



RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

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RSIL/2018

9th January, 2018

The Secretary
BSE Ltd.
Floor No.25,
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,

Sub: Compliance Report on Corporate Governance

We attach herewith the quarterly compliance report on Corporate Governance as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the format specified (Annexure I and III) for the quarter ended 31st December, 2017.

Thanking you,

Yours faithfully,
For **RUCHI SOYA INDUSTRIES LTD.,**

COMPANY SECRETARY

Encl: As above.

ANNEXURE-1

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 December, 2017**

| 1. Composition of Board of Directors | | | | | | | | | |
|--------------------------------------|-----------------------|-------------------------|---|---|-------------------------------|--|--|--|--|
| Title (Mr./Ms) | Name of the Director | PAN'S & DIN | Category (Chairperson /Executive/Non-Executive/independent / Nominee) | Date of Appointment in the current term / Resignation | 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 Regulation 26(1) of Listing Regulations) # | |
| Mr. | Dinesh Chandra Shahra | ABJPS2638A 00533055 | Chairperson and Executive | 07/01/2016 | | 1 | 0 | 0 | |
| Mr. | Murugan Navamani | AAFPM9351B 01309393 | Non-executive/ Independent | 26/09/2014 [@] | 3 years | 2 | 3 | 1 | |
| Mr. | Vijay Kumar Jain | AAIPJ2722L 00098298 | Executive | 01/04/2013 | | 1 | 3 | 0 | |
| Mr. | Navin Khandelwal | ACBPK8517B 00134217 | Non-executive/ Independent | 26/09/2014 [@] | 3 years | 2 | 3 | 3 | |
| Mrs. | Meera Dinesh Rajda | AAXP R1721L 07130303 | Non-executive/ Independent | 23/09/2015 [@] | 2 years | 1 | 2 | 0 | |



\$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.

@ Under current term, the following Independent Directors were appointed under section 149 of the Companies Act, 2013 with effect from the dates given below. However, they were also director under the Companies Act, 1956, with effect from the dates given below and serving as Independent Director under Listing Agreement with the Company:

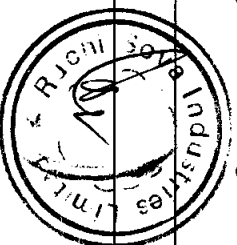
| S.No. | Name of directors | Date of appointment | Appointment in current term |
|-------|-------------------------|---------------------|-----------------------------|
| 1. | Mr. Murugan Navamani | 27/07/2009 | 26/09/2014 |
| 2. | Mr. Navin Khandelwal | 18/12/2009 | 26/09/2014 |
| 3. | Mrs. Meera Dinesh Rajda | 26/03/2015 | 23/09/2015 |

Number of membership in Audit/Stakeholder Committee includes the number of post of chairperson in the respective committee(s).

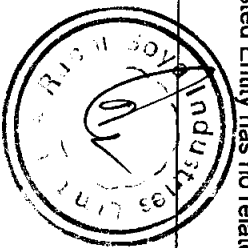
II. Composition of Committees

| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) |
|---|--|--|
| 1. Audit Committee | Mr. Navin Khandelwal Mr. Murugan Navamani Mr. Vijay Kumar Jain Mrs. Meera Rajda | Non-Executive/Independent Non-Executive/Independent Executive Non-Executive/Independent |
| 2. Nomination & Remuneration Committee | Mr. Murugan Navamani Mr. Navin Khandelwal Mrs. Meera Rajda | Non-Executive/Independent Non-Executive/Independent Non-Executive/Independent |
| 3. Risk Management Committee(if applicable) | Not Applicable | |
| 4. Stakeholders Relationship Committee' | Mr. Murugan Navamani Mr. Vijay Kumar Jain | Non-Executive/Independent Executive |

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) | |
| 14/08/2017 19/08/2017 06/09/2017 26/09/2017 | 02/11/2017 14/11/2017 | 37 days | |
| 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 days* |
| 02/11/2017 14/11/2017 | Yes | 14/08/2017 | 80 days |
| * This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional | | | |
| V. Related Party Transactions | | | |
| Subject | Compliance status (Yes/No/NA) refer note below | | |
| Whether prior approval of audit committee obtained | Yes | | |
| Whether shareholder approval obtained for material RPT | NA | | |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes | | |
| Note | | | |
| 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes /No/NA. 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. | | | |

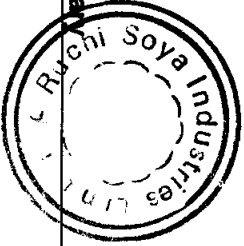


VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - 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.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. 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: Nil.

For RUCHI SOYA INDUSTRIES LIMITED


R. L. Gupta
Company Secretary



Date: 9th January, 2018