

# RUCHI SOYA INDUSTRIES LIMITED



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CIN : L15140MH1986PLC038536

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RSIL/2020

14.10.2020

BSE Ltd.  
Floor No. 25<sup>th</sup>  
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 30<sup>th</sup> September, 2020**

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

Thanking you,

Yours faithfully,  
**For RUCHI SOYA INDUSTRIES LTD.**

**COMPANY SECRETARY**

Encl: As above

## ANNEXURE-1

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

1. Name of Listed Entity: **RUCHI SOYA INDUSTRIES LIMITED**  
 2. Quarter ending: **30<sup>TH</sup> SEPTEMBER, 2020**

<b>I - Composition of Board of Directors:</b>												
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 17A (1) of Listing Regulations)	No. of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A (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 & Non-executive Director	18/12/2019	NA	NA	NA	25/07/1972	1	0	1	0
Shri	Swami Ramdev	DHWPR7104E08086068	Non-executive	18/12/2019	NA	NA	NA	10/01/1971	1	0	0	0
Shri	Ram Bharat	AKIPB3789M01651754	Managing Director	18/12/2019	NA	NA	NA	30/07/1979	1	0	1	0
Dr.	Girish Kumar Ahuja	AAGPA1416Q00446339	Non-executive/ Independent	18/12/2019	NA	NA	10 Months	29/05/1946	3	2	7	3
Shri	Rajat Sharma**	ABIPS1318L00005373	Non-executive/ Independent	18/12/2019	NA	02/07/2020	8 months	18/02/1957	1	1	1	0
Ms.	Bhavna Samir Shah***	AZSPS4698F00246394	Non-executive/ Independent	18/12/2019	NA	13/07/2020	8 months	28/02/1973	1	1	2	0
Dr.	Tajendra Mohan Bhasin	AADPB4947Q03091429	Non-executive/ Independent	13/08/2020	NA	NA	2 months	23/05/1956	5	5	5	1
Mrs.	Gyan Sudha Misra	ADDPM4387N07577265	Non-executive/ Independent	13/08/2020	NA	NA	2 months	28/04/1949	5	5	5	1

\$ 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 2<sup>nd</sup> July, 2020.  
 \*\*\* Ms. Bhavna Shah vacated office of independent director with effect from 13<sup>th</sup> 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) §	Date of appointment	Date of cessation
1. Audit Committee	Yes	Dr. Girish Kumar Ahuja Shri Ram Bharat Ms. Bhavna Shah** Dr. Tejendra Mohan Bhasin	Non-Executive/Independent Executive Non-Executive/Independent Non-Executive/Independent	19/12/2019 19/12/2019 19/12/2019 13/08/2020	NA NA 13/07/2020 NA
2. Nomination & Remuneration Committee	Yes	Smt. Gyan Sudha Misra Shri Rajat Sharma* Shri Swami Ramdev Mrs. Bhavna Shah*** Dr. Tejendra Mohan Bhasin	Non-Executive/Independent Non-Executive/Independent Non-Executive Non-Executive/Independent Non-Executive/Independent	13/08/2020 19/12/2019 19/12/2019 19/12/2019 13/08/2020	NA 02/07/2020 NA 13/07/2020 NA
3. Risk Management Committee	Yes	Shri Acharya Balkrishna Shri Ram Bharat Shri Kumar Rajesh	Non-Executive Chairperson Executive Vice President	19/12/2019 19/12/2019 09/06/2020	NA NA NA
4. Stakeholders Relationship Committee'	Yes	Dr. Tejendra Mohan Bhasin Shri Rajat Sharma* Shri Acharya Balkrishna Mrs. Bhavna Shah*** Smt. Gyan Sudha Misra	Non-Executive/Independent Non-Executive/Independent Non-Executive/ Chairperson Non-Executive/Independent Non-Executive/Independent	13/08/2020 19/12/2019 19/12/2019 19/12/2019 13/08/2020	NA 02/07/2020 NA 13/07/2020 NA
5. Corporate Social Responsibility Committee	Yes	Shri Acharya Balkrishna Shri Swami Ramdev Dr. Girish Kumar Ahuja Shri Rajat Sharma*	Non-Executive Chairperson Non-Executive Non-Executive/Independent Non-Executive/Independent	19/12/2019 19/12/2019 13/08/2020 19/12/2019	NA NA NA 02/07/2020

&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 2<sup>nd</sup> July, 2020.  
 \*\*Ms. Bhavna Shah vacated office of independent director with effect from 13<sup>th</sup> July, 2020

### III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of Independent Directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
09/06/2020	19/08/2020	Yes	6	3	53
26/06/2020	--	--	--	--	--
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\* 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>
19/08/2020	Yes	3	2	26/06/2020	53
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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  
 \* to be filled in only for the current quarter meetings.

### V. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i> refer note below
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
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**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: 14.10.2020**



**ANNEXURE III**

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

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	<p>NA. The Annual General Meeting of the Company for the year 2019-20 has not been held so far. Hence, the copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors' Report, Corporate Governance Report and Business Responsibility Report have not been displayed on Website of the Company.</p> <p>The Company has applied to the Registrar of Companies, Maharashtra for extension of time for holding the Annual General Meeting for the financial year 2019-20.</p>
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	<p>NA. The Annual General Meeting of the Company for the year 2019-20 has not been held so far.</p> <p>The Company has applied to the Registrar of Companies, Maharashtra for extension of time for holding the Annual General Meeting for the financial year 2019-20.</p>
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	<p>NA. The Annual General Meeting of the Company for the year 2019-20 has not been held so far.</p> <p>The Company has applied to the Registrar of Companies, Maharashtra for extension of time for holding the Annual General Meeting for the financial year 2019-20.</p>
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	<p>NA. The Annual General Meeting of the Company for the year 2019-20 has not been held so far.</p> <p>The Company has applied to the Registrar of Companies, Maharashtra for extension of time for holding the Annual General Meeting for the financial year 2019-20.</p>

**Note**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

**For Ruchi Soya Industries Limited**



**R. L. Gupta**  
Company Secretary

**Date: 14<sup>th</sup> October, 2020**