

PFL/2023**May 20, 2023**

To
BSE Ltd.
Floor No. 25,
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400 001
BSE Scrip Code: 500368

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

Sub: Annual Secretarial Compliance Report for the year ended 31st March 2023.

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular no CIR/CFD/CMD1/27 /2019 dated February 08, 2019 read with circulars issued by BSE and NSE dated March 16, 2023 and April 10, 2023 respectively; we hereby submit the Annual Secretarial Compliance Report for the year ended 31st March, 2023.

This will also be hosted on the website of the company at www.patanjalifoods.com.

You are requested to take the same on your record.

Thanking you,

Yours faithfully,

For PATANJALI FOODS LIMITED
(Formerly known as Ruchi Soya Industries Limited)

Ramji
Lal
Gupta

Digitally signed
by Ramji Lal
Gupta
Date:
2023.05.20
16:28:32
+05'30'

Ramji Lal Gupta
Company Secretary

Encl.: as above



PRASHANT DIWAN

**B.Com, LL.B, FCS, AICWA
Practicing Company Secretary**

**B-703/704, Anand Sagar
M. G. Road, Kandivali (W), Mumbai 400067**

Office:- D-8, 2-Rajni Kunj, M. G. Road, Kandivali (W), Mumbai 400067

**SECRETARIAL COMPLIANCE REPORT
PATANJALI FOODS LIMITED
(FORMERLY KNOWN AS RUCHI SOYA INDUSTRIES LIMITED)
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023**

[Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated February, 08, 2019]

I, Prashant Diwan, Practicing Company Secretary have examined:

- (a) all the documents and records made available to me and explanation provided by **Patanjali Foods Limited (Formerly Known as Ruchi Soya Industries Limited)** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2023 ("Review period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (e) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and
- (f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

As per representations made by the management and relied upon by me, during the year under review, provisions of the following regulations were not applicable to the Company:

- (a) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - (b) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (c) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (d) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
 - (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- and circulars/ guidelines issued thereunder;

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr No	Particular	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
1	Secretarial Standard The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	YES	-





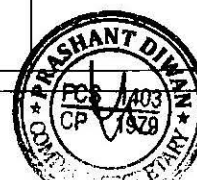
PRASHANT DIWAN

B.Com, LL.B, FCS, AICWA
Practicing Company Secretary

B-703/704, Anand Sagar
M. G. Road, Kandivali (W), Mumbai 400067

Office:- D-8, 2-Rajni Kunj, M. G. Road, Kandivali (W), Mumbai 400067

2	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entityAll the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	YES	-
3	Maintenance and disclosures on Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the documents/ information under a separate section on the websiteWeb-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	YES	-
4	Disqualification of Director: <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	YES	-
5	Details related to Subsidiaries of listed entities have been examined w.r.t.: <p>(a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries</p>	NA	Company does not have any subsidiary
6	Preservation of Documents: <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	YES	-
7	Performance Evaluation: <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	YES	-
8	Related Party Transactions: <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee in case no prior approval has been obtained.</p>	YES	-
9	Disclosure of events or information: <p>The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder</p>	YES	-
10	Prohibition of Insider Trading: <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	YES	-
11	Actions taken by SEBI or Stock Exchange(s), if any: <p>No Actions has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder</p>	YES	The Company has received email for deposit of fines from BSE and NSE during the year, for which company has paid the fine





PRASHANT DIWAN

B.Com, LL.B, FCS, AICWA

Practicing Company Secretary

B-703/704, Anand Sagar

M. G. Road, Kandivali (W), Mumbai 400067

Office:- D-8, 2-Rajni Kunj, M. G. Road, Kandivali (W), Mumbai 400067

12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	-
----	---	----	---

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	No such events took place
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	No such events took place
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	No such events took place
2	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings b. In case the auditor proposes to resign, b. all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details	NA	No such events took place



PRASHANT DIWAN

B.Com, LL.B, FCS, AICWA
Practicing Company Secretary

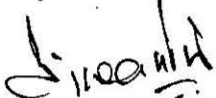
B-703/704, Anand Sagar
M. G. Road, Kandivali (W), Mumbai 400067

Office:- D-8, 2-Rajni Kunj, M. G. Road, Kandivali (W), Mumbai 400067

	<p>of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor</p>		
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019	NA	No such events took place

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in "Annexure A".

(b) The listed entity has taken actions to comply with the observations made in previous reports in respect of matters specified in "Annexure B".


CS Prashant Diwan
Practicing Company Secretary
FCS: 1403 CP: 1979



PR: 1683/2022
UDIN: F001403E000334417

Date: 19-05-2023
Place: Mumbai

This report is to be read with our letter of even date which is annexed as **Annexure C** and forms an integral part of this report.



