



RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

Head Office :
301, Mahakosh House,
7/5, South Tukoganj,
Nath Mandir Road,
INDORE - 1 (M.P.) India
Phone : 4065012, 2513281-82-83
Fax : 91-731-4065019
E-mail : ruchisoya@ruchisoya.com

RSIL/2018

11th October, 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

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 and III) for the quarter and half year ended 30th September, 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 SEPTEMBER, 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 31st May, 2018.

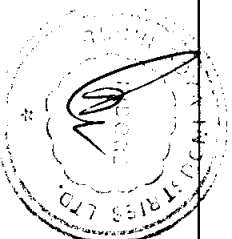
Title (Mr./Ms)	Name of the Directors	PAN&&DIN	Category (Chairperson/Executive/Non-Executive/Independent/No minnee) &	Date of Appointment in term/seat	Tenure* (rounded-off in year)	No of Directorship in listed entities including this entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson/Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) #
Mr.	Dinesh Chandra Shahra	ABJPS2638A00533055	Executive	07/01/2016	NA	NA	NA	NA
Mr.	Vijay Kumar Jain	AAIPJ2722L00098298	Executive	01/04/2013	NA	NA	NA	NA
Mr.	Navinkhandelwal	ACBPK8517B00134217	Non-executive/Independent	26/09/2014	NA	NA	NA	NA
Mrs.	Meera Dinesh Rajda	AAAXPR1721L07130303	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) *
1. Audit Committee		
2. Nomination & Remuneration Committee		
3. Risk Management Committee(if applicable)		
4. Stakeholders Relationship Committee'		

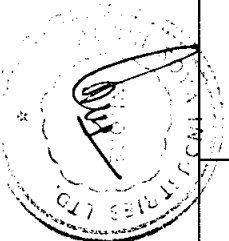
*Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

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)(*)	
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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. ShalendraAjmera (IP Registration No. IBI/PA-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. ShalendraAjmera as a Resolution Professional.

(**) Due to commencement of CIRP, no meeting of Board of Directors was held during the quarter ended 30th September, 2018. However, a co-ordination meeting convened by the Resolution Professional between the Chief Financial Officer, Auditor and the Resolution Professional was held on 13th August, 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 September, 2018. However, a co-ordination meeting convened by the Resolution Professional between the Chief Financial Officer, Auditor and the Resolution Professional was held on 13th August, 2018.

V. Related Party Transactions

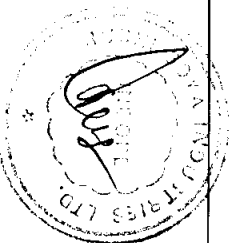
<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes /No/NA. 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. Since the Company is under CIRP, the related party transactions, if any are approved by Committee of Creditors/Resolution Professional.

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 September, 2018. However, a co-ordination meeting convened by the Resolution Professional between the Chief Financial Officer, Auditor and the Resolution Professional was held on 13th August, 2018.

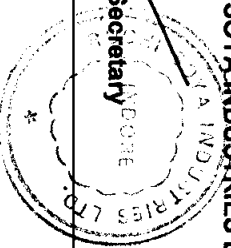


5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

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 13th August, 2018.

FOR RUCHI SOYA INDUSTRIES LIMITED


Company Secretary



Date: 11.10.2018

ANNEXURE III

Format to be submitted by listed entity at the end of 6 months after end of financial year along with second quarter report of next financial year

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) <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)	<i>The copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors' Report and Corporate Governance Report have not been displayed on Website of the Company so far since the company has got an extension of two months i.e. till 30th November, 2018 to hold the AGM and hence these documents are in process of approval.</i> <i>Business Responsibility Statement is not applicable to the Company.</i>
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	<i>Since the Company has got an extension of two months i.e. upto 30th November, 2018 to hold the annual general meeting (AGM), the AGM has not been held so far.</i> <i>Moreover, 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</i>
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	<i>Since the Company has got an extension of two months i.e. upto 30th November, 2018 to hold the annual general meeting (AGM), the AGM has not been held so far.</i> <i>Moreover, 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.</i>
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	<i>Since the Company has got an extension of two months i.e. upto 30th November, 2018 to hold the annual general meeting (AGM), the AGM has not been held so far. The Corporate Governance Report is in the process of approval.</i>

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.

For Ruchi Soya Industries Limited


R. L. Gupta
Company Secretary

Date: 11th October, 2018

