



RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

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RSIL/2019

15th July, 2019

BSE Ltd.
Floor No. 25th
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: 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) for the quarter ended 30th June, 2019.

Thanking you,

Yours faithfully,
For RUCHI SOYA INDUSTRIES LTD.


COMPANY SECRETARY

Encl: As above.

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: **30th June, 2019**

I. Composition of Board of Directors * - Since the company is under CIRP, it is not applicable as per SEBI circular No. SEBI/LAD-NRO/GN/2018/21 dated 31st May, 2018.

Title (Mr./Ms)	Name of the Directors	PAN \$ & DIN	Category (Chairperson /Executive/Non-Executive /independent/ Nominee) &	Date of Appointment in the current term/cessation	Tenure* (rounded-off in year)	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 Regulation26(1)of Listing Regulations) #
Mr.	Dinesh Chandra Shahra	ABJPS2638A 00533055	Non-Executive	07/01/1986 **	NA	1	NA	NA
Mr.	Vijay Kumar Jain	AAIPJ2722L 00098298	Executive	01/04/2019	NA	1	NA	NA
Mrs.	Meera Dinesh Rajda	AAXPR1721L 07130303	Non-executive/ Independent	23/09/2015 @	NA	Nil @	NA	NA

\$PAN number of any director would not be displayed on the website of Stock Exchange

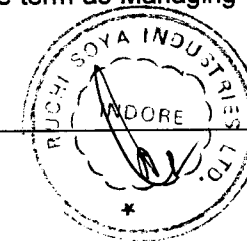
&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* 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).

@ Mrs. Meera Dinesh Rajda, an Independent Director of the company had tendered her resignation from the office of the Board of Directors with effect from 19th November, 2018.

** Mr. Dinesh Chandra Shahra vacated the office of the Managing Director on 7th January, 2019 due to expiry of the term as Managing Director on 7th January, 2019. However, he is continuing as Director of the Company.



II. Composition of Committees:- Since the Company is under CIRP, it is not applicable as per SEBI circular No. SEBI/LAD-NRO/GN/2018/21 dated 31st May, 2018

Name of Committee	Name of Committee members	Category (Chairperson /Executive /Non- Executive/ independent / Nominee) s	Date of Appointment
1. Audit Committee			
2. Nomination & Remuneration Committee			
3. Risk Management Committee(if applicable)			
4. Stakeholders Relationship Committee'			

& 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

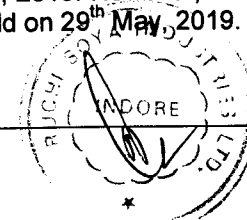
III. Meeting of Board of Directors **

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant Quarter (*)(**)	Maximum gap between any two consecutive (in number of days)(*)
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(*)The National Company Law Tribunal ("NCLT"), Mumbai Bench, vide order dated 15th December 2017 ("Insolvency Commencement Date") has initiated Corporate Insolvency Resolution Process ("CIRP") u/s 7 of the Insolvency and Bankruptcy Code, 2016 ("the Code") based on application filed by Standard Chartered Bank and DBS Bank Ltd, financial creditors of the Company. Mr. Shailendra Ajmera IP Registration No. IBBI/IPA-001/IP-P00304/2017-18/10568 was appointed as Interim Resolution Professional ("IRP") to manage affairs of the Company in accordance with the provisions of Code. In the first meeting of Committee of Creditors ("CoC") held on 12th January 2018, Mr. Shailendra Ajmera had been confirmed as Resolution Professional ("RP") for the Company. Pursuant to the NCLT order for commencement of the CIRP and in line with the provisions of the Code, the powers of the Board of Directors stand suspended and be exercised by IRP / RP. By an order dated 8th June 2018 NCLT has extended the CIRP time period by 90 more days with effect from 12th June 2018. The RP filed a Miscellaneous Application 926/2018 ("MA 926/2018") under Section 30(6) of the Code before the Hon'ble NCLT for its consideration of the resolution plan as approved by the CoC by e-voting concluded on 23rd August, 2018. The Hon'ble Supreme Court of India, by its order dated 31st January, 2019 in Civil Appeal no. 8430 of 2018 ("SC Order"), directed re-consideration of all resolution plans afresh by the CoC. In light of the SC order, the Hon'ble NCLT vide order dated 7th February 2019 dismissed the M.A. 926/2018 as withdrawn.

The CoC, in accordance with the directions of the Hon'ble Supreme Court of India, considered the resolution plans as submitted before it afresh. After due deliberations, the CoC approved the resolution plan submitted by the consortium of Patanjali Ayurved Limited, Divya Yog Mandir Trust (through its business undertaking, Divya Pharmacy), Patanjali Parivahan Private Limited and Patanjali Gramudhyog Nyas ("PAL Resolution Plan"), by e-voting concluded on 30th April, 2019. The RP filed an application bearing MA No. 1721 of 2019 in the Company Petition under Section 30(6) of the Code before the Hon'ble NCLT for its consideration and approval of the PAL Resolution Plan. The same is pending for approval.

(**) Due to commencement of CIRP, no meeting of Board of Directors was held during the quarter ended 30th June, 2019. However, a co-ordination meeting convened by the Resolution Professional between the Chief Financial Officer, Auditor and the Resolution Professional was held on 29th May, 2019.



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>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>
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· This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

(*) Due to commencement of CIRP, no meeting of Audit Committee was held during the quarter ended 30th June, 2019.

V. Related Party Transactions

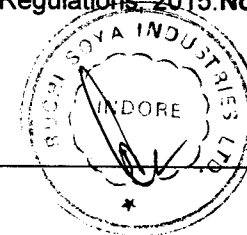
Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

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. Since the Company is under CIRP, the related party transactions, if any are approved by Committee of Creditors/Resolution Professional.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Not Applicable**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. **Not Applicable**
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - 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. **Not Applicable**

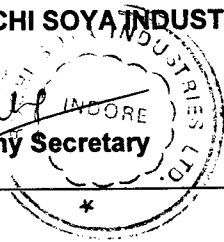
4. Due to commencement of CIRP, no meeting of Board of Directors was held during the quarter ended 30th June, 2019. However, a co-ordination meeting convened by the Resolution Professional between the Chief Financial Officer, Auditor and the Resolution Professional was held on 29th May, 2019.

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:

The Report(s) could not be submitted to the Board of Directors due to commencement of CIRP from 15th December, 2017. However, the same was placed before the co-ordination meeting convened by the Resolution Professional between the Chief Financial Officer, Auditor and the Resolution Professional on 29th May, 2019.

For RUCHI SOYA INDUSTRIES LIMITED


Company Secretary



Date: 15.07.2019