



RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

Head Office :
601, Part B-2, 6th Floor,
Metro Tower, Vijay Nagar,
A.B. Road, Indore - 452 010 (M.P.) India
Tel.: +91-731-4767009/109
E-mail : ruchisoya@ruchisoya.com

RSIL/2020

Date: November 27, 2020

BSE Limited

P. J. Towers,
Dalal Street, Fort
Mumbai – 400 001

National Stock Exchange of India Limited

Exchange Plaza,
Bandra - Kurla Complex,
Bandra (East),
Mumbai-400 051

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Notice of the 34th Annual General Meeting of the members of the Company to be held on Monday, December 21, 2020 at 04:30 p.m. through video conferencing ("VC") / other audio visual means ("OAVM").

The above information will be made available on the Company's website www.ruchisoya.com.

It is for your information and records please.

Thanking you,

Yours sincerely,

For **Ruchi Soya Industries Limited**

R L Gupta
Company Secretary

Encl: As above.


RUCHI SOYA INDUSTRIES LIMITED
CIN: L15140MH1986PLC038536

Registered Office: “Ruchi House”, Royal Palms, Survey No. 169, Aarey Milk Colony,
Near Mayur Nagar, Goregaon (East), Mumbai 400065, Maharashtra, India

Email: ruchisoyasecretarial@ruchisoya.com; **Telephone:** (+91-22) 61090100 / 200

Website: www.ruchisoya.com

Notice of 34th Annual General Meeting

Notice is hereby given that the Thirty Fourth (34th) Annual General Meeting (“**AGM / Meeting**”) of the members of Ruchi Soya Industries Limited will be held on Monday, the December 21, 2020 at 04.30 PM through video conferencing (“**VC**”) / other audio visual means (“**OAVM**”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. **To appoint Shri Ram Bharat (DIN: 01651754), as Director of the Company**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 149, section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) {including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force}, Shri Ram Bharat (DIN: 01651754), who was appointed as an additional director of the Company with effect from December 18, 2019 pursuant to Section 161 of the Act and Article 89 of the Articles of Association of the Company and who holds office upto the date of ensuing annual general meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing

his candidature for the office of Director, be and is hereby appointed as the director of the Company.

FURTHER RESOLVED THAT any of the directors of the Company, Shri Sanjeev Asthana, Chief Executive Officer and Shri R.L. Gupta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution.”

3. **To appoint Shri Ram Bharat (DIN: 01651754), as Managing Director of the Company and to ratify earlier appointment**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 149, section 152, section 196, section 197, section 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) {including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force}, Shri Ram Bharat (DIN: 01651754), who was appointed as managing director of the Company by the board of directors on August 19, 2020, be and is hereby appointed as managing director of the Company, not liable to retire by rotation, to hold office as such from August 19, 2020, to December 17, 2022, with a remuneration of ₹ 1.00 (Rupee One only) per annum, on the terms and conditions as set

out in the explanatory statement annexed to the Notice, with a liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit, subject to the same not exceeding the limits specified under Section 197, read with Schedule V to the Act and rules made thereunder or any statutory amendment(s), modification(s) or re-enactment(s) thereof.

FURTHER RESOLVED THAT the appointment and office of Shri Ram Bharat as whole-time director of the Company, for the period from December 18, 2019 till August 18, 2020, be and is hereby approved and ratified by the members of the Company.

FURTHER RESOLVED THAT any of the directors of the Company, Shri Sanjeev Asthana, Chief Executive Officer and Shri R.L. Gupta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution.”

4. **To appoint Shri Acharya Balkrishna (DIN: 01778007), as Director of the Company and to ratify earlier appointment**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 149, section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) {including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force}, Shri Acharya Balkrishna (DIN: 01778007), who was appointed as an additional director with effect from December 18, 2019 pursuant to section 161 of the Act and Article 89 of the Articles of Association of the Company and who holds office upto the date of ensuing annual general meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as the director of the Company, liable to retire by rotation.

FURTHER RESOLVED THAT the appointment and office of Shri Acharya Balkrishna as managing director of the Company, for the period from December 18, 2019 till August 18, 2020, be and is hereby approved and ratified by the members of the Company.

FURTHER RESOLVED THAT Shri Ram Bharat, Managing Director, Shri Sanjeev Asthana, Chief Executive Officer and Shri R.L. Gupta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution.”

5. **To appoint Shri Swami Ram Dev (DIN: 08086068), as Director of the Company**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 149, section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) {including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force}, Shri Swami Ram Dev (DIN: 08086068), who was appointed as an additional director of the Company with effect from December 18, 2019 pursuant to Section 161 of the Act and Article 89 of the Articles of Association of the Company and who holds office upto the date of ensuing annual general meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as the Director of the Company, liable to retire by rotation.

FURTHER RESOLVED THAT Shri Ram Bharat, Managing Director, Shri Sanjeev Asthana, Chief Executive Officer and Shri R.L. Gupta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution.”

6. To appoint Dr. Girish Kumar Ahuja (DIN: 00446339), as the Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 149, section 150, section 152, schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) {including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force}, Dr. Girish Kumar Ahuja (DIN: 00446339), aged 74 years, who was appointed as an additional director (non-executive independent director) of the Company with effect from December 18, 2019 pursuant to section 161 of the Act and Article 89 of the Articles of Association of the Company and who holds office upto the date of ensuing annual general meeting and whose continuation as independent director will require approval of shareholders by way of special resolution, after attaining the age of seventy five (75) years and who has submitted the declaration that he meets the criteria of independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as the Independent Director of the Company, not liable to retire by rotation, to hold office for a term of three (3) consecutive years with effect from December 18, 2019 to December 17, 2022.

FURTHER RESOLVED THAT Shri Ram Bharat, Managing Director, Shri Sanjeev Asthana, Chief Executive Officer and Shri R.L. Gupta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution.”

7. To appoint Dr. Tejendra Mohan Bhasin (DIN: 03091429), as the Independent Director of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 149, section 150, section 152, Schedule IV and all

other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) {including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force}, Dr. Tejendra Mohan Bhasin (DIN: 03091429), who was appointed as an additional director (non-executive independent director) of the Company with effect from August 13, 2020 pursuant to section 161 of the Act and Article 89 of the Articles of Association of the Company and who holds office upto the date of ensuing annual general meeting and who has submitted the declaration that he meets the criteria of independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as the Independent Director of the Company, not liable to retire by rotation, to hold office for a term of three (3) consecutive years with effect from August 13, 2020 to August 12, 2023.

FURTHER RESOLVED THAT Shri Ram Bharat, Managing Director, Shri Sanjeev Asthana, Chief Executive Officer and Shri R.L. Gupta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution.”

8. To appoint Smt. Gyan Sudha Misra (DIN: 07577265), as the Independent Director of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 149, section 150, section 152, schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (**“Listing Regulations”**) {including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force}, Smt. Gyan Sudha Misra (DIN: 07577265), who was appointed as an Additional Director (non-executive independent director) of the Company with effect from August 13, 2020 pursuant to

section 161 of the Act and Article 89 of the Articles of Association of the Company and who holds office upto the date of ensuing annual general meeting and who has submitted the declaration that she meets the criteria of independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as the Independent Director of the Company, not liable to retire by rotation, to hold office for a term of three (3) consecutive years with effect from August 13, 2020 to August 12, 2023.

FURTHER RESOLVED THAT Shri Ram Bharat, Managing Director, Shri Sanjeev Asthana, Chief Executive Officer and Shri R.L. Gupta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution.”

9. To approve the terms and conditions of Covid Facility Agreement containing a clause related to conversion of loan into equity

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of section 62(3) and all other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) and the rules made thereunder {including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force}, consent of the members of the Company be and is hereby accorded to the terms and conditions contained in the Covid Facility Agreement, in addition to other Facility Agreements, which, *inter-alia*, includes a clause stating that upon occurrence of an event of default and/or its continuance thereof, the Lenders shall have the absolute right to convert the outstanding amounts and all monies due/payable by the Company to the Lenders in part/or full, in one or more tranches, into fully paid-up equity shares of the Company, in accordance with the provisions of the Act and relevant guidelines issued by the Reserve Bank of India (“RBI”), as amended or modified or replaced from time to time by any rules, regulations, notifications, circulars, press notes or orders issued by the RBI or any other Governmental agency in this regard and the right of the Lenders to appoint a nominee Director on the Board of the Company.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end an intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

FURTHER RESOLVED THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.”

10. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2021

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Companies (Audit and Auditors) Rules, 2014 {including any statutory amendments(s), modification(s) or re-enactment(s) thereof, for the time being in force}, the remuneration payable to M/s. K. G. Goyal & Co., Cost Accountants (Firm Registration No. 000017), appointed by the Board of Directors of the Company, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021, amounting to ₹ 4,40,000/- (Rupees Four Lacs Forty Thousand Only) plus applicable taxes thereon and re-imbursalment of out-of-pocket expenses, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified, confirmed and approved.

FURTHER RESOLVED THAT Shri Ram Bharat, Managing Director, Shri Sanjeev Asthana, Chief Executive Officer and Shri R.L. Gupta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution.”

11. To issue securities of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 23, section 42, section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) and the rules made thereunder {including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force}, provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) {including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force}, listing agreements entered into with the stock exchanges and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities Contracts (Regulation) Act, 1956 (the “**SCRA**”) and rules made thereunder, subject to other applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India (“**RBI**”), the Government of India (“**GoI**”), the stock exchanges and/ or any other competent governmental or regulatory authorities from time to time to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, RBI, GoI and any other governmental or regulatory authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/ or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “**the Board**” which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), consent of the members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), with or without green shoe option, such number of equity shares of the Company of face value of ₹ 2/- (Indian Rupees Two Only) each (“**Equity Shares**”), preference shares convertible into Equity Shares, and/ or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and/ or any security convertible into Equity Shares of face value ₹ 2/- (Indian Rupees Two) each, with or without voting/special rights and/ or securities linked to Equity Shares and/ or securities

with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as “**Securities**”) or any combination of Securities, in one or more tranches, in domestic and/ or international market, by way of one or more public and/ or private offerings, and/ or on rights basis, or on preferential allotment basis including Qualified Institutions Placement (“**QIP**”) or any combination thereof, through issue of prospectus and / or placement document/ or other permissible/requisite offer document to any eligible person, including Qualified Institutional Buyers (“**QIBs**”), foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/ or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/ or any other categories of investors, including but not limited to American Depository Receipts (ADRs) or Global Depository Receipts (GDRs), whether they be holders of equity shares of the Company or not (collectively called the “**Investors**”), as may be decided by the Board in its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding ₹ 10,000 Crore (Indian Rupees Ten thousand Crore Only) or equivalent thereof, inclusive of such premium as may be fixed on such Securities by offering the Securities through public issue(s) or offer for sale or private placement(s) or any combination(s) thereof at such time or times, at such price or prices, at a discount or premium to market price or prices as permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/ or underwriter(s) and/ or other advisor(s) appointed and / or to be appointed by the Company (“**Issue**”).

FURTHER RESOLVED THAT in pursuance of the aforesaid resolutions: (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; (b) the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects; and (c) Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock

split, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate reorganisation or restructuring.

FURTHER RESOLVED THAT if any issue of Securities is made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as “Eligible Securities” within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time.

FURTHER RESOLVED THAT any issue of Eligible Securities made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (the “QIP Floor Price”). The Company may, however, in accordance with applicable law, also offer a discount of not more than 5% (Five Percentage) or such percentage as permitted under applicable law on the QIP Floor Price.

FURTHER RESOLVED THAT in the event that Equity Shares are issued to QIBs by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board decides to open the proposed issue or the date on which holder of Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board.

FURTHER RESOLVED THAT for the purpose of giving effect to any offer, issue or allotment of Securities or equity shares on conversion of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or equity shares as the case may be, on one or more stock exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the stock exchanges.

FURTHER RESOLVED THAT the Board be and is hereby authorised to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, debenture trustees and all such agencies as are or may be required to be appointed, involved or

concerned in the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all requisite arrangements, agreements, memoranda, documents, etc. with such agencies.

FURTHER RESOLVED THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue, including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, finalization of the dates and timing of the Issue, identification and class of the investors to whom the Securities are to be offered, determining the issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest and all other terms and conditions of the Securities, offer and allotment of Securities, execution of various transaction documents, signing of declarations, creation of mortgage/ charge, utilization of the issue proceeds, and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

FURTHER RESOLVED THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of directors or any director(s) of the Company in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue.”

12. **To increase in aggregate investment limits of Non-Resident Indians (NRIs) and Overseas Citizens of India (OCIs) on repatriation basis**
To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, the Companies Act, 2013, to the extent applicable, the Foreign Exchange Management (non-debt instruments) rules, 2019, as amended

(“FEMA Regulations”), Master Directions issued by Reserve Bank of India from time to time and all other applicable laws, rules, regulations, guidelines and subject to the approvals, consents and permissions of all appropriate authorities, institutions or bodies as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the concerned authorities while granting such approvals, permissions and sanctions and the like, which may be agreed to by the Board of Directors of the Company, consent of members of the Company be and is hereby accorded for all Non-Resident Indians (**“NRIs”**) or Overseas Citizens of India (**“OCIs”**) to hold capital instruments of the Company up to an aggregate limit of 24 (twenty four) percent of the total paid up equity share capital of the Company, on repatriation basis, in terms of the FEMA Regulations.

FURTHER RESOLVED THAT Shri Ram Bharat, Managing Director, Shri Sanjeev Asthana, Chief Executive Officer and Shri R.L. Gupta, Company Secretary of

the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution.”

By Order of the Board of Directors
For Ruchi Soya Industries Limited

Place: Haridwar
Date: November 10, 2020

R.L. Gupta
Company Secretary

Registered Office:
“Ruchi House”, Royal Palms,
Survey No. 169, Aarey Milk Colony,
Near Mayur Nagar, Goregaon (East),
Mumbai 400065, Maharashtra, India

NOTES:

- An Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 (**“the Act”**), setting out the material facts in respect of the Special Business to be transacted at the Annual General Meeting (**“AGM / Meeting”**) is annexed hereto. Further, details as required pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) in respect of the directors seeking appointment at the AGM, given as an annexure to Explanatory Statement and the same shall form part of the Explanatory Statement pursuant to the provisions of section 102 of the Act and Notice.
- In view of the continuing restrictions on the mobility of people at several places across the Nation due to the massive outbreak of novel Corona Virus (COVID-19) pandemic, the Ministry of Corporate Affairs (**“MCA”**), vide its General Circular No. 20/2020 dated May 05, 2020 read with General Circular Nos. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020 (collectively referred to as **“MCA Circulars”**) and other applicable circulars issued by the Securities and Exchange Board of India (**“SEBI”**), has permitted the Companies to conduct the AGM through video conferencing (**“VC”**) or other audio visual means (**“OAVM”**) during the calendar year 2020, without physical presence of the Members at a common venue.
- In compliance with applicable provisions of the Act read with the MCA Circulars and Listing Regulations, the 34th AGM of the Company is being conducted through VC / OAVM. In accordance with the provisions of Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India (**“ICSI”**) read with Guidance/Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
- The Company has appointed Central Depository Services (India) Limited (**“CDSL”**) to provide VC/ OAVM facility for the AGM.
- Pursuant to the General Circular No. 14/2020 dated April 08, 2020, issued by MCA, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, the Institutional / Corporate Shareholders are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-Voting. Hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- The Registrar of Companies, Maharashtra, Mumbai vide its Orders dated September 08, 2020 passed under section

96(1) of the Companies Act, 2013, extended the time for holding Annual General Meeting for the financial year ended March 31, 2020 by three months from the due date for holding the AGM.

7. Corporate members/Societies/Trust intending to send their authorized representative to attend the AGM through VC / OAVM facility, are requested to send a duly certified copy of Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the AGM.

8. Electronic dispatch of Annual Report and process for registration of email id for obtaining copy of Annual Report:

(i) In compliance with the MCA Circulars and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors and Auditor or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). The Notice calling the AGM and the Annual Report 2019-20 has been uploaded on the website of the Company at www.ruchisoya.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The same is also available on the website of CDSL at www.evotingindia.com.

(ii) Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at ruchisoyasecretarial@ruchisoya.com along with the copy of the signed request letter mentioning the name, folio number, email id, mobile number and address of the Member, self-attested copy of the PAN card and of any document (eg: Driving License, Election Identity Card, Passport) as supporting documents. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.

9. Instructions to Members for attending the AGM through VC / OAVM:

(i) Members will be provided with a facility to attend the AGM through VC / OAVM through the CDSL e-voting system. Members may access the

same at <https://www.evotingindia.com> under Shareholders / Members login by using the remote e-voting credentials. The link for VC / OAVM will be available in Shareholder / Members login where the EVSN of Company will be displayed.

(ii) For convenience of the Members and proper conduct of AGM, Members can login and join at least 15 (fifteen) minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of AGM.

