

# RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

**Ruchi**

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RSIL/2020

14<sup>th</sup> January, 2020

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 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) for the quarter ended 31<sup>st</sup> December, 2019.

Thanking you,

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

  
**COMPANY SECRETARY**

Encl: As above.

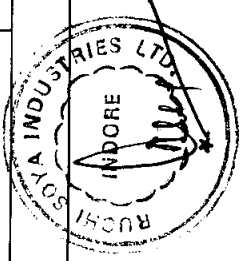
## ANNEXURE-1

**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: 31<sup>st</sup> December, 2019

**1. Composition of Board of Directors-** The company was under Corporate Insolvency Resolution Process (CIRP) till 6<sup>th</sup> September, 2019 when the NCLT Order dated 4<sup>th</sup> September, 2019 approving the resolution plan was posted on NCLT website. The related Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, was not applicable during the period of CIRP as per SEBI circular No. SEBI/LAD-NRO/GN/2018/21 dated 31<sup>st</sup> May, 2018. Post CIRP, as per NCLT Order, Monitoring Committee was constituted and Shri Shailendra Ajmera was appointed Monitoring Agent to supervise the implementation of the Resolution Plan. During the term of the plan (till closing date i.e. 18<sup>th</sup> December, 2019), the powers of the Board of Directors were suspended and the same were exercised by Monitoring Agent up to 18<sup>th</sup> December, 2019. New Board was constituted with effect from 18<sup>th</sup> December, 2019.

Title (Mr./Ms)	Name of the Directors	PAN&DIN	Category (Chairperson /Executive/Non-Executive/Independent/Chairperson & Managing Director)	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 Entities including this listed entity(Refer Regulation 26(1) of Listing Regulations) #
Shri	Acharya Balkrishna	AKJPB0992K 01778007	Chairperson & Managing Director	18/12/2019	NA	1	1	NA
Shri	Swami Ramdev	DHWPR7104E 08086068	Non - Executive	18/12/2019	NA	1	NA	NA
Shri	Ram Bharat	AKIPB3789M 01651754	Executive Director	18/12/2019	NA	1	1	NA
Shri	Girish Kumar Ahuja	AAGPA1416Q 00446339	Non - Executive / Independent	18/12/2019	0	3	3	3
Shri	Rajat Sharma	ABIPS1318L 00005373	Non - Executive/ Independent	18/12/2019	0	1	1	1
Mrs.	Bhavna Samir Shah	AZSPS4698F 00246394	Non - Executive/ Independent	18/12/2019	0	1	2	NA

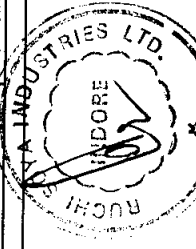


\$PAN number of any director would not be displayed on the website of Stock Exchange.  
&Category of directors means executive/non-executive/Independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen  
\* to be filled only for Independent Director. 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.

# Number or membership in Audit/Stakeholder Committee includes the number of post of chairperson in the respective committee(s).  
1. According to resolution plan approved by NCLT, Shri Vijay Kumar Jain, Executive Director of the company vacated the office of the Board of Directors with effect from 18<sup>th</sup> December, 2019.  
2. Due to retirement by rotation, Shri Dinesh Chandra Shakra vacated the office of the Director with effect from 13<sup>th</sup> December, 2019 i.e. the date of annual general meeting.  
3. Mrs. Meera Dinesh Rajda, an Independent Director of the company had tendered her resignation from the office of the Board of Directors with effect from 19<sup>th</sup> November, 2018.

ii. **Composition of Committees :** The company was under Corporate Insolvency Resolution Process (CIRP) till 6<sup>th</sup> September, 2019 when the NCLT Order dated 4<sup>th</sup> September, 2019 approving the resolution plan was posted on NCLT website. The related Regulations 18,19,20 and 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, were not applicable during the period of CIRP as per SEBI circular No. SEBI/LAD-NRO/GN/2018/21 dated 31<sup>st</sup> May, 2018. Post CIRP, as per NCLT Order, Monitoring Committee was constituted and Shri Shailendra Ajmera was appointed Monitoring Agent to supervise the implementation of the resolution plan. During the term of the plan (till closing date i.e. 18<sup>th</sup> December, 2019), the powers of the Board of Directors were exercised by Monitoring Committee till date of closing i.e. 18<sup>th</sup> December, 2019. On reconstitution of the Board, the following Committees have been formed on 19<sup>th</sup> December, 2019. However, no meeting of any of the committees held during the period from 19<sup>th</sup> December, 2019 to 31<sup>st</sup> December, 2019.

