

RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

Ruchi

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RSIL/2017

14th April, 2017

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

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 31st March, 2017.

Thanking you,

Yours faithfully,
For RUCHI SOYA INDUSTRIES LTD.


COMPANY SECRETARY

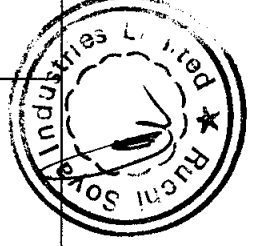
Encl: As above.

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: 31st MARCH, 2017

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 5(1) of Listing Regulations)	No of Directorship 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.	Kailash Chandra Shahra	ABJPS9987Q 00062698	Chairperson/ Non-executive	07/01/1986		1	0	0	
Mr.	Prabhu Dayal Dwivedi	ALCPD9338H 02114285	Non-executive/ Independent	26/09/2014 [@]	2 years	1	2	1	
Mr.	Murugan Navamani	AAFPM9351B 01309393	Non-executive/ Independent	26/09/2014 [@]	2 years	2	1	1	
Mr.	Vijay Kumar Jain	AAIPJ2722L 00098298	Executive	01/04/2016		1	3	0	
Mr.	Navin Khandelwal	ACBPK8517B 00134217	Non-executive/ Independent	26/09/2014 [@]	2 years	3	6	5	
Mrs.	Meera Dinesh Rajda	AAXPR1721L 07130303	Non-executive/ Independent	23/09/2015 [@]	2 years	1	0	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:

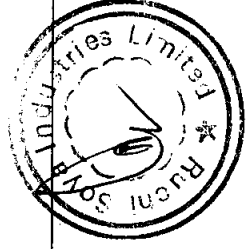
S. No.	Name of directors	Date of appointment	Appointment in current term
1.	Mr. Prabh Dayal Dwivedi	31/03/2008	26/09/2014
2.	Mr. Murugan Navamani	27/07/2009	26/09/2014
3.	Mr. Navin Khandelwal	18/12/2009	26/09/2014
4.	Mrs. Meera Dinesh Rajda	26/03/2015	23/09/2015

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

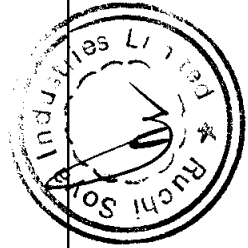
II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$
1. Audit Committee	Mr. Navin Khandelwal Mr. Prabh Dayal Dwivedi Mr. Vijay Kumar Jain	Non-Executive/Independent Non-Executive/Independent Executive
2. Nomination & Remuneration Committee	Mr. Murugan Navamani Mr. Navin Khandelwal Mr. Prabh Dayal Dwivedi	Non-Executive/Independent Non-Executive/Independent Non-Executive/Independent
3. Risk Management Committee (if applicable)	Not Applicable	
4. Stakeholders Relationship Committee	Mr. Prabh Dayal Dwivedi 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



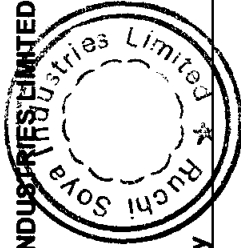
III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
14/12/2016	14/02/2017	61 days	
IV. Meeting of Committees (Audit Committee)			
Date(s) of meeting of 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*
14/02/2017	Yes (Mr. Navin Khandeewal and Mr. Vijay Kumar Jain attended the meeting of Audit committee held on 14/02/2017)	14/12/2016	61 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			
Subject		Compliance status (Yes/No/NA) ^{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.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - 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.
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.
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:

For RUCHI SOYA INDUSTRIES LIMITED




R.L. Gupta
Company Secretary

Date: 14.04.2017

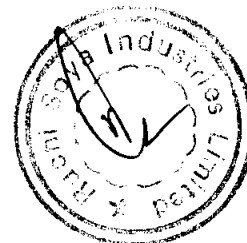
Annexure-II

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

I. Disclosure on website in terms of Listing Regulations		
Items	Compliances status (yes/No/NA) refer note blow	
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	
II Annual Affirmation		
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)	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 &</i>	17(9)	YES



Management		
<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 & 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 & 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
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.		
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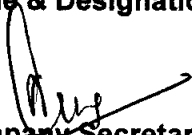


3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

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

Name & Designation



Company Secretary / Compliance Officer / Managing Director / CEO