(iii) Members are encouraged to join the Meeting through laptops/tablets for better experience.

(iv) Further Members will be required to allow access to camera, if any, and are requested to use Internet with good speed to avoid any disturbance during the meeting.

(v) Please note that participants using mobile devices or tablets or laptops and are accessing the internet via mobile hotspot may experience audio/video loss due to fluctuation in their respective network speed. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

10. Procedure to raise questions / seek clarifications with respect to annual report:

(i) Members who wish to express their views / ask questions during the AGM may register themselves as a speaker by sending their request and questions in advance atleast seven (7) days prior to AGM mentioning their name, demat account number / folio number, email id, mobile number at ruchisoyasecretarial@ruchisoya.com.

(ii) Members who wish to express their views / have queries may send their queries in advance atleast seven (7) days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at ruchisoyasecretarial@ruchisoya.com. These queries will be replied by the Company suitably by email.

(ii) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

11. Instructions to Members for Remote e-voting:

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management

and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide an option to its Members the facility of remote e-voting (“remote e-voting is the facility of casting the votes by the Members using an electronic voting system for a place other than venue of the Meeting on resolutions proposed to be considered at the Meeting and as such all business may be transacted through remote e-voting”). The remote e-voting facility will be provided by CDSL. Members who have cast their votes by remote e-voting prior to the Meeting may also attend the Meeting through VC / OAVM but shall not be entitled to cast their votes again during the AGM.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Friday, December 18, 2020 at 9.00 a.m. and ends on Sunday, December 20, 2020 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Monday, December 14, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

- | | |
|-----|--|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant(s) are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field by obtaining from RTA/ Company . • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
|-----|--|

- | | |
|-----------------------|---|
| Dividend Bank Details | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> |
|-----------------------|---|

- OR**
- | | |
|---------------------|--|
| Date of Birth (DOB) | <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |
|---------------------|--|

- (viii) After entering these details appropriately, click on “SUBMIT” tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for Ruchi Soya Industries Limited on which you choose to vote.
 - (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to ruchisoyasecretarial@ruchisoya.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
 - (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
 - (xxi) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
- ### 12. Procedure for those Members whose email ids are not registered with the Depositories for procuring user id and password:
- (i) In case shares are held in physical mode, please provide Folio No., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy) by email to ruchisoyasecretarial@ruchisoya.com.
 - (ii) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) to ruchisoyasecretarial@ruchisoya.com.
- ### 13. Instructions for Members for e-voting during the AGM:
- (i) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting at point no. 11 of the Notice.

- (ii) Members, attending the AGM through VC / OAVM facility and who have not cast their vote on resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to cast their vote through e-voting system as available during the AGM.
- (iii) If any votes are cast by Members through the e-voting system available during the AGM and if the such Members have not participated in the meeting through VC / OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the Meeting is available only to the Members attending the meeting.
- (iv) Members who have voted through remote e-voting will be eligible to attend the AGM, however, they shall not be allowed to cast their vote again during the AGM.

14. Procedure for inspection of Documents:

- (i) All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on ruchisoyasecretarial@ruchisoya.com.
- (ii) Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, can send an email at ruchisoyasecretarial@ruchisoya.com.

15. General Information:

- (i) The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut off date, i.e. Monday, December 14, 2020.
- (ii) The Securities and Exchange Board of India ("SEBI") has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and bank account details to Share Transfer Agent / Secretarial Department of the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque through email at ruchisoyasecretarial@ruchisoya.com. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant(s).
- (iii) Sarthak Global Limited, 170/10, Film Colony, R.N.T. Marg, Indore 452001 (M.P) is the Share Transfer Agent of the Company. Sarthak Global Limited is also the depository interface of the Company with both NSDL and CDSL. Members are requested to address all correspondences to the said Share Transfer Agent.
- (iv) The Company has appointed CS Prashant Diwan, Practicing Company Secretary, as Scrutinizer to scrutinize the remote e-voting process and e-voting system at the AGM in a fair and transparent manner.
- (v) Members who wish to claim their dividends that remained unpaid / unclaimed, are requested to correspond with the Company or to the Share Transfer Agent. The amount of dividend remaining unpaid / unclaimed for a period of seven (7) years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. The Company had, accordingly, transferred the unpaid and unclaimed dividend amount pertaining to dividend for the financial year 2012-13 to the IEPF within the stipulated time period.
- (vi) Members are requested to note that shares on which dividend remains unpaid / unclaimed for a period of seven (7) consecutive years, will also be transferred to the IEPF in terms of the provisions of Section 124 of the Act and the applicable rules made thereunder.
- (vii) Members holding shares in physical form are requested to intimate changes pertaining to their bank account details, mandates, nominations, change of address, e-mail address etc. if any, to the Company or Company's Share Transfer Agent. Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participant(s).
- (viii) The facility for making/varying/cancelling nominations is available for individual shareholders of the Company. Nominations can be made in Form SH-13 and any variation/cancellation thereof can be made by giving notice in Form SH-14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The forms can be obtained from the Company / Share Transfer Agent or from the website of the Ministry of Corporate Affairs at www.mca.gov.in.
- (ix) Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM. In case any Institutional Member, facing issues for participating in AGM can write to ruchisoyasecretarial@ruchisoya.com.

- (x) The Scrutinizer shall after the conclusion of e-voting at the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within forty-eight hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.
- (xi) The result shall be declared on or after the date of the Meeting of the Company and shall be deemed to be passed on the date of the Meeting. The result declared, alongwith the Report of the Scrutinizer shall be placed on the website of the Company at www.ruchisoya.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing in that behalf. The result shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.
- (xii) Since the AGM is being conducted through VC / OAVM, the Route Map is not annexed to this Notice.

EXPLANATORY STATEMENT:

Item No. 2 and Item No. 3

The Company was under Corporate Insolvency Resolution Process ("CIRP") with effect from December 15, 2017 under the provisions of Insolvency and Bankruptcy Code, 2016 ("IBC") by an Order passed by Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT"). The NCLT vide its order dated July 24, 2019 read with its order dated September 04, 2019 has approved the Resolution Plan submitted by the Consortium of Patanjali Ayurved Limited, Divya Yog Mandir Trust (through its business undertaking, Divya Pharmacy), Patanjali Parivahan Private Limited and Patanjali Gramudhyog Nyas under Section 31 of the IBC, which has been implemented with effect from December 18, 2019 (i.e. closing date as defined under the Resolution Plan). The powers of the Board of Directors of the Company and its Committees remained suspended from the initiation of CIRP till December 18, 2019.

As per the approved Resolution Plan, a Monitoring Committee was constituted for the implementation of the Resolution Plan and all the decisions which could otherwise have been taken by the Company's Board of Directors, were taken by the Monitoring Committee. Shri Shailendra Ajmera (IP Registration No. IBBI/IPA-001/IP-P00304/2017-18/10568), Resolution Professional was appointed to act as the Monitoring Agent.

Pursuant to the implementation of Resolution Plan, the erstwhile board of directors of the Company were replaced

with the new board of directors with effect from December 18, 2019 and Shri Shailendra Ajmera, Monitoring Agent under the Authority of Monitoring Committee appointed Shri Ram Bharat (DIN: 01651754) as an Additional Director (Whole-time Director) of the Company, subject to liable to retire by rotation, with a remuneration of ₹ 1.00 (Rupee One only) per annum, for a term of three (3) years with effect from December 18, 2019 to December 17, 2022. Subsequently, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on August 19, 2020 appointed Shri Ram Bharat as managing director of the Company with effect from August 19, 2020 to December 17, 2022 and his designation was changed from whole-time director to managing director of the Company, not liable to retire by rotation, subject to the approval of members of the Company.

The Company has received a notice in writing under section 160 of the Act from a member of the Company, proposing the candidature of Shri Ram Bharat as a Director of the Company. Shri Ram Bharat is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Broad particulars of the terms of appointment and remuneration payable to Shri Ram Bharat are as under:

- a. Salary: ₹ 1.00 (Rupee One only) per annum
- b. Perquisites and Allowances: Nil
- c. Contribution to provident fund, superannuation or annuity fund, gratuity etc.: Nil
- d. Remuneration based on net profits: Nil
- e. Increment / Incentive / ESOP etc.: Nil
- f. Reimbursement of Expenses: Nil
- g. General:
 - i. The managing director shall perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the board of directors from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the board of directors and the functions of managing director will be under the overall authority of the board of directors.
 - ii. The managing director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in section 166 of the Act with regard to duties of directors.
 - iii. The managing director shall adhere to the Code of Conduct and other policies made by the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Shri Ram Bharat as a Managing Director.

