



RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

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RSIL/2018

13th July, 2018

BSE Ltd.
Floor No. 25th
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

Please find attached 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 30th June, 2018.

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: 30TH JUNE, 2018

I. Composition of Board of Directors * - Since the company is under CIRP, it is not applicable as per SEBI circular No. SEBI/LAD-NRO/GN/2018/21 dated 31 st May, 2018.									
Title (Mr./Ms)	Name of the Directors	PAN&DIN	Category (Chairperson /Executive/Non-Executive/Independent/Minnee) &	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	NA	NA	NA	NA	
Mr.	Vijay Kumar Jain	AAIPJ2722L 00098298	Executive	01/04/2013	NA	NA	NA	NA	
Mr.	Navin Khandelwal	ACBPK8517B 00134217	Non-executive/Independent	26/09/2014	NA	NA	NA	NA	
Mrs.	Meera Dinesh Rajda	AA:PR1721L 07130303	Non-executive/Independent	23/09/2015	NA	NA	NA	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).



II. Composition of Committees:- Since the Company is under CIRP, it is not applicable as per SEBI circular No. SEBI/LAD-NRO/GN/2018/21 dated 31st May, 2018

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) s
1. Audit Committee		
2. Nomination & Remuneration Committee		
3. Risk Management Committee(if applicable)		
4. Stakeholders Relationship Committee ³		
sCategory 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)(*)
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(*) 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.

(**) Due to commencement of CIRP, no meeting of Board of Directors was held during the quarter ended 30th June, 2018. However, a co-ordination meeting convened by the Resolution Professional between the Chief Financial Officer, Auditor and the Resolution Professional was held on 30th May, 2018 (adjourned and concluded on 7th June, 2018).

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

(* Due to commencement of CIRP, no meeting of Audit Committee was held during the quarter ended 30th June, 2018. However, a co-ordination meeting convened by the Resolution Professional between the Chief Financial Officer, Auditor and the Resolution Professional was held on 30th May, 2018 (adjourned and concluded on 7th June, 2018) and all audit issues were discussed in the same.

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.

VI. Affirmations

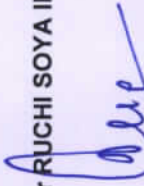
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Not Applicable**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Not Applicable**
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - 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. **Not Applicable**
4. Due to commencement of CIRP, no meeting of Board of Directors was held during the quarter ended 30th June, 2018. However, a co-ordination meeting convened by the Resolution Professional between the Chief Financial Officer, Auditor and the Resolution Professional was held on 30th May, 2018 (adjourned and concluded on 7th June, 2018).



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 15th December, 2017. However, the same was placed before the co-ordination meeting convened by the Resolution Professional between the Chief Financial Officer, Auditor and the Resolution Professional on 30th May, 2018 (adjourned and concluded on 7th June, 2018).

For RUCHI SOYA INDUSTRIES LIMITED


Company Secretary



Date: 13.07.2018