Name of Committee	Name of Committee members	Category(Chairperson/Executive/Non-Executive/Independent/Nominee) \$	Date of Appointment
1. Audit Committee	Shri Girish Ahuja Shri Ram Bharat Mrs. Bhavna Samir Shah	Non-Executive/Independent Executive Non-Executive/Independent	19/12/2019 19/12/2019 19/12/2019
2. Nomination & Remuneration Committee	Shri Rajat Sharma Shri Swami Ramdev Mrs. Bhavna Samir Shah	Non-Executive/Independent Non-Executive Non-Executive/Independent	19/12/2019 19/12/2019 19/12/2019
3. Risk Management Committee (if applicable)	NA		
4. Stakeholders Relationship Committee'	Shri Rajat Sharma Shri Acharya Balkrishna Mrs. Bhavna Samir Shah	Non-Executive/Independent Chairperson Non-Executive/Independent	19/12/2019 19/12/2019 19/12/2019



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) (*)
	19 <sup>th</sup> December, 2019	--

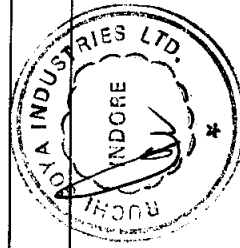
The company was under Corporate Insolvency Resolution Process (CIRP) till 6<sup>th</sup> September, 2019 when the NCLT Order dated 4<sup>th</sup> September, 2019 approving the resolution plan was posted on NCLT website. The related Regulations 18, 19, 20 and 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, were not applicable during the period of CIRP as per SEBI circular No. SEBI/LAD-NRO/GN/2018/21 dated 31<sup>st</sup> May, 2018. Post CIRP, as per NCLT Order, Monitoring Committee was constituted and Shri Shailendra Ajmera was appointed Monitoring Agent to supervise the implementation of the resolution plan. During the term of the plan (till closing date i.e. 18<sup>th</sup> December, 2019), the powers of the Board of Directors were exercised by Monitoring Committee. As per the resolution plan, the Board has been reconstituted on 18<sup>th</sup> December, 2019, only. On reconstitution of the Board, the following Committees have been formed on 19<sup>th</sup> December, 2019. However, no meeting of any of the committees held during the period from 19<sup>th</sup> December, 2019 to 31<sup>st</sup> December, 2019.

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

(\*) The company was under Corporate Insolvency Resolution Process (CIRP) till 6<sup>th</sup> September, 2019 when the NCLT Order dated 4<sup>th</sup> September, 2019 approving the resolution plan was posted on NCLT website. The related regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, was not applicable during the period of CIRP as per SEBI circular No. SEBI/LAD-NRO/GN/2018/21 dated 31<sup>st</sup> May, 2018. Post CIRP, as per NCLT Order, Monitoring Committee was constituted and Shri Shailendra Ajmera was appointed Monitoring Agent to supervise the implementation of the resolution plan. During the term of the plan (till 18<sup>th</sup> December, 2019 i.e. closing date), the powers of the Board of Directors were exercised by Monitoring Committee. On reconstitution of Board, the audit committee has also been reconstituted on 19<sup>th</sup> December, 2019.

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below



Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

**Note**

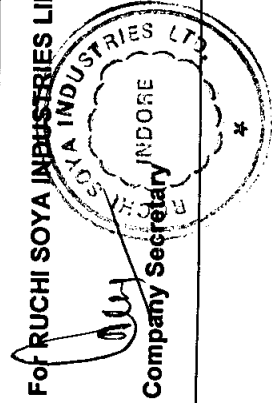
- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes /No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related Party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
3. During the term of implementation of the resolution plan (till 18<sup>th</sup> December, 2019 i.e. closing date), the powers of the Board of Directors were exercised by Monitoring Committee. On reconstitution of Board, the audit committee has been reconstituted only on 19<sup>th</sup> December, 2019.

**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- 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. **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 Board of Directors may be mentioned here: **Yes**

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 convened by the Monitoring Agent between the Chief Financial Officer, Auditor and the Monitoring Agent on 9<sup>th</sup> November, 2019,

**For RUCHI SOYA INDUSTRIES LIMITED**



**Company Secretary**

**Date: 14.01.2020**