Shri Ram Bharat satisfies all the conditions set out in Part – I of the Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for appointment as managing director.

The above may be treated as a written memorandum setting out the terms of appointment of Shri Ram Bharat under Section 190 of the Act.

In compliance with the General Circular number 20/2020 issued by the MCA, this Item is considered unavoidable and forms part of this Notice.

Except Shri Ram Bharat, being an appointee and Shri Swami Ram Dev, elder brother of Shri Ram Bharat and their respective relatives, none of the other directors or key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No. 2 and Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 2 and Item No. 3 for the approval of members.

Item No. 4

The Company was under Corporate Insolvency Resolution Process (“CIRP”) with effect from December 15, 2017 under the provisions of Insolvency and Bankruptcy Code, 2016 (“IBC”) by an Order passed by Hon’ble National Company Law Tribunal, Mumbai Bench (“NCLT”). The NCLT vide its order dated July 24, 2019 read with its order dated September 04, 2019 has approved the Resolution Plan submitted by the Consortium of Patanjali Ayurved Limited, Divya Yog Mandir Trust (through its business undertaking, Divya Pharmacy), Patanjali Parivahan Private Limited and Patanjali Gramudhyog Nyas under Section 31 of the IBC, which has been implemented with effect from December 18, 2019 (i.e. closing date as defined under the Resolution Plan). The powers of the Board of Directors of the Company and its Committees remained suspended from the initiation of CIRP till December 18, 2019.

As per the approved Resolution Plan, a Monitoring Committee was constituted for the implementation of the Resolution Plan and all the decisions which could otherwise have been taken by the Company’s Board of Directors, were taken by the Monitoring Committee. Shri Shailendra Ajmera (IP Registration No. IBBI/IPA-001/IP-P00304/2017-18/10568), Resolution Professional was appointed to act as the Monitoring Agent.

Pursuant to the implementation of Resolution Plan, the erstwhile board of directors of the Company were replaced

with the new board of directors with effect from December 18, 2019 and Shri Shailendra Ajmera, Monitoring Agent under the Authority of Monitoring Committee appointed Shri Acharya Balkrishna (DIN: 01778007) as an additional director (chairman and managing director) of the Company, not liable to retire by rotation, with a remuneration of ₹ 1.00 (Rupee One only) per annum, for a term of three (3) years with effect from December 18, 2019 to December, 17 2022, subject to the approval of members. Subsequently, Shri Acharya Balkrishna resigned from the office of managing director with effect from August 18, 2020 but agreed to continue as non-executive non-independent director and chairman of the Board.

Therefore, based on the recommendations of Nomination and Remuneration Committee, the board of directors in its meeting held on August 19, 2020 re-designated Shri Acharya Balkrishna as the chairman and non-executive non-independent director of the Company, liable to retire by rotation, with effect from August 19, 2020. Shri Acharya Balkrishna shall hold office upto the date of forthcoming annual general meeting and is eligible to be appointed as director of the Company.

The Company has received a notice in writing under section 160 of the Act from a member of the Company, proposing the candidature of Shri Acharya Balkrishna as a Director of the Company. Shri Acharya Balkrishna is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. In compliance with the General Circular number 20/2020 issued by the MCA, this Item is considered unavoidable and forms part of this Notice.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Shri Acharya Balkrishna as director.

Except Shri Acharya Balkrishna, being an appointee and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 for the approval of Members.

Item No. 5

The Company was under Corporate Insolvency Resolution Process (“CIRP”) with effect from December 15, 2017 under the provisions of Insolvency and Bankruptcy Code, 2016 (“IBC”) by an Order passed by Hon’ble National Company Law Tribunal, Mumbai Bench (“NCLT”). The NCLT vide its order dated July 24, 2019 read with its order dated September 04, 2019 has approved the Resolution Plan submitted by

the Consortium of Patanjali Ayurved Limited, Divya Yog Mandir Trust (through its business undertaking, Divya Pharmacy), Patanjali Parivahan Private Limited and Patanjali Gramudhyog Nyas under Section 31 of the IBC, which has been implemented with effect from December 18, 2019 (i.e. closing date as defined under the Resolution Plan). The powers of the Board of Directors of the Company and its Committees remained suspended from the initiation of CIRP till December 18, 2019.

As per the approved Resolution Plan, a Monitoring Committee was constituted for the implementation of the Resolution Plan and all the decisions which could otherwise have been taken by the Company's Board of Directors, were taken by the Monitoring Committee. Shri Shailendra Ajmera (IP Registration No. IBBI/IPA-001/IP-P00304/2017-18/10568), Resolution Professional was appointed to act as the Monitoring Agent.

Pursuant to the implementation of Resolution Plan, the erstwhile board of directors of the Company were replaced with the new board of directors with effect from December 18, 2019 and Shri Shailendra Ajmera, Monitoring Agent under the Authority of Monitoring Committee appointed Shri Swami Ram Dev (DIN: 08086068) as an Additional Director in the category of non-executive non-independent director of the Company, subject to liable to retire by rotation, with effect from December 18, 2019. Shri Swami Ram Dev shall hold office upto the date of forthcoming annual general meeting and is eligible to be appointed as a director of the Company.

The Company has received a notice in writing under Section 160 of the Act from a member of the Company, proposing candidature of Shri Swami Ram Dev as a director of the Company. Shri Swami Ram Dev is not disqualified from being appointed as a non-executive non-independent director in terms of section 164 of the Act and has given his consent to act as a director. In compliance with the General Circular number 20/2020 issued by the MCA, this Item is considered unavoidable and forms part of this Notice.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Shri Swami Ram Dev as a non-executive non-independent director.

Except Shri Swami Ram Dev, being an appointee and Shri Ram Bharat, younger brother of Shri Swami Ram Dev and their respective relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 for the approval of Members.

Item No. 6

The Company was under Corporate Insolvency Resolution Process ("CIRP") with effect from December 15, 2017 under the provisions of Insolvency and Bankruptcy Code, 2016 ("IBC") by an Order passed by Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT"). The NCLT vide its order dated July 24, 2019 read with its order dated September 04, 2019 has approved the Resolution Plan submitted by the Consortium of Patanjali Ayurved Limited, Divya Yog Mandir Trust (through its business undertaking, Divya Pharmacy), Patanjali Parivahan Private Limited and Patanjali Gramudhyog Nyas under Section 31 of the IBC, which has been implemented with effect from December 18, 2019 (i.e. closing date as defined under the Resolution Plan). The powers of the Board of Directors of the Company and its Committees remained suspended from the initiation of CIRP till December 18, 2019.

As per the approved Resolution Plan, a Monitoring Committee was constituted for the implementation of the Resolution Plan and all the decisions which could otherwise have been taken by the Company's Board of Directors, were taken by the Monitoring Committee. Shri Shailendra Ajmera (IP Registration No. IBBI/IPA-001/IP-P00304/2017-18/10568), Resolution Professional was appointed to act as the Monitoring Agent.

Pursuant to the implementation of Resolution Plan, the existing board of directors of the Company were replaced with the new board of directors with effect from December 18, 2019 and Shri Shailendra Ajmera, Monitoring Agent under the Authority of Monitoring Committee appointed Dr. Girish Kumar Ahuja (DIN: 00446339) as an Additional Director (Independent Director) of the Company for a term of three (3) consecutive years with effect from December 18, 2019 to December 17, 2022, not liable to retire by rotation, subject to the approval of members. Dr. Girish Kumar Ahuja shall hold office upto the date of forthcoming annual general meeting and is eligible to be appointed as the independent director of the Company for a term of three (3) consecutive years.

The Company has received a notice in writing under section 160 of the Act from a member of the Company, proposing candidature of Dr. Girish Kumar Ahuja as a Director of the Company. The Company has also received a declaration of independence under Section 149(6) of the Act and Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") from him. Dr. Girish Kumar Ahuja is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. A copy of the Letter of Appointment of Dr. Girish Kumar Ahuja as the Non-

Executive Independent Director of the Company, is available for inspection through electronic mode on the basis of request being sent on ruchisoyasecretarial@ruchisoya.com.

Dr. Girish Kumar Ahuja is an eminent personality. His professional profile, proven experience in business domain will add value to the Company and deliver good payoffs to shareholders in the form of improved valuations, sound governance practices, good dividend etc. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Dr. Girish Kumar Ahuja as an Independent Director. In the opinion of the Board of Directors, Dr. Girish Kumar Ahuja fulfils the conditions specified in the Act and the rules made thereunder for his appointment as Independent Director of the Company and that the proposed Director is independent of the management of the Company. In compliance with the General Circular number 20/2020 issued by the MCA, this Item is considered unavoidable and forms part of this Notice.

