com
g) Policy on dealing with related party transactions	Yes	www.patanjalifoods.com
h) Policy for determining 'material' subsidiaries	Yes	www.patanjalifoods.com
i) Details of familiarization programmes imparted to independent directors	Yes	www.patanjalifoods.com
j) Email address for grievance redressal and other relevant details	Yes	www.patanjalifoods.com
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.patanjalifoods.com
l) Financial results	Yes	www.patanjalifoods.com
m) Shareholding pattern	Yes	www.patanjalifoods.com
n) Details of agreements entered into with the media companies and/or their associates	NA	
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	www.patanjalifoods.com
p) New name and the old name of the listed entity	Yes	www.patanjalifoods.com
q) Advertisements as per regulation 47 (1)	Yes	www.patanjalifoods.com
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.patanjalifoods.com
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.patanjalifoods.com
b) Materiality Policy as per Regulation 30	Yes	www.patanjalifoods.com
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	www.patanjalifoods.com
<i>It is certified that these contents on the website of the listed entity are correct.</i>		



II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
<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), 17(1A) & 17(1B)	Yes
<i>Meeting of board of directors</i>	17(2)	Yes
<i>Quorum of board meeting</i>	17(2A)	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
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of Nomination & Remuneration Committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination & Remuneration Committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	Yes
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	Yes
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(1A),(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)	Yes
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes
<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)	NA
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes
<i>Alternate Director to Independent Director</i>	25(1)	Yes
<i>Maximum Tenure</i>	25(2)	Yes



Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26(3)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

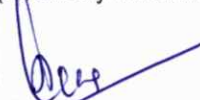
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the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

III Affirmations:

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

For PATANJALI FOODS LIMITED

(Formerly known as Ruchi Soya Industries Limited)



R L Gupta
Company Secretary

Date: April 18, 2024



Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – 31.03.2024

I. Disclosure of Loans / guarantees / comfort letters / securities etc. <small>refer note below</small>			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity	Aggregate amount advanced during six months		Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil		Nil
Promoter Group or any other entity controlled by them	Nil		Nil
Directors (including relatives) or any other entity controlled by them	Nil		Nil
KMPs or any other entity controlled by them	Nil		Nil
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NA	Nil	Nil
Promoter Group or any other entity controlled by them	NA	Nil	Nil
Directors (including relatives) or any other entity controlled by them	NA	Nil	Nil

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KMPs or any other entity controlled by them	NA	Nil	Nil
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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	Nil	Nil
Promoter Group or any other entity controlled by them	NA	Nil	Nil
Directors (including relatives) or any other entity controlled by them	NA	Nil	Nil
KMPs or any other entity controlled by them	NA	Nil	Nil

ii. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Patanjali Foods Limited
(Formerly known as Ruchi Soya Industries Limited)


Kumar Rajesh
Chief Financial Officer


Priyendu Jha
Head – Treasury Management



Date: April 15, 2024

Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - a) by a government company to/ for the Government or government company
 - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - c) by a banking company or an insurance company ; and
 - d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.

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