



RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

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@ruchisoya.com

RSIL/2019

15th April, 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 31st March, 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

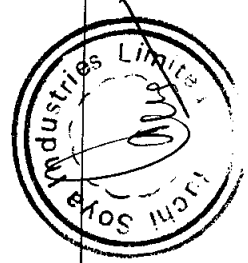
1. Name of Listed Entity: RUCHI SOYA INDUSTRIES LIMITED
2. Quarter ending: 31st March, 2019

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 31 st May, 2018.									
Title (Mr./Ms)	Name of the Directors	PAN&DIN	Category (Chairperson /Executive/Non-Executive/Independent) &	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 6(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) #	
Mr.	Dinesh Chandra Shahra	ABJPS2638A 00533055	Executive	07/01/2016	NA	1	NA	NA	
Mr.	Vijay Kumar Jain	AAIPJ2722L 00098298	Executive	01/04/2013	NA	1	NA	NA	
Mrs.	Meera Dinesh Rajda	AAXPRI721L 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.



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) \$	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 **

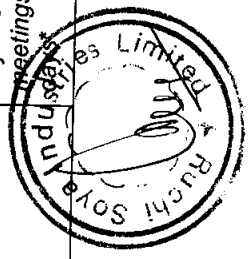
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant Quarter (**)(**)	Maximum gap between any two consecutive (in number of days)(*)
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(*)The National Company Law Tribunal ("NCLT"), Mumbai Bench, vide order dated on 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. IBB/IIPA-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. Further, the Hon'ble Supreme Court of India by its order dated January 31, 2019 directed for re-consideration of resolution plans by the Committee of Creditors ("CoC"). In light of the order passed, the resolution plan submitted by one of the resolution applicants and approved by the CoC, which had been placed by the Resolution Professional before Hon'ble NCLT for their consideration has been dismissed as withdrawn. In terms of Section 14(4) and 31(3) of the Code, until the resolution plan has been approved by the Hon'ble NCLT, moratorium shall continue to be in effect and accordingly, the RP shall, continue to manage operations of the Company on a going concern basis during the CIRP.

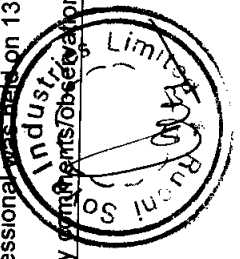
(**) Due to commencement of CIRP, no meeting of Board of Directors was held during the quarter ended 31st March, 2019. However, a co-ordination meeting convened by the Resolution Professional between the Chief Financial Officer, Auditor and the Resolution Professional was held on 13th February, 2019.

IV. Meeting of Committees (Audit Committee)

Date(s) of meeting of the committee in the relevant quarter(*)	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of



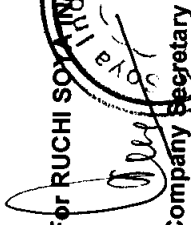
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<p>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</p> <p>(*) Due to commencement of CIRP, no meeting of Audit Committee was held during the quarter ended 31st March, 2019.</p>			
V. Related Party Transactions			
Subject		Compliance status (Yes/No/NA) <small>(refer note below)</small>	
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			
<p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3. Since the Company is under CIRP, the related party transactions, if any are approved by Committee of Creditors/Resolution Professional.</p>			
VI. Affirmations			
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Not Applicable</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Not Applicable</p> <p style="margin-left: 20px;">a. Audit Committee</p> <p style="margin-left: 20px;">b. Nomination & remuneration committee</p> <p style="margin-left: 20px;">c. Stakeholders relationship committee</p> <p style="margin-left: 20px;">d. Risk management committee- Not Applicable - (applicable to the top 100 listed entities)</p> <p>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</p> <p>4. Due to commencement of CIRP, no meeting of Board of Directors was held during the quarter ended 31st December, 2018. However, a co-ordination meeting convened by the Resolution Professional between the Chief Financial Officer, Auditor and the Resolution Professional was held on 13th February, 2019.</p> <p>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</p>			

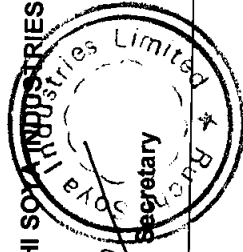


may be mentioned here:

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 13th February, 2019.

For RUCHI SOYA INDUSTRIES LIMITED


Company Secretary



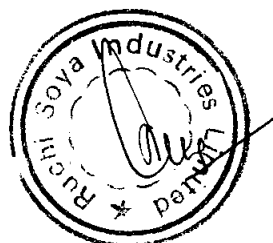
Date: 15.04.2019

Annexure-II

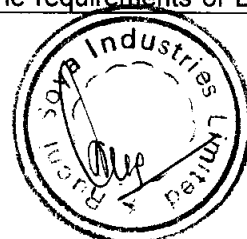
Format to be submitted by listed entity at the end of the financial year (for the whole of the financial year)

I. Disclosure on website in terms of Listing Regulations	
Items	Compliances status (yes/No/NA) refer note blow
Detail of business	YES
Terms and conditions of appointment of independent Director	NA (*)
Composition of various committees of board of directors	NA (*)
Code of conduct of board of directors and senior management personnel	YES
Details of establishment of vigil mechanism/ Whistle Blower policy	YES
Criteria of making payments to non-executive directors	NA (*)
Policy on dealing with related party transactions	YES
Policy for determining 'material' subsidiaries	YES
Details of familiarization programmes imparted to independent directors	YES
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES
Email address for grievance redressal and other relevant details	YES
Financial results	YES
Shareholding pattern	YES
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA
(*) Since the company is under CIRP, it is not applicable as per SEBI circular No. SEBI/LAD-NRO/GN/2018/21 dated 31 st May, 2018.	

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)	Since the company is under CIRP, Regulation 17, 18, 19, 20 & 21 is not applicable as per SEBI circular No. SEBI/LAD-NRO/GN/2018/21 dated 31 st May, 2018
<i>Meeting of Board of directors</i>	17(2)	NA
<i>Review of Compliance Reports</i>	17(3)	NA
<i>Plans for orderly succession for appointments</i>	17(4)	NA
<i>Code of Conduct</i>	17(5)	NA



<i>Fees/compensation</i>	17(6)	NA
<i>Minimum Information</i>	17(7)	NA
<i>Compliance Certificate</i>	17(8)	NA
<i>Risk Assessment & Management</i>	17(9)	NA
<i>Performance Evaluation of Independent Directors</i>	17(10)	NA
<i>Composition of Audit Committee</i>	18(1)	NA
<i>Meeting of Audit Committee</i>	18(2)	NA
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	NA
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	NA
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	NA
<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>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)	YES (*)
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	YES
<i>Meeting of independent directors</i>	25(3) & (4)	NA
<i>Familiarization of independent directors</i>	25(7)	NA
<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.

(*)The National Company Law Tribunal ("NCLT"), Mumbai Bench, vide order dated on 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. Further, the Hon'ble Supreme Court of India by its order dated January 31, 2019 directed for re-consideration of resolution plans by the Committee of Creditors ('CoC'). In light of the order passed, the resolution plan submitted by one of the resolution applicants and approved by the CoC, which had been placed by the Resolution Professional before Hon'ble NCLT for their consideration has been dismissed as withdrawn. In terms of Section 14(4) and 31(3) of the Code, until the resolution plan has been approved by the Hon'ble NCLT, moratorium shall continue to be in effect and accordingly, the RP shall, continue to manage operations of the Company on a going concern basis during the CIRP.

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