Further, pursuant to regulation 17 of the Listing Regulations, consent of the Members by way of Special Resolution is required for continuation of a non-executive director beyond the age of seventy five (75) years. Since Dr. Girish Kumar Ahuja is of the age seventy four (74) years (approx.), and during his proposed term of appointment, he will attain the age of seventy five (75) years on May 29, 2021. Therefore, the appointment of Dr. Girish Kumar Ahuja as an independent director for a consecutive period of three years i.e. from December 18, 2019 to December 17, 2022 in item No. 6 is proposed to be passed and approved as special resolution and the same shall be the approval under regulation 17 of the Listing Regulations for continuation of Dr. Girish Kumar Ahuja as independent director beyond the age of seventy five (75) years.

Except Dr. Girish Kumar Ahuja, being an appointee and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 for the approval of Members.

Item No. 7

The board of directors on August 13, 2020 appointed Dr. Tejendra Mohan Bhasin (DIN: 03091429) as an additional director (independent director) of the Company for a term of three (3) consecutive years with effect from August 13, 2020 to August 12, 2023, subject to the approval of members, under Sections 149, 152, 161, Schedule IV and all other applicable provisions, if any, of the Act read with the Rules made thereunder. Dr. Tejendra Mohan Bhasin shall hold office upto

the date of forthcoming annual general meeting and is eligible to be appointed as the independent director of the Company for a term of three (3) consecutive years.

The Company has received a notice in writing under Section 160 of the Act from a member of the Company, proposing the candidature of Dr. Tejendra Mohan Bhasin as a Director of the Company. The Company has also received a declaration of independence under Section 149(6) of the Act and Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) from him. Dr. Tejendra Mohan Bhasin is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. A copy of the Letter of Appointment of Dr. Tejendra Mohan Bhasin as the non-executive independent director of the Company, is available for inspection through electronic mode on the basis of request being sent on ruchisoyasecretarial@ruchisoya.com.

Dr. Tejendra Mohan Bhasin is an eminent personality. His professional profile, proven experience in business domain will add value to the Company and deliver good payoffs to shareholders in the form of improved valuations, sound governance practices, good dividend, etc. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Dr. Tejendra Mohan Bhasin as an Independent Director. In the opinion of the Board of Directors, Dr. Tejendra Mohan Bhasin, fulfils the conditions specified in the Act and the rules made thereunder for his appointment as Independent Director of the Company and that the proposed Director is independent of the management of the Company. In compliance with the General Circular number 20/2020 issued by the MCA, this Item is considered unavoidable and forms part of this Notice.

Except Dr. Tejendra Mohan Bhasin, being an appointee and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No. 7 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 7 for the approval of Members.

Item No. 8

The board of directors on August 13, 2020 appointed Smt. Gyan Sudha Misra (DIN: 07577265) as an Additional Director (independent director) of the Company for a term of three (3) consecutive years with effect from August 13, 2020 to August 12, 2023, subject to the approval of members, under Sections 149, 152, 161, Schedule IV and all other applicable provisions, if any, of the Act read with the Rules made thereunder. Smt. Gyan Sudha Misra shall hold office upto the date of forthcoming

annual general meeting and is eligible to be appointed as the independent director of the Company for a term of three (3) consecutive years.

The Company has received a notice in writing under section 160 of the Act from a member of the Company, proposing the candidature of Smt. Gyan Sudha Misra as a Director of the Company. The Company has also received a declaration of independence under Section 149(6) of the Act and Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) from her. Smt. Gyan Sudha Misra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. A copy of the Letter of Appointment of Smt. Gyan Sudha Misra as the non-executive independent director of the Company, is available for inspection through electronic mode on the basis of request being sent on ruchisoyasecretarial@ruchisoya.com.

Smt. Gyan Sudha Misra is an eminent personality. Her professional profile will add value to the Company and deliver good payoffs to shareholders in the form of improved valuations, sound governance practices, good dividend, etc. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Smt. Gyan Sudha Misra as an Independent Director. In the opinion of the Board of Directors, Smt. Gyan Sudha Misra, fulfils the conditions specified in the Act and the rules made thereunder for her appointment as Independent Director of the Company and that the proposed Director is independent of the management of the Company. In compliance with the General Circular number 20/2020 issued by the MCA, this Item is considered unavoidable and forms part of this Notice.

Except Smt. Gyan Sudha Misra, being an appointee and her relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No. 8 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 8 for the approval of Members.

Item No. 9

In view of the ongoing outbreak of COVID-19 pandemic across the country, the Board of Directors in its meeting held on June 9, 2020 have decided to avail the Covid-19 Emergency Working Capital Credit Line facility (“**CELC**”) upto an aggregate amount of ₹ 80.00 Crore (Rupees Eighty Crore only) (“**Covid Facility**”) in accordance with the terms of the Working Capital Facility Agreement dated July 21, 2020 for availing the Covid Facility (“**Covid Facility Agreement**”) from its existing consortium of lenders comprising of State

Bank of India, Indian Bank, Punjab National Bank, Canara Bank and Union Bank of India (“**Lenders**”) for the benefit of the Company.

The terms and conditions contained in the Covid Facility Agreement, which, *inter-alia*, includes a clause stating that upon occurrence of an event of default and/or its continuance thereof, the Lenders shall have the absolute right to convert the outstanding amounts and all monies due/payable by the Company to the Lenders in part/or full, in one or more tranches, into fully paid-up equity shares of the Company, in accordance with the provisions of the Companies Act, 2013 and relevant guidelines issued by the Reserve Bank of India (“**RBI**”), as amended or modified or replaced from time to time by any rules, regulations, notifications, circulars, press notes or orders issued by the RBI or any other Governmental agency in this regard.

Pursuant to Section 62(3) of the Companies Act, 2013 (“the Act”), a Company can increase its subscribed capital caused by the conversion of any outstanding amounts under any facility availed by a Company into shares as a term attached to such facilities, provided a special resolution is passed by the Company approving such terms. Therefore, the proposed resolution is recommended under the provisions of Section 62(3) of the Act and other applicable provisions, if any, of the Act, in view of the fact that the Lenders have an option to convert the outstanding amounts under Covid Facility Agreement into equity shares of the Company in the event of default under the Covid Facility Agreement or any other finance document including the Ratified Documents and the Security Documents.

The Company has already availed the term loan facilities for an aggregate amount of ₹ 2,400 Crore (Rupees Two thousand four hundred Crore only) (“**Term Loan Facility**”), short term loan for an aggregate amount of ₹ 95.25 Crore (Rupees Ninety five crores twenty five lakh only) (“**Short Term Loan**”) in accordance with the terms of the Rupee Loan Facility Agreement dated December 12th, 2019 (“**Rupee Term Loan Agreement**”) and working capital facilities for an aggregate amount of ₹ 800 Crore (Rupees Eight hundred crores only) (“**Working Capital Facility**”) in accordance with the terms of the working capital facility agreement dated December 12, 2019 (“**Working Capital Facility Agreement**”) from the Lenders against security over all of the Company’s movable and immovable properties. The Term Loan Facility, the Short Term Loan and the Working Capital Facility are collectively referred to as the “**Facilities**” and the Rupee Term Loan Agreement and the Working Capital Facility Agreement are collectively referred to as the “**Facility Agreements**”, which term shall include their subsequent amendments or restatements.

The members in the Extra-Ordinary General Meeting held on February 20, 2020 have approved the terms and conditions of

the above Facility Agreements containing, *inter-alia*, an option to convert the outstanding amounts under each Facility into equity shares of the Company in the event of default under the Facility Agreements or any other finance document including the Ratified Documents and the Security Documents. In furtherance of availing the Covid Facility, the existing documentation entered into by the Company with the Lenders is also required to be amended.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No. 9 of the Notice.

The Board recommends the Special Resolution set out at Item No. 9 for the approval of Members.

Item No. 10

The Board of Directors of the Company, on the recommendation of the Audit Committee in their respective meetings held on 26th June, 2020, approved the appointment and remuneration of M/s. K. G. Goyal & Co., Cost Accountants (Firm Registration No. 000017), to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2021 at a remuneration of ₹ 4,40,000/- (Rupees Four Lacs Forty Thousand Only) plus applicable taxes thereon and re-imbursment of out-of-pocket expenses.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be approved by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors. In compliance with the General Circular number 20/2020 issued by the MCA, this Item is considered unavoidable and forms part of this Notice.

