



# RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

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**RSIL/2021**

**Date: 16.10.2021**

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 ended on 30<sup>th</sup> September, 2021**

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 prescribed by SEBI Circular No. SEBI/HO/CFD/CMD-2/P/CIR/2021/567 dated 5<sup>th</sup> May, 2021 (Annexure I, III & IV) for the quarter ended 30<sup>th</sup> September, 2021.

Kindly acknowledge the receipt.

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: **30<sup>th</sup> September, 2021**

**I - Composition of Board of Directors:**

Title (Mr./Shri /Ms)	Name of the Director	PAN& DIN	Category (Chairperson /Executive/Non-Executive/independent / Nominee) &	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 [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	AKJPB0992K01778007	Chairperson & Non-executive Director	18/12/2019	NA	NA	NA	25/07/1972	1	0	1	0
Shri	Swami Ramdev	DHWPR7104E08086068	Non-executive	18/12/2019	NA	NA	NA	10/01/1971	1	0	0	0
Shri	Ram Bharat	AKIPB3789M01651754	Managing Director	18/12/2019	NA	NA	NA	30/07/1979	1	0	1	0
Dr.	Girish Kumar Ahuja	AAGPA1416Q00446339	Non-executive/Independent	18/12/2019	NA	NA	21 Months	29/05/1946	4	3	9	5
Dr.	Tejendra Mohan Bhasin	AADPB4947Q03091429	Non-executive/Independent	13/08/2020	NA	NA	13 months	23/05/1956	5	5	9	2
Mrs.	Gyan Sudha Misra	ADDPM4387N07577265	Non-executive/Independent	13/08/2020	NA	NA	13 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) 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 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



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**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>
10/05/2021	14/08/2021	Yes	6	3	45
02/06/2021	16/08/2021	Yes	6	3	1
09/06/2021					
10/06/2021					
29/06/2021					

\* 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>
14/08/2021	Yes	3	2	10/05/2021	45
16/08/2021	Yes	3	2	02/06/2021	1
				09/06/2021	
				29/06/2021	

- 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**



<b>Subject</b>		<b>Compliance status (Yes/No/NA)</b> <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><b>Note</b></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>		
<b>VI. Affirmations</b>		
		<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. <b>Yes</b></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-<b>Yes</b></p> <p>b. Nomination &amp; remuneration committee-<b>Yes</b></p> <p>c. Stakeholders relationship committee - <b>Yes</b></p> <p>d. Risk management committee- <b>Yes</b></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. <b>Yes</b></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. <b>Yes</b></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: <b>Yes</b></p>
<p><b>For RUCHI SOYA INDUSTRIES LIMITED</b></p>  <p><b>R. L. Gupta</b> Company Secretary</p> 		<p>Date: <b>12.10.2021</b></p>

## ANNEXURE III

**Format to be submitted by listed entity at the end of 6 months from the close of financial year**

<b>Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b> <small>refer note below</small>
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	Yes
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the Nomination and Remuneration Committee at the annual general meeting</i>	19(3)	Yes
<i>Presence of Chairperson of the Stakeholder Relationship Committee at the annual general meeting</i>	20(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	Yes
<p><b>Note</b></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> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		

**For Ruchi Soya Industries Limited**

*R. L. Gupta*  
**R. L. Gupta**  
**Company Secretary**



**Date: 12.10.2021**

**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 – 30.09.2021

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



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

**Ruchi Soya Industries Limited**

  
**Sanjay Kumar**  
 Chief Financial Officer



**Date:12.10.2021**



**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..