PRASHANT DIWAN

B.Com, LL.B, FCS, AICWA
Practicing Company Secretary

B-703/704, Anand Sagar
M. G. Road, Kandivali (W), Mumbai 400067

Office:- D-8, 2-Rajni Kunj, M. G. Road, Kandivali (W), Mumbai 400067

Annexure A

SECRETARIAL COMPLIANCE REPORT OF
PATANJALI FOODS LIMITED
(FORMERLY KNOWN AS RUCHI SOYA INDUSTRIES LIMITED)
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated February, 08, 2019]

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr No	Compliance Requirements (Regulations / circulars/ guidelines including specific clause)	Regulation/ Circular No	Deviations	Action taken by	Type of action	Details of violation	Fine amount	Observations/ Remarks of the Practicing Company Secretary	Management response	Remarks
					Advisory/ clarification / Fine /show cause Notice/ warning etc.					
1	For Quarter ended 31/12/2022: Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements), 2015 - The Company did not comply with Minimum Public Shareholding as specified in Rule 19(2) and 19A the Securities Contract (Regulation) Rules, 1957 <i>NSE Letter dt: 28.02.2023</i>	Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements), 2015 and Rule 19(2) and 19A the Securities Contract (Regulation) Rules, 1957	The public shareholding as on 31.12.2022 was 19.18% instead of minimum 25%	NSE	Fine	The public shareholding as on 31.12.2022 was 19.18% instead of minimum 25%	Rs. 82600/- (incl GST) <i>NSE Letter dt: 28.02.23</i>	The public shareholding as on 31.12.2022 was 19.18% instead of minimum 25%	The Company has paid fine on 01.03.2023	



PRASHANT DIWAN

B.Com, LL.B, FCS, AICWA
Practicing Company Secretary

B-703/704, Anand Sagar
M. G. Road, Kandivali (W), Mumbai 400067

Office:- D-8, 2-Rajni Kunj, M. G. Road, Kandivali (W), Mumbai 400067

2	<p><i>For Quarter ended 31/12/2022:</i></p> <p>Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements), 2015 - The Company did not comply with Minimum Public Shareholding as specified in Rule 19(2) and 19A the Securities Contract (Regulation) Rules, 1957</p> <p><i>BSE email dt: 28.02.2023</i></p>	<p>Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements), 2015 and Rule 19(2) and 19A the Securities Contract (Regulation) Rules, 1957</p>	<p>The public shareholding as on 31.12.2022 was 19.18% instead of minimum 25%</p>	BSE	Fine	<p>The public shareholding as on 31.12.2022 was 19.18% instead of minimum 25%</p>	<p>Rs. 82600/- (incl GST)</p> <p><i>BSE email dated: 28.02.23</i></p>	<p>The public shareholding as on 31.12.2022 was 19.18% instead of minimum 25%</p>	<p>The Company has paid fine on 01.03.2023</p>	
---	---	--	---	-----	------	---	---	---	--	--



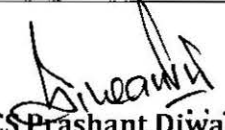
PRASHANT DIWAN

B.Com, LL.B, FCS, AICWA
Practicing Company Secretary

B-703/704, Anand Sagar
M. G. Road, Kandivali (W), Mumbai 400067

Office:- D-8, 2-Rajni Kunj, M. G. Road, Kandivali (W), Mumbai 400067

Sr No	Compliance Requirements (Regulations / circulars/ guidelines including specific clause)	Regulation/ Circular No	Deviations	Action taken by	Type of action	Details of violation	Fine amount	Observations/ Remarks of the Practicing Company Secretary	Management response	Remarks
					Advisory/ clarification / Fine /show cause Notice/ warning etc.					
3	Code of Conduct of SEBI (Prohibition of Insider Trading) Regulations, 2015 - Cases are found that designated persons have traded in securities of the Company during the closure of trading window	Code of Conduct of the Company under SEBI (Prohibition of Insider Trading) Regulations, 2015	Designated Persons have traded in securities of the Company during the closure of Trading Window	NA	NA	NA	NA	Designated Persons have traded in securities of the Company during the closure of Trading Window	The Company has recovered the amount of profit from Designated Persons and deposited with SEBI designated account and also informed to BSE/ NSE about the violation of code of conduct	-


CS Prashant Diwan
Practicing Company Secretary
FCS: 1403 CP: 1979



PR: 1683/2022
UDIN: F001403E000334417

Date: 19-05-2023
Place: Mumbai



PRASHANT DIWAN
B.Com, LL.B, FCS, AICWA
Practicing Company Secretary

B-703/704, Anand Sagar
M. G. Road, Kandivali (W), Mumbai 400067

Office:- D-8, 2-Rajni Kunj, M. G. Road, Kandivali (W), Mumbai 400067

Annexure B

**SECRETARIAL COMPLIANCE REPORT OF
PATANJALI FOODS LIMITED
(FORMERLY KNOWN AS RUCHI SOYA INDUSTRIES LIMITED)
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023**

[Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated February, 08, 2019]

