

RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

Ruchi

Head Office :
301, Mahakosh House,
7/5, South Tukoganj,
Nath Mandir Road,
INDORE - 1 (M.P.) India
Phone : 4065012, 2513281-82-83
Fax : 91-731-4065019
E-mail : ruchisoya@ruchigroup.com

RSIL/2017

07.01.2016

BSE Limited
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 : Report of Reconciliation of Share Capital Audit for the quarter ended 31st December, 2016

Please find enclosed herewith Reconciliation of Share Capital Audit Report from Company Secretary in whole-time practice, in terms of Circular No.D&CC/FITTC/CIR-16/2002 dated 31.12.2002 issued by SEBI in regard to Secretarial Audit (Reconciliation of Share Capital Audit) read with provisions of regulation 55A of SEBI (Depositories and Participants) Regulations, 1996.

Kindly find the same in order and acknowledge the receipt.

Thanking you,

Yours faithfully,
For **RUCHI SOYA INDUSTRIES LIMITED**


COMPANY SECRETARY

Encl: As above.

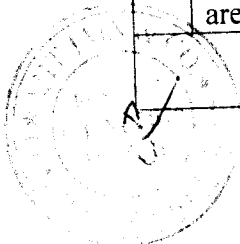
To,
The Board of Directors
Ruchi Soya Industries Limited
Ruchi House, Royal palm,
Survey No. 169, Aarey Milk Colony,
Near Mayur Nagar, Goregaon (E),
Mumbai-400065

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

We have examined the Register of Members, beneficiary details furnished by the Depositories and other records/documents maintained by **Ruchi Soya Industries Limited** (CIN: L15140MH1986PLC038536) (hereinafter referred to as 'the Company') and its Registrars and Share Transfer Agents, Sarthak Global Limited, for issuing this report in accordance with Circular No. D&CC/FITTC/CIR-16/2002 dated December 31, 2002 issued by the Securities and Exchange Board of India and also pursuant to Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996, as amended vide Notification dated September 2, 2003 and Circular No. CIR/MRD/DP/30/2010 dated September 6, 2010.

In our opinion and to the best of our information and according to the explanations given to us and based on such verification as considered necessary, we hereby report the following in respect of the quarter ended December 31, 2016:

| | | | |
|----|--|---|---------------------------|
| 1. | For Quarter Ended | 31.12.2016 | |
| 2. | ISIN : | INE619A01027 | |
| 3. | Face Value : | Rs.2/-per share | |
| 4. | Name of the Company | Ruchi Soya Industries Limited. | |
| 5. | Registered Office Address | "Ruchi House", Royal palm, Survey No. 169, Aarey Milk Colony, Near Mayur Nagar, Goregaon (E), Mumbai-400065 | |
| 6. | Correspondence Address | -do- | |
| 7. | Telephone & Fax Nos. | 022-22824851,22042867 | |
| 8. | E-mail address | rl_gupta@ruchigroup.com | |
| 9. | Names of the Stock Exchanges where the company's securities are listed : | BSE& NSE | |
| | | Number of shares | % of Total Issued Capital |



| | | | |
|-----|--|--------------------------------------|--------|
| 10. | Issued Capital | 33,41,00,722 | 100% |
| 11. | Listed Capital (Exchange-wise) (as per company records) | BSE-33,41,00,722 NSE-33,41,00,722 | 100% |
| 12. | Held in dematerialized form in CDSL | 6,48,77,946 | 19.42% |
| 13. | Held in dematerialized form in NSDL | 25,61,12,470 | 76.66% |
| 14. | Physical | 1,31,10,306 | 3.92% |
| 15. | Total No. of shares (12+13+14) | 33,41,00,722 | 100% |

| | | |
|-----|--|----------------|
| 16. | Reasons for difference if any, between (10 & 11) & (11 & 15) | Not Applicable |
|-----|--|----------------|

17. Certifying the details of changes in share capital during the quarter under consideration as per Table below:

| Particulars ** | No. of Shares | Applied / Not Applied For listing | Listed on Stock Exchanges (Specify Names) | Whether Intimated To CDSL | Whether intimated to NSDL | In-Principal Approval Pending For SE (Specify Names) |
|----------------|---------------|-----------------------------------|---|---------------------------|---------------------------|--|
| NA | NA | NA | NA | NA | NA | NA |

** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify).

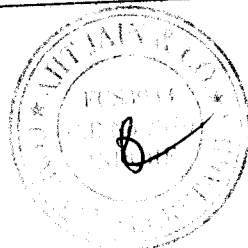
| | | |
|----|---|-----|
| 18 | Register of Members is updated (Yes/No) If not, updated up to which date. | Yes |
|----|---|-----|

| | | |
|----|---|----------------|
| 19 | Reference of previous quarter with regards to excess dematerialised shares, if any. | Not Applicable |
|----|---|----------------|

| | | |
|----|--|----------------|
| 20 | Has the company resolved the matter mentioned in point no.19 Above in the current quarter? If not, reason why? | Not Applicable |
|----|--|----------------|

21. Mentioned the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:

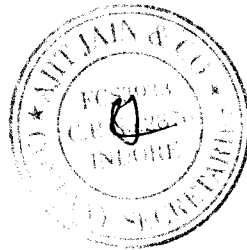
| Total No. of demat requests | No. of requests | No. of shares | Reasons for delay |
|-------------------------------|-----------------|---------------|-------------------|
| Confirmed after 21 days | | NIL | |
| Pending for more than 21 days | | NIL | |



| | | |
|----|--|--|
| 22 | Name, Telephone & Fax No. of the Compliance Officer of the Company. | CS Mr. R.L.Gupta 0731-4017311(Ph.) 0731-4065019 (Fax) |
| 23 | Name, Address, Tel. & Fax No., Registration no. of the certifying CA / CS | CS Mr. Ajit Jain Prem Villa, 84, Kailash Park Colony, Near Geeta Bhawan, Indore – 452001 Ph. 0731-2497031,4064510 FCS : 3933,C.P:2876 |
| 24 | Appointment of common agency for share registry work if yes (name & Address) | Sarthak Global Ltd., 170/10, R.N.T.Marg, Film Colony, Indore – 452 001 |

25. Any other detail that the CA/CS may like to provide.(e.g. BIFR company, delisting from SE)

Place: Indore
Date:07.01.2017



**For Ajit Jain & Company
Company Secretaries**

A J Jain
**CS Ajit Jain
Proprietor**

C.P. No.2876, F.C.S. No. 3933