



## RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

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RSIL/2019

15<sup>th</sup> January, 2019

BSE Ltd.  
Floor No. 25<sup>th</sup>  
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 31<sup>st</sup> December, 2018.

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: 31<sup>st</sup> December, 2018

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 <sup>st</sup> May, 2018.									
Title (Mr./Ms)	Name of the Directors	PAN&DIN	Category (Chairperson /Executive/Non-Executive/Independent/No minee) &	Date of Appointment in the current term/cessation	Tenure* (rounded-off in year)	No of Directorship in listed entities including this entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this 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	Executive	07/01/2016	NA	NA	NA	NA	
Mr.	Vijay Kumar Jain	AAIPJ2722L 00098298	Executive	01/04/2013	NA	NA	NA	NA	
Mr.	Navin Khandelwal	ACBPK8517B 00134217	Non-executive/Independent	26/09/2014@	NA	NA	NA	NA	
Mrs.	Meera Dinesh Rajda	AAXPR1721L 07130303	Non-executive/Independent	23/09/2015@	NA	NA	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).

@ Mr. Navin Khandelwal, an Independent Director of the company had tendered his resignation from the office of the Board of Directors with effect from 22<sup>nd</sup> October, 2018.



@ @ 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 19<sup>th</sup> 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 31<sup>st</sup> 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 Corporate Insolvency Resolution Process (CIRP) has been initiated in respect of Ruchi Soya Industries Limited (RSIL) under the provisions of Insolvency and Bankruptcy Code, 2016 (IBC) by an Order passed by Hon'ble National Company Law Tribunal, Mumbai with effect from December 15, 2017. As per section 17 of the IBC, the powers of the Board of Directors of the Company stand suspended and such powers shall be exercised by Mr. ShailendraAjmera (IP Registration No. IBB/IPA-001/IP-P00304/2017-18/10568) appointed as Interim Resolution Professional with respect to the Company. Further, in terms of the provisions of the Code, the Committee of Creditors (CoC) at its meeting held on 12th January, 2018, resolved to appoint Mr. ShailendraAjmera as a Resolution Professional. Further, the COC approved the resolution plan submitted by the successful resolution applicant, which has been placed by the RP before Hon'ble NCLT, and is pending approval of the Hon'ble NCLT. In terms of Sections 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 31<sup>st</sup> December, 2018. However, a co-ordination meeting convened by the Resolution Professional between the Chief Financial Officer, Auditor and the Resolution Professional were held on 14<sup>th</sup> November, 2018 & 1<sup>st</sup> December, 2018.



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*
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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 31<sup>st</sup> December, 2018.</p>			
V. Related Party Transactions			
Subject		Compliance status (Yes/No/NA) <sup>refer note below</sup>	
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. <b>Not Applicable</b></p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>Not Applicable</b></p> <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; remuneration committee</li> <li>Stakeholders relationship committee</li> <li>Risk management committee- Not Applicable - (applicable to the top 100 listed entities)</li> </ol> <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. <b>Not Applicable</b></p>			



4. Due to commencement of CIRP, no meeting of Board of Directors was held during the quarter ended 31<sup>st</sup> 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 14<sup>th</sup> November, 2018.

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 15<sup>th</sup> 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 14<sup>th</sup> November, 2018.

For RUCHI SOYA INDUSTRIES LIMITED



Company Secretary



Date: 15.01.2019