(a) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr No	Compliance Requirements (Regulations / circulars/ guidelines including specific clause)	Regulation/ Circular No	Deviations	Action taken by	Type of action	Details of violation	Fine amount	Observations/ Remarks of the Practicing Company Secretary	Management response	Remarks
					Advisory/ clarification / Fine /show cause Notice/ warning etc					
1	Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The public shareholding of the Company fell below 10% per cent, due to implementation of the resolution plan approved under section 31 of the Insolvency and Bankruptcy Code, 2016 (31 of 2016). The Public	NSE	Fine	Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	For quarter ended June 30, 2021 Fine levied Rs. 5,000/- per day till the date of compliance amounting to Rs. 76,700/- (including Rs. 11700/- GST) For the quarter ended September 2021 Fine levied Rs. 5,000/- per day till the date of compliance amounting to Rs. 5,42,800/- (including Rs. 82,800/- GST) For the quarter ended	The company was required to bring the public shareholding to 10% within maximum of 18 months from the date of fall and to 25% within a maximum period of three years from the date of such fall.	The Company increased the Public Shareholding to 19.18% by Further Public offer on 5 th April, 2022. Further the Company is required to increase the Public Shareholding up to 25% by 17.12.2022	The Company has paid the Fines



PRASHANT DIWAN

B.Com, LL.B, FCS, AICWA

Practicing Company Secretary

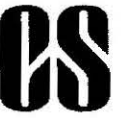
B-703/704, Anand Sagar

M. G. Road, Kandivali (W), Mumbai 400067

Office:- D-8, 2-Rajni Kunj, M. G. Road, Kandivali (W), Mumbai 400067

			Shareholding of the Company was reduced to 1.103% and the Company was required to increase public shareholding to at least 10% on or before 17.06.2021.				December 2021 Fine levied Rs. 5,000/- per day till the date of compliance amounting to Rs. 5,42,800/- (including Rs. 82,800/- GST)			
				BSE	Fine	Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	<p>For quarter ended June 30, 2021 Fine levied Rs. 5,000/- per day till the date of compliance amounting to Rs. 76,700/- (including Rs. 11700/- GST)</p> <p>For the quarter ended September 2021 Fine levied Rs. 5,000/- per day till the date of compliance amounting to Rs. 5,42,800/- (including Rs. 82,800/- GST)</p> <p>For the quarter ended December 2021 Fine levied Rs. 5,000/- per day till the date of compliance amounting to Rs. 5,42,800/- (including Rs. 82,800/- GST)</p>	The company was required to bring the public shareholding to 10% within maximum of 18 months from the date of fall and to 25% within a maximum period of three years from the date of such fall.	The Company increased the Public Shareholding to 19.18% by Further Public offer on 5 th April, 2022. Further the Company is required to increase the Public Shareholding up to 25% by 17.12.2022	The Company has paid the Fines





PRASHANT DIWAN

B.Com, LL.B, FCS, AICWA
Practicing Company Secretary

B-703/704, Anand Sagar
M. G. Road, Kandivali (W), Mumbai 400067

Office:- D-8, 2-Rajni Kunj, M. G. Road, Kandivali (W), Mumbai 400067

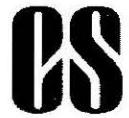
2	Non-compliant with Schedule IX of SEBI (ICDR) Regulations. 2018	Schedule IX of SEBI (ICDR) Regulations. 2018	Non-compliant with Schedule IX of SEBI (ICDR) Regulations. 2018	SEBI	The SEBI has issued warning letter dated 30.09.2021 in respect of Non-compliant with Schedule IX of SEBI (ICDR) Regulations. 2018	NA	NA	The Company has forwarded copy of SEBI letter to Stock exchanges and also placed the same before the Board in the Board Meeting dated 20.10.2021 for their Information.	The Company has Placed the same before the Board in the Board Meeting dated 20.10.2021 for their information	
---	---	--	---	------	---	----	----	---	--	--

CS Prashant Diwan
Practicing Company Secretary
FCS: 1403 CP: 1979



PR: 1683/2022
UDIN: F001403E000334417

Date: 19-05-2023
Place: Mumbai



PRASHANT DIWAN

B.Com, LL.B, FCS, AICWA
Practicing Company Secretary

B-703/704, Anand Sagar
M. G. Road, Kandivali (W), Mumbai 400067

Office:- D-8, 2-Rajni Kunj, M. G. Road, Kandivali (W), Mumbai 400067

Annexure C

**SECRETARIAL COMPLIANCE REPORT
PATANJALI FOODS LIMITED
(FORMERLY KNOWN AS RUCHI SOYA INDUSTRIES LIMITED)
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023**

[Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated February, 08, 2019]

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of the provisions of applicable laws, rules and regulations is the responsibility of management. My examination was limited to the verification of procedures on test basis.
5. The Compliance report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

CS Prashant Diwan
Practicing Company Secretary
FCS: 1403 CP: 1979



PR: 1683/2022
UDIN: F001403E000334417

Date: 19-05-2023
Place: Mumbai