



# RUCHI SOYA INDUSTRIES LIMITED

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

CIN : L15140MH1986PLC038536

**RSIL/2020**

**Date: 11.05.2020**

To  
BSE Ltd.  
Floor No. 25,  
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 Sir/Madam,

**Sub.: Compliance Report on Corporate Governance**

Please find attached 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 & II ) for the quarter ended 31<sup>st</sup> March, 2020.

Thanking you,

Yours faithfully,

**For RUCHI SOYA INDUSTRIES LIMITED**

**R.L.Gupta**  
**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: **31<sup>ST</sup> MARCH, 2020**

<b>I. Composition of Board of Directors:</b>											
Title (Mr./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	Acharya 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	3	4	3
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.

# 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(if applicable)		Not Applicable			
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

### 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)
19/12/2019	17/01/2020	Yes	6	3	28
	31/01/2020	Yes	4	2	13

	14/02/2020	Yes	4	2	13
	27/03/2020	Yes	6	3	41

\* 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>
17/01/2020	Yes	3	2	Nil	NA
31/01/2020	Yes	3	2		13
14/02/2020	Yes	3	2		13
27/03/2020	Yes	3	2		41

\* 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.

The Company was under Corporate Insolvency Resolution process (CIRP) till 6<sup>th</sup> September, 2019 when the NCLT order dated 4<sup>th</sup> September, 2019 approving the resolution plan was posted on NCLT website. The related Regulations 18,19,20 and 21 of SEBI ( Listing Obligations and Disclosure Requirements ) Regulations, 2015 were not applicable during the period of CIRP as per SEBI circular No. SEBI/LAD-NRO/GN/2018/21 dated 31<sup>st</sup> May, 2018. Post CIRP, as per NCLT Order, Monitoring Committee was constituted and Shri Shailendra Ajmera was appointed as Monitoring Agent to supervise the implementation of the Resolution Plan. During the Term of the plan (till closing date i.e. 18<sup>th</sup> December, 2019), the powers of the Board of Directors were exercised by Monitoring Committee. As per the resolution plan, the Board has been reconstituted on 18<sup>th</sup> December, 2019 only. On reconstitution of the Board, the Audit committee was formed on 19<sup>th</sup> December, 2019. However, no meeting of audit committee was held during the period from 19<sup>th</sup> December, 2019 to 31<sup>st</sup> December, 2019.

#### V. Related Party Transactions

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b> 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	NA

Committee	
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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- **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. **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: 11.05.2020**

**Annexure-II**

Format to be submitted by listed entity at the end of the financial year (for the whole of the financial year)

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Items</b>	<b>Compliances status (yes/No /NA) refer note below</b>	<b>If Yes provide link to website. If No / NA provide reasons</b>
<b>As per regulation 46(2) of the LODR:</b>		
a) Detail of business	YES	<a href="http://www.ruchisoya.com">www.ruchisoya.com</a>
b) Terms and conditions of appointment of independent Director	YES	<a href="http://www.ruchisoya.com">www.ruchisoya.com</a>
c) Composition of various committees of board of directors	YES	<a href="http://www.ruchisoya.com">www.ruchisoya.com</a>
d) Code of conduct of board of directors and senior management personnel	YES	<a href="http://www.ruchisoya.com">www.ruchisoya.com</a>
e) Details of establishment of vigil mechanism/ Whistle Blower policy	YES	<a href="http://www.ruchisoya.com">www.ruchisoya.com</a>
f) Criteria of making payments to non-executive directors	YES	<a href="http://www.ruchisoya.com">www.ruchisoya.com</a>
g) Policy on dealing with related party transactions	YES	<a href="http://www.ruchisoya.com">www.ruchisoya.com</a>
h) Policy for determining 'material' subsidiaries	YES	<a href="http://www.ruchisoya.com">www.ruchisoya.com</a>
i) Details of familiarization programmes imparted to independent directors	YES	<a href="http://www.ruchisoya.com">www.ruchisoya.com</a>
j) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	<a href="http://www.ruchisoya.com">www.ruchisoya.com</a>
k) email address for grievance redressal and other relevant details	YES	<a href="http://www.ruchisoya.com">www.ruchisoya.com</a>
l) Financial results	YES	<a href="http://www.ruchisoya.com">www.ruchisoya.com</a>
m) Shareholding pattern	YES	<a href="http://www.ruchisoya.com">www.ruchisoya.com</a>
n) Details of agreements entered into with the media companies and/or their associates	NA	
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	
p) New name and the old name of the listed entity	NA	
q) Advertisements as per regulation 47 (1)	YES	<a href="http://www.ruchisoya.com">www.ruchisoya.com</a>
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	YES	<a href="http://www.ruchisoya.com">www.ruchisoya.com</a>
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	YES	<a href="http://www.ruchisoya.com">www.ruchisoya.com</a>
<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	YES	<a href="http://www.ruchisoya.com">www.ruchisoya.com</a>
b) Materiality Policy as per Regulation 30	YES	<a href="http://www.ruchisoya.com">www.ruchisoya.com</a>
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	

<b>II Annual Affirmation</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	YES
<i>Board composition</i>	17(1)	YES
<i>Meeting of Board of directors</i>	17(2)	YES
<i>Quorum of Board meeting</i>	17 (2A)	YES
<i>Review of Compliance Reports</i>	17(3)	YES
<i>Plans for orderly succession for appointments</i>	17(4)	YES
<i>Code of Conduct</i>	17(5)	YES
<i>Fees/compensation</i>	17(6)	YES
<i>Minimum Information</i>	17(7)	YES
<i>Compliance Certificate</i>	17(8)	YES (being taken annually)
<i>Risk Assessment &amp; Management</i>	17(9)	YES
<i>Performance Evaluation of Independent Directors</i>	17(10)	YES
<i>Composition of Audit Committee</i>	18(1)	YES
<i>Meeting of Audit Committee</i>	18(2)	YES
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	YES
<i>Quorum of nomination &amp; remuneration committee</i>	19 (2A)	YES
<i>Meeting of nomination &amp; remuneration committee</i>	19 (3A)	YES
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	YES
<i>Meeting of Stakeholder Relationship Committee</i>	20(3A)	YES
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	NA
<i>Meeting of risk management committee</i>	21 (3A)	NA
<i>Vigil Mechanism</i>	22	YES
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	YES
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	YES
<i>Approval for material related party transactions</i>	23(4)	NA
<i>Disclosure of related party transactions on consolidated basis</i>	23 (9)	YES
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	YES
<b>Annual Secretarial Compliance Report</b>	24 (A)	YES
<b>Alternate Director to Independent Director</b>	25 (1)	NA
<i>Maximum Tenure</i>	25 (2)	YES
<i>Meeting of independent directors</i>	25(3) & (4)	YES

<i>Familiarization of independent directors</i>	25(7)	YES
<b>Declaration from Independent Director</b>	25(8) & (9)	
<b>Directors and Officers insurance</b>	25(10)	YES
<i>Memberships in Committees</i>	26(1)	YES
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	YES
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	YES
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	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.

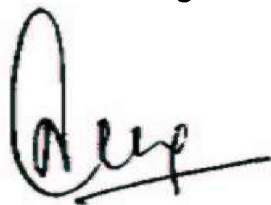
2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. – **NA**

**Name & Designation**



**R. L. Gupta**  
**Company Secretary**

