



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

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

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015]

To
The Chairman
Ruchi Soya Industries Limited
Ruchi House, Royal Palms
Survey No. 169, Aarey Milk Colony
Near Mayur Nagar, Goregaon (East)
Mumbai 400065

Dear Sir

- 1) The Board of Directors of the M/s. Ruchi Soya Industries Limited (CIN: L15140MH1986PLC038536) (hereinafter referred as the "Company") at its meeting held on 14th August, 2021 has appointed me as the Scrutinizer for 35th Annual General Meeting (AGM) held on 24th September, 2021 at 3.00 p.m. through Video Conferencing / Other Audio Visual Means, pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and General Circular Nos. 14/2020, 17/2020, 20/2020 & 02/2021 issued by the Ministry of Corporate Affairs on 8th April, 2020, 13th April, 2020; 5th May, 2020 & 13th January, 2021 respectively and Circulars issued by SEBI dated 12th May, 2020 & 15th January, 2021 (collectively referred to as "MCA and SEBI Circulars") for scrutinizing the Remote e-voting and e-voting during AGM in respect of resolutions as stated in the Notice of the 35th AGM of the Company.
- 2) I submit my report as under:
 - (a) The Company had on 30th August, 2021 sent the Annual report and the Notice of AGM to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on 20th August, 2021 through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA and SEBI Circular.
 - (b) As per provisions of the Companies Act, 2013, the number of votes cast in respect of any resolutions will be counted according to the number of shares held by the concerned members. One share held will be equal to one vote.
 - (c) The members holding shares as on the "Cut off date" i.e. 17th September, 2021 were entitled for Remote e-voting and e-voting during AGM on the proposed resolutions stated in the Notice of the AGM of the Company. The Remote e-voting period commenced on Tuesday, 21st September, 2021 from 9.00 a.m. IST and concluded on Thursday, 23rd September, 2021 at 5.00 p.m. IST, the Remote e-voting services were provided by Central Depository Services (India) Limited ('CDSL').
 - (d) The Company had also made arrangements for e-voting during AGM for the Members who have not availed Remote e-voting facility. The said e-voting services were also provided by CDSL.
 - (e) The votes of Remote e-voting and e-voting during the AGM were unblocked on 24th September 2021 at around 04.04 p.m. IST in the presence two witnesses, CS Aashit Doshi and CS Jigar Bagaria, who are not in the employment of the Company. The results of Remote e-voting and e-voting during AGM





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- along with the List of members who voted 'Assent' or 'Dissent' on the resolutions, were downloaded from the e-voting website of CDSL.
- (f) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof including MCA & SEBI Circulars in respect of the resolutions contained in the Notice of AGM and providing proper facility for AGM. Our responsibilities as scrutinizers is restricted to make a consolidated scrutinizer's report of the votes cast 'Assent' or 'Dissent' on the resolutions stated in the AGM Notice.
- (g) The shareholders exercised their voting either by Remote e-voting or e-voting during AGM. There was no shareholder who availed for both the facilities. Further, shareholders who have voted for lesser number of shares as compared to their entitlement, the number of shares for which they actually voted was considered.
- 3) The detailed report on Scrutinizing the Remote e-voting and e-voting during the AGM are enclosed herewith as under:
- (a) Annexure 1 – Consolidated Summary of e-voting during AGM and Remote e-voting
(b) Annexure 2 – Summary of e-voting during AGM
(c) Annexure 3 – Summary of Remote e-voting
(d) Annexure 4 – Consolidated Members Category Wise Voting Report (Resolution wise)
(e) Annexure 5 – Register of e-voting during AGM (Resolution wise)
(f) Annexure 6 – Register of Remote e-Voting (Resolution wise)
- 4) I hereby handover the registers / records for safe custody to Mr R L Gupta, Company Secretary of the Company.
- 5) You may accordingly declare the results of the voting conducted by e-voting during AGM and Remote e-voting.

Thanking you
Yours faithfully


PRASHANT DIWAN
SCRUTINIZER



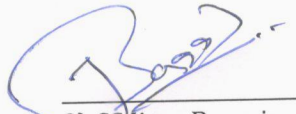
PR: 530/2017
UDIN: F001403C001005571

Place: Mumbai
Date: 25.09.2021

Encl: as above

We the undersigned witnessed that the votes were unblocked from the e-voting website of CSDL in our presence at around 4.04 p.m. IST on 24th September, 2021.


1) CS Aashit Doshi


2) CS Jigar Bagaria

RUCHI SOYA INDUSTRIES LIMITED

CONSOLIDATED SUMMARY OF e-VOTING DURING AGM AND REMOTE e-VOTING

ITEM NO. AS PER AGM NOTICE	PARTICULARS OF RESOLUTIONS	TYPE OF RESOLUTION	TOTAL NO. OF FOLIOS VOTED	TOTAL NUMBER OF VOTES	INVALID VOTES / NOT VOTED	TOTAL VALID VOTES	TOTAL ASSENT VOTES	% OF ASSENT VOTES	TOTAL DISSENT VOTES	% OF DISSENT VOTES
			1	2	3	4	5	6 = (5/4*100)	7	8 = (7/4*100)
1	To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2021 and the Reports of the Board of Directors and Auditors thereon	Ordinary	228	292694090	0	292694090	292693711	100.00	379	0.00
2	To appoint a director in place of Shri Swami Ramdev (DIN: 08086068) who, retires by rotation and being eligible, offers himself for re-appointment	Ordinary	228	292694090	1	292694089	292689919	100.00	4170	0.00
3	To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2022.	Ordinary	228	292694090	0	292694090	292693761	100.00	329	0.00



