



RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

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RSIL/2019

14th October, 2019

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

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

Dear Sirs,

Re: Compliance Report on Corporate Governance

We attach herewith the quarterly compliance report on Corporate Governance as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 in the format specified (Annexure I and III) for the quarter and half year ended 30th September, 2019.

Thanking you,

Yours faithfully,
For RUCHI SOYA INDUSTRIES LTD.

COMPANY SECRETARY

Encl: As above.

ANNEXURE-1

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

1. Name of Listed Entity: **RUCHI SOYA INDUSTRIES LIMITED**
2. Quarter ending: **30th September, 2019**

1. Composition of Board of Directors * - The company was under Corporate Insolvency Resolution Process (CIRP) till 6th September, 2019 when the NCLT Order dated 4th September, 2019 approving the resolution plan, was posted on NCLT website. The related Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is not applicable during the period of CIRP as per SEBI circular No. SEBI/LAD-NRO/GN/2018/21 dated 31st May, 2018. Post CIRP, as per NCLT Order, Monitoring Committee has been constituted and Mr. Shailendra Ajmera has been appointed Monitoring Agent to supervise the implementation of the Resolution Plan. During the term of the plan, the powers of the Board of Directors will remain suspended and the same will be exercised by Monitoring Committee.

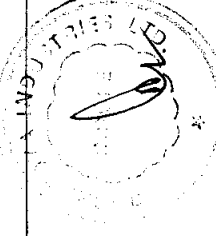
Title (Mr./Ms)	Name of the Directors	PAN&DIN	Category (Chairperson/Executive/Non-Executive/Independent/ Nominee) &	Date of Appointment in the current term/cessation	Tenure* (rounded-off in year)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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) #
Mr.	Dinesh Chandra Shahra	ABJPS2638A 00533055	Non-Executive	07/01/1986 **	NA	1	NA	NA
Mr.	Vijay Kumar Jain	AAIPJ2722L 00098298	Executive	01/04/2019	NA	1	NA	NA
Mrs.	Meera Dinesh Rajda	AAXPRI721L 07130303	Non-executive/ Independent	23/09/2015@	NA	Nil@	NA	NA

\$PAN number of any director would not be displayed on the website of Stock Exchange.

&Category of directors means executive/non-executive/Independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen
* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

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

@ Mrs. Meera Dinesh Rajda, an Independent Director of the company had tendered her resignation from the office of the Board of Directors with effect from 19th November, 2018.



** Mr. Dinesh Chandra Shahra vacated the office of the Managing Director on 7th January, 2019 due to expiry of the term as Managing Director on 7th January, 2019. However, he is continuing as Director of the Company.

II. Composition of Committees : The company was under Corporate Insolvency Resolution Process (CIRP) till 6th September, 2019 when the NCLT Order dated 4th September, 2019 approving the resolution plan, was posted on NCLT website. The related Regulations 18, 19, 20 and 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are not applicable during the period of CIRP as per SEBI circular No. SEBI/LAD-NRO/GN/2018/21 dated 31st May, 2018. Post CIRP, as per NCLT Order, Monitoring Committee has been constituted and Mr. Shailendra Ajmera has been appointed Monitoring Agent to supervise the implementation of the resolution plan. During the term of the plan, the powers of the Board of Directors will remain suspended and the same will be exercised by Monitoring Committee.

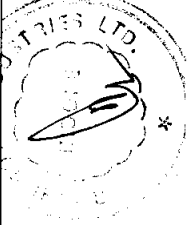
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) s	Date of Appointment
1. Audit Committee			
2. Nomination & Remuneration Committee			
3. Risk Management Committee (if applicable)			
4. Stakeholders Relationship Committee			