None of the Directors or Key Managerial Personnel or their relatives, are concerned or interested, financially or otherwise, in this Resolution as set out at Item No. 10 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 10 for the approval of Members.

Item No. 11

The Company was under Corporate Insolvency Resolution Process (“CIRP”) with effect from December 15, 2017 pursuant to an order passed by Hon’ble National Company Law Tribunal, Mumbai Bench (‘NCLT’) under the provisions of Insolvency and Bankruptcy Code, 2016 (“IBC”). The NCLT vide its order dated July 24, 2019 read with its order dated September 04, 2019 has approved the Resolution Plan submitted by the consortium of Patanjali Ayurved Limited, Divya Yog Mandir Trust (through

its business undertaking, Divya Pharmacy), Patanjali Parivahan Private Limited and Patanjali Gramudhyog Nyas (“Resolution Applicant”) under Section 31 of the IBC, which has been implemented with effect from December 18, 2019 (i.e. closing date as defined under the Resolution Plan). Pursuant to the Resolution Plan as approved by Hon’ble NCLT, the Resolution Applicant became the promoter of the Company.

Members are hereby informed that pursuant to the implementation of Resolution Plan as approved by Hon’ble NCLT, the promoters/ promoters group presently holds 98.90% equity shareholding in the Company and remaining 1.10% equity shares form part of the public shareholdings in the Company. Whereas in terms of the provisions of continuous listing requirement as stipulated under Rule 19A of the Securities Contracts (Regulation) Rules, 1957 (“SCRR”), as amended, where the public shareholding in a listed Company falls below twenty-five per cent, as a result of implementation of the Resolution Plan approved under section 31 of the IBC, such Company shall bring the public shareholding to twenty-five per cent within a maximum period of three years from the date of such fall, in the manner specified by the Securities and Exchange Board of India (“SEBI”) and if the public shareholding falls below ten per cent, the same shall be increased to at least ten per cent, within a maximum period of eighteen months from the date of such fall, in the manner specified by SEBI. Hence, the Company is required to increase its public shareholding so that it can achieve the Minimum Public Shareholding (“MPS”) in compliance with the requirements of rule 19A of SCRR.

Further, pursuant to Circular CIR/CFD/CMD/14/2015 dated November 30, 2015 read with Circular SEBI/HO/CFD/CMD/CIR/P/43/2018 dated February 22, 2018 issued by Securities and Exchange Board of India (“SEBI Circulars”) the SEBI has permitted certain modes/ methods to achieve MPS including but not limited to Follow-on Public Issue, qualified institutions placement (“QIP”), rights issue to public shareholders, offer for sale of shares held by promoters to public through offer documents under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (“SEBI ICDR Regulations”).

Section 62 of the Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications made thereunder, each as amended (the “Act”) regulates any increase in subscribed capital by issue of further shares by a Company.

In view of the foregoing provisions, approval of the members is being sought for issue of fresh / new equity shares and / or preference shares convertible into equity shares, and/ or any other financial instruments convertible into equity shares (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into equity shares with or

without voting/special rights and/or securities linked to equity shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to equity shares (all of which are hereinafter collectively referred to as “Securities”) or any combination of Securities by the Company for achieving MPS through a combination of one or more public and / or rights or private offerings, through such modes / methods as prescribed under the SEBI Regulations or as permitted under other applicable law(s), including but not limited to Further Public Issue, QIP, rights issue, offer for sale of shares held by promoters to public through Offer Document in accordance with the relevant provisions of the SEBI ICDR Regulations, through issue of prospectus and / or placement document and / or letter of offer and / or any other permissible or requisite offer document at such time or times, at such price or prices, at a discount or premium to the market price or prices, including discounts as permitted under applicable law in such manner and on such terms and conditions as may be decided by the Board of Directors of the Company (the “Board”, including any duly authorised committee thereof) in its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding ₹ 10,000 Crore (Indian Rupees Ten thousand Crore Only), in one or more tranches (the “Issue”).

The primary objective of the Issue is to comply with the MPS requirements as stipulated in rule 19A of SCRR in the manner specified by SEBI. Further, proceeds of Issue are to be utilized for the purposes that shall be disclosed in the offer document to be filed with the stock exchange in connection with the Issue, including augmenting the capital base of the Company to meet capital requirements for its future growth and to ensure compliance with regulatory requirements and for general corporate purposes. The members may please note that the detailed terms and conditions for the Issue will be determined by the Board in consultation with the Merchant Banker (s), advisor(s), underwriter(s) and such other authorities and agencies as may be required to be appointed by the Company in due consideration of prevailing market conditions and other relevant factors. As the pricing of the Issue can only be decided at a later stage, it is not possible to state the price of the Securities proposed to be issued. However, the pricing of Securities shall be discovered in accordance with the SEBI ICDR Regulations. As the price of the Securities shall be determined at a later stage, exact number of Securities proposed to be issued in the Issue shall also be determined later. The Securities of the Company that are proposed to be allotted in the Issue would be listed, hence, the Issue would be subject to applicable regulatory approvals.

In case, the equity shares that may be issued in the Issue shall rank *pari passu* with the existing equity shares of the Company in all respects, including in respect of entitlement

to dividend with the existing equity shares, as may be provided under the terms of the Issue. The equity shares to be issued on conversion of Securities convertible into equity shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate reorganisation or restructuring.

In case the Board or the committee of directors duly authorised in this regard decides to issue and allot Securities by way of a QIP in terms of SEBI ICDR Regulations:

- (a) the “relevant date” for the purpose of pricing of the Securities shall be the date of the meeting in which the Board or the committee of directors duly authorised in this regard decides to open the proposed QIP;
- (b) the issue of Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations;
- (c) the Board may at its absolute discretion, issue Securities at a discount of not more than 5% on the price determined for the QIP under the SEBI ICDR Regulations, or such other discount as may be permitted under applicable law; and
- (d) allotment of Securities in the QIP pursuant to the special resolution passed by the shareholders shall be completed within a period of 12 months from the date of passing of such resolution.

In compliance with the General Circular number 20/2020 issued by the MCA, this Item is considered unavoidable and forms part of this Notice.

No contribution is being made by the promoters or directors of the Company either as part of the Issue or separately in furtherance of object of the Issue. None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No. 11 of the Notice.

In accordance with the Act, the provisions of the SEBI ICDR Regulations and other applicable law(s), approval of shareholders by way of special resolution is required to be obtained for issuance of further shares. The Board of Directors of your Company, subject to the consent of members, have approved the Issue in their meeting held on 10th November, 2020 and recommends the special resolution as set out at Item No. 11 in this notice for the approval of members.

Item No. 12

In terms of the provisions of the Foreign Exchange Management (non-debt Instruments) Rules, 2019, the total holding of any individual Non-Resident Indians (“NRIs”) or Overseas Citizens of India (“OCIs”) shall not exceed 5 (five) percent of the total paid-up equity share capital of the Company on repatriation basis and the aggregate holdings of all NRIs and OCIs put together shall not exceed 10 (ten) percent of the total paid-up equity share capital on repatriation basis.

However, the aggregate ceiling of 10 (ten) percent may be raised to 24 (twenty four) percent, if a special resolution to that effect is passed by the members of the Company.

The existing aggregate holding of NRIs and OCIs in the Company's equity share capital is approximately 0.03%.

In light of the proposed fund raising activity in order to achieve minimum public shareholding, the aggregate shareholding

of all the NRIs and OCIs put together may increase beyond 10 (ten) percent of the Company's total paid up equity share capital. Hence it would be necessary to increase the aggregate investment limits of NRIs and OCIs to 24 (twenty four) percent of the total paid up equity share capital of the Company, as permitted under FEMA Regulations.

In compliance with the General Circular number 20/2020 issued by the MCA, this Item is considered unavoidable and forms part of this Notice.

No director or key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No. 12 of the Notice.

The Board recommends the Special Resolution set out at Item No. 12 for the approval of members.

Details on Directors seeking appointment as required under Regulation 36 of the Listing Regulations and Secretarial Standards on General Meetings:

Shri Ram Bharat (DIN: 01651754), Managing Director

Shri Ram Bharat took over as the Managing Director of the Company with effect from 19th August, 2020 and is driving the Company's agenda for the benefit of all stakeholders with focus on growth, operations and expanding the consumer products portfolio. He possesses strong leadership skills and has a deep understanding of the consumer product segments and experience of managing large scale manufacturing operations. He serves on the Board of Directors of various companies and is involved in philanthropic and CSR activities. Shri Ram Bharat has graduated from SM Jain degree college, Haridwar. He was inducted on the Board of Ruchi Soya Industries Limited with effect from 18th December, 2019.

