

RUCHI SOYA INDUSTRIES LIMITED



Head Office :
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E-mail : ruchisoya@ruchisoya.com

CIN : L15140MH1986PLC038536

RSIL/2021

Date: 12.04.2021

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 for the quarter and year ended 31st March, 2021

Please find attached herewith the compliance report on Corporate Governance for the quarter and year ended 31st March, 2021 as per Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 in the format specified (Annexure- I & II).

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: **31st March, 2021**

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 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	Acharya 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	15 Months	29/05/1946	3	2	8	5
Dr.	Tajendra Mohan Bhasin	AADPB4947Q03091429	Non-executive/ Independent	13/08/2020	NA	NA	8 months	23/05/1956	4	4	6	1
Mrs.	Gyan Sudha Misra	ADDPM4387N07577265	Non-executive/ Independent	13/08/2020	NA	NA	8 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.
 # Number or membership in Audit/Stakeholder Committee includes the number of post of chairperson in the respective committee(s).

II. Composition of Committees:					
<i>Name of Committee</i>	Whether Regular Chairperson appointed	<i>Name of Committee members</i>	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §	Date of appointment	Date of cessation
1. Audit Committee	Yes	Dr. Girish Kumar Ahuja Shri Ram Bharat Dr. Tejendra Mohan Bhasin	Chairperson/Non-Executive/Independent Executive Non-Executive/Independent	19/12/2019 19/12/2019 13/08/2020	NA NA NA
2. Nomination & Remuneration Committee	Yes	Smt. Gyan Sudha Misra Shri Swami Ramdev Dr. Tejendra Mohan Bhasin	Chairperson/Non-Executive/Independent Non-Executive Non-Executive/Independent	13/08/2020 19/12/2019 13/08/2020	NA NA NA
3. Risk Management Committee	Yes	Shri Acharya Balkrishna Shri Ram Bharat Shri Sanjeev Kumar Asthana Shri Kumar Rajesh	Chairperson /Non-Executive Executive Chief Executive Officer Vice President	19/12/2019 19/12/2019 10/02/2021 09/06/2020	NA NA NA NA
4. Stakeholders Relationship Committee'	Yes	Dr. Tejendra Mohan Bhasin Shri Acharya Balkrishna Smt. Gyan Sudha Misra	Chairperson/ Non-Executive/Independent Non-Executive Non-Executive/Independent	13/08/2020 19/12/2019 13/08/2020	NA NA NA
5. Corporate Social Responsibility Committee	Yes	Shri Acharya Balkrishna Shri Swami Ramdev Dr Girish Kumar Ahuja	Chairperson/Non-Executive Non-Executive Non-Executive/Independent	19/12/2019 19/12/2019 13/08/2020	NA NA 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					
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	<i>Maximum gap between any two consecutive (in number of days)</i>
10/11/2020	10/02/2021	Yes	6	3	91
	30/03/2021	Yes	6	3	47
* 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>	Number of Directors present**	Number of Independent Directors present**	<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>
10/02/2021	Yes	3	2	10/11/2020	91
30/03/2021	Yes	3	2	--	47
30/03/2021	Yes	3	2	--	0
* 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: 09.04.2021

Annexure-II

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

I. Disclosure on website in terms of Listing Regulations		
Items	Compliances status (yes/No /NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Detail of business	YES	www.ruchisoya.com
b) Terms and conditions of appointment of independent Director	YES	www.ruchisoya.com
c) Composition of various committees of board of directors	YES	www.ruchisoya.com
d) Code of conduct of board of directors and senior management personnel	YES	www.ruchisoya.com
e) Details of establishment of vigil mechanism/ Whistle Blower policy	YES	www.ruchisoya.com
f) Criteria of making payments to non-executive directors	YES	www.ruchisoya.com
g) Policy on dealing with related party transactions	YES	www.ruchisoya.com
h) Policy for determining 'material' subsidiaries	YES	www.ruchisoya.com
i) Details of familiarization programmes imparted to independent directors	YES	www.ruchisoya.com
j) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	www.ruchisoya.com
k) email address for grievance redressal and other relevant details	YES	www.ruchisoya.com
l) Financial results	YES	www.ruchisoya.com
m) Shareholding pattern	YES	www.ruchisoya.com
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	www.ruchisoya.com
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	YES	www.ruchisoya.com
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	YES	www.ruchisoya.com
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	YES	www.ruchisoya.com
b) Materiality Policy as per Regulation 30	YES	www.ruchisoya.com
c) Dividend Distribution policy as per Regulation 43A (as applicable)	YES	www.ruchisoya.com
It is certified that these contents on the website of the listed entity are correct.		

II Annual Affirmation		
Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
<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 & 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 & remuneration committee</i>	19(1) & (2)	YES
<i>Quorum of nomination & remuneration committee</i>	19 (2A)	YES
<i>Meeting of nomination & 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)	YES
<i>Meeting of risk management committee</i>	21 (3A)	YES
<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)	NA
<i>Annual Secretarial Compliance Report</i>	24 (A)	YES
<i>Alternate Director to Independent Director</i>	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
Declaration from Independent Director	25(8) & (9)	YES
Directors and Officers insurance	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