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

III. Meeting of Board of Directors **

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant Quarter (*) (**)	Maximum gap between any two consecutive (in number of days) (*)
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(*) The National Company Law Tribunal ("NCLT"), Mumbai Bench, vide order dated 15th December 2017 ("Insolvency Commencement Date") has initiated Corporate Insolvency Resolution Process ("CIRP") u/s 7 of the Insolvency and Bankruptcy Code, 2016 ("the Code") based on application filed by Standard Chartered Bank and DBS Bank Ltd, financial creditors of the Company. Mr. Shailendra Ajmera, IP Registration No. IBBI/IPA-001/P-00304/2017-18/10568 was appointed as Interim Resolution Professional ("IRP") to manage affairs of the Company in accordance with the provisions of Code. In the first meeting of Committee of Creditors ("CoC") held on 12th January 2018, Mr. Shailendra Ajmera had been confirmed as Resolution Professional ("RP") for the Company. Pursuant to the NCLT order for commencement of the CIRP and in line with the provisions of the Code, the powers of the Board of Directors stand suspended and be exercised by IRP / RP. By an order dated 8th June 2018 NCLT has extended the CIRP time period by 90 more days with effect from 12th June 2018. The CoC, in accordance with the directions of the Hon'ble Supreme Court of India, considered the resolution plans as submitted before it afresh. After due deliberations, the CoC 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 Niyas ("PAL Resolution Plan"), by e-voting concluded on 30th April, 2019. The PAL Resolution Plan was approved by NCLT vide its Orders dated 24th July, 2019 and 4th September, 2019 (the Order was posted on NCLT website on 6th September, 2019). The Regulations 17, 18, 19, 20 and 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are not applicable during the period of CIRP as per SEBI circular No. SEBI/LAD-NRO/GN/2018/21 dated 31st May, 2018. Post CIRP, as per NCLT Order, Monitoring Committee has been constituted and Mr. Shailendra Ajmera has been appointed Monitoring Agent to supervise the



implementation of the resolution plan. During the term of the plan, the powers of the Board of Directors will remain suspended and the same will be exercised by Monitoring Committee.

(**) Due to commencement of CIRP, no meeting of Board of Directors was held during the quarter ended 30th September, 2019. However, a co-ordination meeting convened by the Resolution Professional between the Chief Financial Officer, Auditor and the Resolution Professional was held on 14th August, 2019 which was adjourned and the adjourned meeting was held on 10th September, 2019.

IV. Meeting of Committees (Audit Committee)

Date(s) of meeting of the committee in the relevant quarter(*)	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
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* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

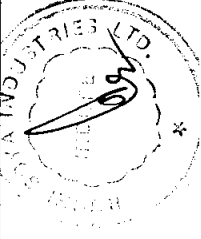
(**) The company was under Corporate Insolvency Resolution Process (CIRP) till 6th September, 2019 when the NCLT Order dated 4th September, 2019 approving the resolution plan, was posted on NCLT website. The related regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is not applicable during the period of CIRP as per SEBI circular No. SEBI/LAD-NRO/GN/2018/21 dated 31st May, 2018. Post CIRP, as per NCLT Order, Monitoring Committee has been constituted and Mr. Shailendra Ajmera has been appointed Monitoring Agent to supervise the implementation of the resolution plan. During the term of the plan, the powers of the Board of Directors will remain suspended and the same will be exercised by Monitoring Committee.

V. Related Party Transactions

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

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes /No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related Party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
3. Since the Company was under CIRP, the related party transactions, if any were approved by Committee of Creditors/Resolution Professional and post CIRP by



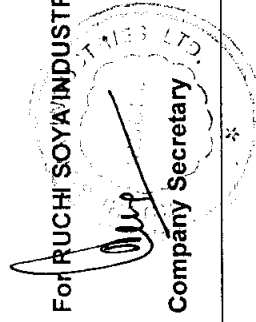
Monitoring Committee / Monitoring Agent.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Not Applicable**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Not Applicable**
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee- Not Applicable - (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Not Applicable**
4. Due to commencement of CIRP, no meeting of Board of Directors was held during the quarter ended 30th September, 2019. However, a co-ordination meeting convened by the Resolution Professional between the Chief Financial Officer, Auditor and the Resolution Professional was held on 14th August, 2019 which was adjourned and the adjourned meeting was held on 10th September, 2019.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

The Report(s) could not be submitted to the Board of Directors due to commencement of CIRP from 15th December, 2017. However, the same was placed before the co-ordination meeting convened by the Resolution Professional between the Chief Financial Officer, Auditor and the Resolution Professional on 14th August, 2019.

For RUCHI SOYA INDUSTRIES LIMITED


Company Secretary

Date: 14.10.2019

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

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) <small>refer note below</small>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	The copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors' Report and Corporate Governance Report have not been displayed on Website of the Company so far since the company has got an extension of two and half months i.e. till 15 th December, 2019 to hold the AGM and hence these documents are in process of approval. Business Responsibility Statement is not applicable to the Company.
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Since the Company has got an extension two and half months i.e. till 15 th December, 2019 to hold the annual general meeting (AGM), the AGM has not been held so far.
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Since the Company has got an extension of two and half months i.e. till 15 th December, 2019 to hold the annual general meeting (AGM), the AGM has not been held so far.
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Since the Company has got an extension of two and half months i.e. till 15 th December, 2019 to hold the annual general meeting (AGM), the AGM has not been held so far. The Corporate Governance Report is in the process of approval.
Note		
<p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		

For RuchiSoya Industries Limited


R. L. Gupta
Company Secretary

Date: 14th October, 2019