

Ruchi

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RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

RSIL/2022

Date: 13.04.2022

To
BSE Ltd.
Floor No. 25,
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400 001
BSE Scrip Code: 500368

National Stock Exchange of India Ltd.,
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E),
Mumbai – 400 051
NSE Symbol: RUCHI

Dear Sirs,

Re : Compliance Report on Corporate Governance for quarter & year ended on 31st March, 2022

We attach herewith the quarterly and yearly compliance report on Corporate Governance as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 in the format prescribed by SEBI Circular No. SEBI/HO/CFD/CMD-2/P/CIR/2021/567 dated 31st May, 2021 (Annexure-I, II & IV) for the quarter and year ended 31st March, 2022.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
For RUCHI SOYA INDUSTRIES LTD.


COMPANY SECRETARY

Encl. : As above

ANNEXURE - I

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 March, 2022**

I - Composition of Board of Directors:

Title (Mr./S hri /Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/N on-Executive/ independent / Nominee) &	Initial Date of Appointme nt	Dat e of re- app oint me nt	Date of cessat ion	Tenure *	Date of Birth	No of Directorshi p in listed entities including this listed entity [in reference to Regulation 17A (1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to Regulation 17A (1)]	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	NA	NA	NA	25/07/1972	1	0	1	0
Shri	Swami Ramdev	DHWPR7104E 08086068	Non-executive	18/12/2019	NA	NA	NA	10/01/1971	1	0	0	0
Shri	Ram Bharat	AKIPB3789M 01651754	Managing Director	18/12/2019	NA	NA	NA	30/07/1979	1	0	1	0
Dr.	Girish Kumar Ahuja	AAGPA1416Q 00446339	Non- executive/ Independent	18/12/2019	NA	NA	27 Months	29/05/1946	4	3	10	5
Dr.	Tejendra Mohan Bhasin	AADPB4947Q 03091429	Non- executive/ Independent	13/08/2020	NA	NA	19 months	23/05/1956	5	5	9	3
Mrs.	Gyan Sudha Misra	ADDPM4387N 07577265	Non- executive/ Independent	13/08/2020	NA	NA	19 months	28/04/1949	5	5	6	2
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) §	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 Head-Strategic Finance, Special Projects and Treasury Management 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. Corporate Social Responsibility Committee	Yes	Shri Acharya Balkrishna Shri Swami Ramdev Dr Girish Kumar Ahuja	Chairperson/Non-Executive Non-Executive Non-Executive/Independent	19/12/2019 19/12/2019 13/08/2020	NA NA NA

§ 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>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of Independent Directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
20-10-2021	06-01-2022	Yes	6	3	52
14-11-2021	07-01-2022	Yes	6	3	0
	13-02-2022	Yes	6	3	36
	10-03-2022	Yes	6	3	24
	31-03-2022	Yes	6	3	20

* 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>	<i>Number of Directors present**</i>	<i>Number of Independent Directors present**</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>
06-01-2022	Yes	3	2	20-10-2021	52
07-01-2022	Yes	3	2	14-11-2021	0
13-02-2022	Yes	3	2		36
31-03-2022	Yes	3	2		45

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

** to be filled in only for the current quarter meetings.

V. Related Party Transactions

Subject		Compliance status (Yes/No/NA) <small>refer note below</small>
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
<p>Note</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>		
VI. Affirmations		
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Yes</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>a. Audit Committee-Yes</p> <p>b. Nomination & remuneration committee-Yes</p> <p>c. Stakeholders relationship committee - Yes</p> <p>d. Risk management committee- Yes</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. Yes</p> <p>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</p> <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 the Board of Directors may be mentioned here: Yes</p>		
<p>For RUCHI SOYA INDUSTRIES LIMITED</p>  <p>R. L. Gupta Company Secretary</p> <p style="text-align: right;">Date: 13-04-2022</p>		

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.ruchisoya.com
b) Terms and conditions of appointment of independent directors	Yes	www.ruchisoya.com
c) Composition of various committees of board of directors	Yes	www.ruchisoya.com
d) Code of conduct of board of directors and senior management personnel	Yes	www.ruchisoya.com
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.ruchisoya.com
f) Criteria of making payments to non-executive directors	Yes	www.ruchisoya.com
g) Policy on dealing with related party transactions	Yes	www.ruchisoya.com
h) Policy for determining 'material' subsidiaries	Yes	www.ruchisoya.com
i) Details of familiarization programmes imparted to independent directors	Yes	www.ruchisoya.com
j) Email address for grievance redressal and other relevant details	Yes	www.ruchisoya.com
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.ruchisoya.com
l) Financial results	Yes	www.ruchisoya.com
m) Shareholding pattern	Yes	www.ruchisoya.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.ruchisoya.com
p) New name and the old name of the listed entity	NA	
q) Advertisements as per regulation 47 (1)	Yes	www.ruchisoya.com
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.ruchisoya.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.ruchisoya.com
b) Materiality Policy as per Regulation 30	Yes	www.ruchisoya.com
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	www.ruchisoya.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
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for Appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party Transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	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
Disclosure of Shareholding by Non-Executive Directors	26(4)	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 Ruchi Soya Industries Limited


R L Gupta
Company Secretary

Date: 13-04-2022

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 – 31.03.2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(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		
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them	————— <i>Nil</i> —————	
KMPs or any other entity controlled by them		

(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			
Promoter Group or any other entity controlled by them		————— <i>Nil</i> —————	
Directors (including relatives) or any other entity controlled by them			

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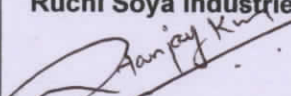
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

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			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them		Nil	
KMPs or any other entity controlled by them			

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.

Ruchi Soya Industries Limited



Sanjay Kumar
Chief Financial Officer

Date: 13.04.2022.

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..