Age: 41 years

Nature of expertise in specific functional areas: Marketing, Logistics, Import & Exports, Commercial including Strategic Planning, Public Relations and Business Development.

Disclosure of inter-se relationships between Directors and Key Managerial Personnel: Shri Ram Bharat is younger brother of Shri Swami Ram Dev, Non-Executive Director of the Company.

Shareholding in the Company as on March 31, 2020: Nil

List of Companies (other than Ruchi Soya Industries Limited) in which Shri Ram Bharat holds Directorships:

Parakram Security India Private Limited, Patanjali Natural Biscuits Private Limited, Gangotri Ayurveda Limited, Chaitanya Ayurveda Limited, Universal TV Network Private Limited, Mohan Fabtech Private Limited, Patanjali Peya Private Limited, Patanjali Aarogya Private Limited, Patanjali Paridhan Private Limited, Krishna Dal Mill Private Limited, Patanjali Ayurved Limited, Vedic Ayurved Private Limited, Patanjali Biscuits Private Limited, Divya Packmaf Private Limited, Atri Papers Private Limited, Herbo Yog Gram Private Limited

List of Companies (other than Ruchi Soya Industries Limited) in which Shri Ram Bharat holds Chairmanship/ Membership in Audit Committee and Stakeholders Relationship Committee: Nil

Date of first appointment on the Board of Ruchi Soya Industries Limited, last drawn remuneration and number of Board Meetings attended during the year ended 31st March, 2020: Shri Ram Bharat was appointed as Additional Director and further Whole-time Director of the Company, subject to the approval of Members, with effect from 18th December, 2019. He attended five (5) Board Meetings held and has not drawn any remuneration during the financial year ended March 31, 2020. Subsequently, based on the recommendation of Nomination and Remuneration Committee, the board of directors of the Company at its meeting held on August 19, 2020 appointed Shri Ram Bharat as managing director of the Company with effect from August 19, 2020 to December 17, 2022 and his designation was changed from whole-time director to managing director of the Company, not liable to retire by rotation, subject to the approval of members of the Company.

Terms and conditions of appointment: As per the resolution at Item no. 2 and 3 of this Notice read with the explanatory statement thereto.

Remuneration proposed to be paid: As per the resolution at Item no. 3 of this Notice read with the explanatory statement thereto.

Shri Acharya Balkrishna (DIN: 01778007), Director

Shri Acharya Balkrishna completed his education under Lt. Acharya Shri Baldevji at gurukul, Kalwa. He believes in ancient healing and lifestyle traditions of India. He is known as the follower of spiritual tradition of yoga and ayurveda in India. Acharya Balkrishna has also supported in the field of indigenous medicines at domestic as well as international level. He is known as the renowned herbal expert. He founded the Divya Yog Mandir Trust in 1995 with Shri Swami Ram Dev.

Shri Acharya Balkrishna has published more than 100 research articles in various national and international journals and more than 100 books are named under him. Magazines like “India Today” and “Outlook” has acknowledged him among the Ten Versatile and Dynamic Young Men of India.

Shri Acharya Balkrishna was honoured with D Litt. (Yoga) (Honoris Causa) by S-VYASA and the faculty of Management by APS University, Rewa. Along with it, he is honored with “UNSDG 10 Most Influential People in Healthcare Award” at the UN headquarters in Geneva, Switzerland. He was decorated with prestigious ‘Ayurveda Expert’, ‘Manav Ratan’, ‘Bharat Gaurav’, ‘Indian of the Year’ ‘Bheeshma Pusakar’, Lokmanya Tilak’ and ‘Transformational Business Leader’ awards. Acharya Balkrishna established free quality education institutes, Ayurvedic College & University at national level.

Age: 48 years

Nature of expertise in specific functional areas: Leadership and Management Strategy, Marketing, Logistics, Import & Exports, Commercial including Public Relations, Business Development, Innovation and Research & Development.

Disclosure of inter-se relationships between Directors and Key Managerial Personnel: None

Shareholding in the Company as on March 31, 2020: Nil

List of Companies (other than Ruchi Soya Industries Limited) in which Shri Acharya Balkrishna holds Directorships:

Patanjali Food & Herbal Park Nagpur Private Limited, Patanjali Food & Herbal Park Noida Private Limited, Yogakshem Sansthan, Vedic Broadcasting Limited, Patanjali Food & Herbal

Park Bundelkhand Private Limited, Patanjali Food & Herbal Park Andhra Sansthan, Gangotri Ayurveda Limited, Chaitanya Ayurveda Limited, Social Revolution Media & Research Private Limited, Omgreen Agro Private Limited, Patanjali Aromatics Private Limited, Patanjali Ayurved Limited, Herbo Yog Gram Private Limited, Himalick Herbo Healthcare Private Limited, Patanjali Aarogya Private Limited, Patanjali Food & Herbal Park Private Limited.

List of Companies (other than Ruchi Soya Industries Limited) in which Shri Acharya Balkrishna holds Chairmanship/Membership in Audit Committee and Stakeholders Relationship Committee: Nil

Date of first appointment on the Board of Ruchi Soya Industries Limited, last drawn remuneration and number of Board Meetings attended during the year ended 31st March, 2020: Shri Acharya Balkrishna was appointed as Additional Director and further Chairman & Managing Director of the Company, subject to the approval of Members, with effect from 18th December, 2019. He attended five (5) Board Meetings held and has not drawn any remuneration during the financial year ended March 31, 2020. Subsequently, Shri Acharya Balkrishna resigned from the office of managing director with effect from August 18, 2020 but agreed to continue as non-executive non-independent director and chairman of the Board.

Terms and conditions of appointment: As per the resolution at Item no. 4 of this Notice read with the explanatory statement thereto.

Remuneration proposed to be paid: As per the resolution at Item no. 4 of this Notice read with the explanatory statement thereto.

Shri Swami Ram Dev (DIN: 08086068), Director

Shri Swami Ram Dev, popularly known as Swami Ram Dev / Baba Ramdev founded the Divya Yog Mandir Trust in 1995.

Shri Swami Ram Dev is known for teaching yoga at domestic as well as international level. He has written several books based on yoga including Yog its Philosophy & Practice, Aushadh Darshan etc. He has also addressed muslim clerics at their seminar in Deoband, Uttar Pradesh. He has also delivered a lecture on poverty alleviation at a United Nations Conference.

Shri Swami Ram Dev was also a part of various campaigns against corruption. He has been awarded with many awards including honorary doctorate by Kalinga Institute of Industrial Technology, Sri Chandrashekharendra Saraswati National Eminence Award by Maharashtra Governor K. Shankaranarayanan and was also considered for Padma Vibushan.

Shri Swami Ram Dev was appointed as brand ambassador of Yoga and Ayurveda by Government of Haryana. American business magazine “Fast Company” ranked him as 27th in its Most Creative Business People of 2016 list. Also Magazine India Today ranked him as 5th in India’s 50 most powerful people of 2017 list.

Shri Swami Ram Dev completed his education under Lt. Acharya Shri Baldevji at gurukul, Kalwa.

Age: 49 years

Nature of expertise in specific functional areas: Leadership and Management Strategy, Marketing, Logistics, Import & Exports, Commercial including Public Relations, Innovation and Research & Development.

Disclosure of inter-se relationships between Directors and Key Managerial Personnel: Shri Swami Ram Dev is the elder brother of Shri Ram Bharat, Managing Director of the Company.

Shareholding in the Company as on March 31, 2020: Nil

List of Companies (other than Ruchi Soya Industries Limited) in which Shri Swami Ram Dev holds Directorships: Yogakshem Sansthan

List of Companies (other than Ruchi Soya Industries Limited) in which Shri Swami Ram Dev holds Chairmanship/Membership in Audit Committee and Stakeholders Relationship Committee: Nil

Date of first appointment on the Board of Ruchi Soya Industries Limited, last drawn remuneration and number of Board Meetings attended during the year ended 31st March, 2020: Shri Swami Ram Dev was appointed as Additional Director (non-executive) of the Company with effect from 18th December, 2019. He attended three (3) Board Meetings held and has not drawn any remuneration during the financial year ended March 31, 2020.

Terms and conditions of appointment: As per the resolution at Item no. 5 of this Notice read with the explanatory statement thereto.

Remuneration proposed to be paid: As per the resolution at Item no. 5 of this Notice read with the explanatory statement thereto.

Shri Girish Kumar Ahuja (DIN: 00446339), Independent Director

Dr. Girish Kumar Ahuja holds a bachelor’s and Master’s degree in commerce from Shri Ram College of Commerce, University of Delhi. He did his Ph.D. from University of Delhi.