RUCHI SOYA INDUSTRIES LIMITED

SUMMARY OF e-VOTING DURING AGM

ITEM NO. AS PER AGM NOTICE	PARTICULARS OF RESOLUTIONS	TYPE OF RESOLUTION	TOTAL NO. OF FOLIOS VOTED	TOTAL NUMBER OF VOTES	INVALID VOTES / NOT VOTED	TOTAL VALID VOTES	TOTAL ASSENT VOTES	% OF ASSENT VOTES	TOTAL DISSENT VOTES	% OF DISSENT VOTES
			1	2	3	4	5	6 = (5/4*100)	7	8 = (7/4*100)
1	To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2021 and the Reports of the Board of Directors and Auditors thereon	Ordinary	4	672	0	672	672	100.00	0	0.00
2	To appoint a director in place of Shri Swami Ramdev (DIN: 08086068) who, retires by rotation and being eligible, offers himself for re-appointment	Ordinary	4	672	0	672	672	100.00	0	0.00
3	To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2022.	Ordinary	4	672	0	672	672	100.00	0	0.00



RUCHI SOYA INDUSTRIES LIMITED

SUMMARY OF REMOTE VOTING

ITEM NO. AS PER AGM NOTICE	PARTICULARS OF RESOLUTIONS	TYPE OF RESOLUTION	TOTAL NO. OF FOLIO VOTED	TOTAL NUMBER OF VOTES	INVALID VOTES / NOT VOTED	TOTAL VALID VOTES	TOTAL ASSENT VOTES	% OF ASSENT VOTES	TOTAL DISSENT VOTES	% OF DISSENT VOTES
			1	2	3	4	5	6 = (5/4*100)	7	8 = (7/4*100)
1	To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2021 and the Reports of the Board of Directors and Auditors thereon	Ordinary	224	292693418	0	292693418	292693039	100.00	379	0.00
2	To appoint a director in place of Shri Swami Ramdev (DIN: 08086068) who, retires by rotation and being eligible, offers himself for re-appointment	Ordinary	224	292693418	1	292693417	292689247	100.00	4170	0.00
3	To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2022.	Ordinary	224	292693418	0	292693418	292693089	100.00	329	0.00



**Consolidated Members Category Wise Voting Report
RUCHI SOYA INDUSTRIES LIMITED**

Item No. 1		To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2021 and the Reports of the Board of Directors and Auditors thereon						
Resolution required: Special / Ordinary		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	Remote E-voting	292576299	292576299	100.00	292576299	0	100.00	0.00
	E-voting in AGM		0	0.00	0	0	0.00	0.00
	Total		292576299	100.00	292576299	0	100.00	0.00
Public- Institutions	Remote E-voting	13593	13237	97.38	13237	0	100.00	0.00
	E-voting in AGM		0	0.00	0	0	0.00	0.00
	Total		13237	97.38	13237	0	100.00	0.00
Public- Non Institutions	Remote E-voting	3251115	103882	3.20	103503	379	99.64	0.36
	E-voting in AGM		672	0.02	672	0	100.00	0.00
	Total		104554	3.22	104175	379	99.64	0.36
Total		295841007	292694090	98.94	292693711	379	100.00	0.00



**Consolidated Members Category Wise Voting Report
RUCHI SOYA INDUSTRIES LIMITED**

Item No. 2			To appoint a director in place of Shri Swami Ramdev (DIN: 08086068) who, retires by rotation and being eligible, offers himself for re-appointment					
Resolution required: Special / Ordinary			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	Remote E-voting	292576299	292576299	100.00	292576299	0	100.00	0.00
	E-voting in AGM		0	0.00	0	0	0.00	0.00
	Total		292576299	100.00	292576299	0	100.00	0.00
Public- Institutions	Remote E-voting	13593	13237	97.38	13237	0	100.00	0.00
	E-voting in AGM		0	0.00	0	0	0.00	0.00
	Total		13237	97.38	13237	0	100.00	0.00
Public- Non Institutions	Remote E-voting	3251115	103881	3.20	99711	4170	95.99	4.01
	E-voting in AGM		672	0.02	672	0	100.00	0.00
	Total		104553	3.22	100383	4170	96.01	3.99
Total		295841007	292694089	98.94	292689919	4170	100.00	0.00



**Consolidated Members Category Wise Voting Report
RUCHI SOYA INDUSTRIES LIMITED**

Item No. 3		To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2022.						
Resolution required: Special / Ordinary		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	Remote E-voting	292576299	292576299	100.00	292576299	0	100.00	0.00
	E-voting in AGM		0	0.00	0	0	0.00	0.00
	Total		292576299	100.00	292576299	0	100.00	0.00
Public- Institutions	Remote E-voting	13593	13237	97.38	13237	0	100.00	0.00
	E-voting in AGM		0	0.00	0	0	0.00	0.00
	Total		13237	97.38	13237	0	100.00	0.00
Public- Non Institutions	Remote E-voting	3251115	103882	3.20	103553	329	99.68	0.32
	E-voting in AGM		672	0.02	672	0	100.00	0.00
	Total		104554	3.22	104225	329	99.69	0.31
Total		295841007	292694090	98.94	292693761	329	100.00	0.00

