



RUCHI SOYA INDUSTRIES LIMITED

Head Office :
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Metro Tower, Vijay Nagar,
A.B. Road, Indore - 452 010 (M.P.)
E-mail : ruchisoya@ruchisoya.com

CIN : L15140MH1986PLC038536

RSIL/2020

Date: 14.07.2020

BSE Ltd.
Floor No. 25th
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Ltd.,
“Exchange Plaza”,
Bandra-Kurla Complex,
Bandra (E),
Mumbai – 400 051

Dear Sirs,

Re: Compliance Report on Corporate Governance for the quarter ended 30th June, 2020

We attach herewith the quarterly compliance report on Corporate Governance as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 in the format specified (Annexure I) for the quarter ended 30th June, 2020.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
For RUCHI SOYA INDUSTRIES LTD.

COMPANY SECRETARY

Encl: As above

ANNEXURE-1

COMPLIANCE REPORT ON CORPORATE GOVERNANCE
Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: **RUCHI SOYA INDUSTRIES LIMITED**
2. Quarter ending: **30TH JUNE, 2020**

I. Composition of Board of Directors:											
Title (Mr./Shri /Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/Non-Executive/independent / Nominee) &	Initial Date of Appointment	Date of re-appointment	Date of cessation	Tenure *	Date of Birth	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit /Stakeholder Committee (s)including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) #
Shri	Aacharya Balkrishna	AKJPB0992K01778007	Chairperson & managing Director	18/12/2019	NA	NA	NA	25/07/1972	1	1	NA
Shri	Swami Ramdev	DHWPR7104E08086068	Non-executive	18/12/2019	NA	NA	NA	10/01/1971	1	NA	NA
Shri	Ram Bharat	AKIPB3789M01651754	Executive Director	18/12/2019	NA	NA	NA	30/07/1979	1	1	NA
Shri	Girish Kumar Ahuja	AAGPA1416Q00446339	Non-executive/ Independent	18/12/2019	NA	NA	0	29/05/1946	2	2	2
Shri	Rajat Sharma**	ABIPS1318L00005373	Non-executive/ Independent	18/12/2019	NA	NA	0	18/02/1957	1	1	1
Ms.	Bhavna Samir Shah	AZSPS4698F00246394	Non-executive/ Independent	18/12/2019	NA	NA	0	28/02/1973	1	2	NA

\$ PAN number of any director would not be displayed on the website of Stock Exchange
 &Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen
 * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.
 ** Shri Rajat Sharma vacated office of independent director with effect from 2nd July, 2020.
 # Number or membership in Audit/Stakeholder Committee includes the number of post of chairperson in the respective committee(s).

II. Composition of Committees:

Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) s	Date of appointment	Date of cessation
1. Audit Committee	Yes	Shri Girish Kumar Ahuja Shri Ram Bharat Ms. Bhavna Samir Shah	Non-Executive/Independent Executive Non-Executive/Independent	19/12/2019 19/12/2019 19/12/2019	NA
2. Nomination & Remuneration Committee	Yes	Shri Rajat Sharma* Shri Swami Ramdev Mrs. Bhavna Samir Shah	Non-Executive/Independent Non-Executive Non-Executive/Independent	19/12/2019 19/12/2019 19/12/2019	NA
3. Risk Management Committee	Yes	Shri Acharya Balkrishna Shri Ram Bharat Shri Kumar Rajesh	Chairperson Executive Vice President	19/12/2019 19/12/2019 09/06/2020	NA
4. Stakeholders Relationship Committee'	Yes	Shri Rajat Sharma* Shri Acharya Balkrishna Mrs. Bhavna Samir Shah	Non-Executive/Independent Chairperson Non-Executive/Independent	19/12/2019 19/12/2019 19/12/2019	NA

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen
 * Shri Rajat Sharma vacated office of independent director with effect from 2nd July, 2020.

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive (in number of days)

17/01/2020	09/06/2020	Yes	5	2	73
31/01/2020	26/06/2020	Yes	5	2	16
14/02/2020	--	--	--	--	--
27/03/2020	--	--	--	--	--

* to be filled in only for the current quarter meetings

IV. Meeting of Committees (Audit Committee)

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)**</i>	<i>Number of Directors present**</i>	<i>Number of Independent Directors present**</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
26/06/2020	Yes	3	2	17/01/2020	90
--	--	--	--	31/01/2020	NA
--	--	--	--	14/02/2020	NA
--	--	--	--	27/03/2020	NA

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

* to be filled in only for the current quarter meetings.

V. Related Party Transactions

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

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes /No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee-**Yes**
 - b. Nomination & remuneration committee-**Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee- **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **Yes**

For RUCHI SOYA INDUSTRIES LIMITED



R. L. Gupta
Company Secretary

Date: 14.07.2020