Dr. Girish Kumar Ahuja is a qualified and practicing Chartered Accountant for the past 49 years, having consultancy experience in international and domestic taxation, joint ventures, etc. He is a member of a committee on direct tax matters constituted by the Government of India. He was a Member of Task Force Constituted by the Government of India for drafting the New Income Tax Law. He is also nominated by the Government of India as a part time non-official Director to the Central Board of Directors of State Bank of India. He is a consultant on tax matters to various industries and non-profit making organizations.

Dr. Girish Kumar Ahuja was also nominated as member of high powered committee formed by Government of India under the Chairmanship of justice A.P. Shah, Chairman Law Commission to look into (i) issue of applicability of MAT provisions in the case of foreign companies and FII’s (ii) any other issue relating to applicability of direct tax provisions which may be referred to it by the Government/CBDT from time to time.

Dr. Girish Kumar Ahuja is author of more than 25 books on direct taxation both for students and professionals including a concise commentary on Direct Taxes, Compendium of Issues of Income Tax, Direct Taxes Ready Reckoner, Direct Taxes Law and Practice, Guide to TDS, Taxation on Capital Gains.

Age: 74 years

Nature of expertise in specific functional areas: Taxation, Financial, Regulatory / Legal and Risk Management.

Disclosure of inter-se relationships between Directors and Key Managerial Personnel: None

Shareholding in the Company as on March 31, 2020: Nil

List of Companies (other than Ruchi Soya Industries Limited) in which Dr. Girish Kumar Ahuja holds Directorships:

Devyani Food Industries Limited, Flair Publications Private Limited, RJ Corp. Limited, Amber Enterprises India Limited, Sidwal Refrigeration Industries Private Limited, Ever Electronics Private Limited, Unitech Limited

List of Companies (other than Ruchi Soya Industries Limited) in which Dr. Girish Kumar Ahuja holds Chairmanship/Membership in Audit Committee and Stakeholders Relationship Committee:

Chairman – Audit Committee, Amber Enterprises India Limited
Chairman – Audit Committee, Unitech Limited

Chairman – Audit Committee – Sidwal Refrigeration Industries Private Limited

Member – Audit Committee – Devyani Food Industries Limited

Member – Audit Committee – RJ Corp. Limited

Member – Audit Committee – Ever Electronics Private Limited

Date of first appointment on the Board of Ruchi Soya Industries Limited, last drawn remuneration and number of Board Meetings attended during the year ended 31st March, 2020: Dr. Girish Kumar Ahuja was appointed as Additional Director (Independent) of the Company for a term of three (3) consecutive years with effect from 18th December, 2019. He attended five (5) Board Meetings held and has not drawn any remuneration during the financial year ended March 31, 2020.

Terms and conditions of appointment: As per the resolution at Item no. 6 of this Notice read with the explanatory statement thereto.

Remuneration proposed to be paid: Sitting fee as may be approved by the Board of Directors.

Dr. Tejendra Mohan Bhasin (DIN: 03091429), Independent Director

Dr. Tejendra Mohan Bhasin holds a Bachelor's degree in Law, Master's degree in Business Administration from the University of Delhi and Doctorate in Philosophy (Ph.D.) from University of Madras. He also holds a Master's degree in Science (Double Gold Medalist) from the CCS University, Uttar Pradesh. He is an associate of the Indian Institute of Bankers. He has been conferred with honorary fellowship by Indian Institute of Banking and Finance. He has topped in one year Programme in Criminology and Forensic Science conducted by Delhi University and has Advanced Financial Enterprise Management from JKF School of Government, Harvard University.

Dr. Tejendra Mohan Bhasin was appointed as the vigilance commissioner in Central Vigilance Commission. Presently, he is the Chairman of Advisory Board for Banking Frauds constituted by the Central Vigilance Commission, in consultation with RBI.

He was formerly associated with Oriental Bank of Commerce as the General Manager. He was the Nominee Director on the board of United India Insurance Company Limited, Executive Director on the board of United Bank of India and the Chairman and Managing Director of Indian Bank.

During the year 2014-15, Dr. Tejendra Mohan Bhasin held the Honorary positions as the Chairman of Indian Banks Association, President of Indian Institute of Banking and Finance, Chairperson of SWIFT User Group, India, Director of National Credit Guarantee Trustee Company Limited and Member of National Board for Micro, Small & Medium Enterprises.

He has over 42 years of experience in administration, banking, insurance, management, law and finance industry.

Age: 64 years

Nature of expertise in specific functional areas: Leadership and Management Strategy, Financial, Investment Banking, Legal, Management

Disclosure of inter-se relationships between Directors and Key Managerial Personnel: None

Shareholding in the Company as on March 31, 2020: Nil

List of Companies (other than Ruchi Soya Industries Limited) in which Dr. Tejendra Mohan Bhasin holds Directorships:

SBI Cards and Payment Services Limited, PNB Gilts Limited, IDBI Intech Limited, PNB Housing Finance Limited and TMB Associates Private Limited

List of Companies (other than Ruchi Soya Industries Limited) in which Dr. Tejendra Mohan Bhasin holds Chairmanship/Membership in Audit Committee and Stakeholders Relationship Committee:

Member – Audit Committee, SBI Cards and Payment Services Limited;

Member – Audit Committee, PNB Gilts Limited

Member – Audit Committee, IDBI Intech Limited

Date of first appointment on the Board of Ruchi Soya Industries Limited, last drawn remuneration and number of Board Meetings attended during the year ended 31st March, 2020: Dr. Tejendra Mohan Bhasin was appointed as Additional Director (Independent) of the Company for a term of three (3) consecutive years with effect from August 13, 2020 to August 12, 2023.

Terms and conditions of appointment: As per the resolution at Item no. 7 of this Notice read with the explanatory statement thereto.

Remuneration proposed to be paid: Sitting fee as may be approved by the Board of Directors.

Smt. Gyan Sudha Misra (DIN: 07577265), Independent Director

Smt. Gyan Sudha Misra is a retired Judge of Supreme Court of India. Before her elevation to Supreme Court of India, she was the Chief Justice of Jharkhand High Court, prior to which she has also served as a Judge of Patna High Court and of Rajasthan High Court.

Prior to elevation as a Judge, Smt. Gyan Sudha Misra practiced in the Supreme Court for 21 years and also in the Delhi High Court and Patna High Court specializing in civil, criminal & constitutional matters.

Smt. Gyan Sudha Misra was also actively associated with the activities of the lawyers and the legal profession and served as a Treasurer, Joint Secretary, and Member Executive Committee of the Supreme Court Bar Association, several times.

Smt. Gyan Sudha Misra holds Graduate Degree in Law and Post Graduate Degree in Political Science from the Patna University.

Smt. Gyan Sudha Misra is currently functioning as Presiding arbitrator, Co-arbitrator in several leading national and international commercial arbitrations in between Corporates and Public Sector Undertakings. She is also engaged in furnishing important legal opinion on legal disputes. Further she is actively engaged in educational and social activities.

Age: 71 years

Nature of expertise in specific functional areas: Legal.

Disclosure of inter-se relationships between Directors and Key Managerial Personnel: None

Shareholding in the Company as on March 31, 2020: Nil

List of Companies (other than Ruchi Soya Industries Limited) in which Smt. Gyan Sudha Misra holds Directorships:

Indiabulls Real Estate Limited, Indiabulls Housing Finance Limited, Indiabulls Integrated Services Limited, Olectra Greentech Limited, Indiabulls Life Insurance Company Limited

List of Companies (other than Ruchi Soya Industries Limited) in which Smt. Gyan Sudha Misra holds Chairmanship/Membership in Audit Committee and Stakeholders Relationship Committee:

Chairperson – Audit Committee, Indiabulls Integrated Services Limited

Member – Stakeholders Relationship Committee, Indiabulls Integrated Services Limited

Member – Audit Committee, Indiabulls Housing Finance Limited

Member – Audit Committee, Indiabulls Real Estate Limited

Date of first appointment on the Board of Ruchi Soya Industries Limited, last drawn remuneration and number of Board Meetings attended during the year ended 31st March, 2020: Smt. Gyan Sudha Misra was appointed as Additional Director (Independent) of the Company for a term of three (3) consecutive years with effect from August 13, 2020 to August 12, 2023.

Terms and conditions of appointment: As per the resolution at Item no. 8 of this Notice read with the explanatory statement thereto.

Remuneration proposed to be paid: Sitting fee as may be approved by the Board of Directors.