



RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

Head Office :
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7/5, South Tukoganj,
Nath Mandir Road,
INDORE - 1 (M.P.) India
Phone : 4065012, 2513281-82-83
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RSIL/2019

29.05.2019

BSE Limited
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,

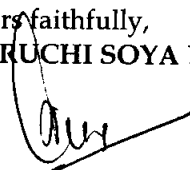
Sub: Annual Secretarial Compliance Report for the Financial Year Ended 31st March, 2019.

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019; please find attached herewith the “Annual Secretarial Compliance Report” for the Financial Year ended 31st March, 2019 issued by Mr. Prashant Diwan, Practicing Company Secretary, Mumbai.

You are requested to take the same on your records and oblige.

Thanking you,

Yours faithfully,
For RUCHI SOYA INDUSTRIES LIMITED


COMPANY SECRETARY

Encl: As above.



PRASHANT DIWAN

B.Com, LL.B, FCS, AICWA

Practicing Company Secretary

B-703/704, Anand Sagar

M. G. Road, Kandivali (W), Mumbai 400067

**SECRETARIAL COMPLIANCE REPORT OF RUCHI SOYA INDUSTRIES LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2019**

[Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated February, 08, 2019]

I have examined:

- (a) all the documents and records made available to us and explanation provided by **Ruchi Soya Industries Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 applicable subject to the following remark;

1) The National Company Law Tribunal ("NCLT"), Mumbai Bench, vide order dated 15th December 2017 ("Insolvency Commencement Order") has initiated Corporate Insolvency Resolution Process ("CIRP") based on petitions filed by Standard Chartered Bank and DBS Bank Ltd u/s 7 of the Insolvency and Bankruptcy Code, 2016 ("the Code"). 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 held on 12th January 2018, Mr. Shailendra Ajmera had been confirmed as Resolution Professional ("RP"/ "Resolution Professional") for the Company. Pursuant to the Insolvency Commencement Order and in line with the provisions of the Code, the powers of the Board of Directors were suspended and the same were to be exercised by IRP / RP.

2) The Provisions as specified in regulations 17, 18, 19, 20 and 21 shall not be applicable during the insolvency resolution process period in respect of a listed entity which is undergoing corporate insolvency resolution process under the Insolvency and bankruptcy Code.





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- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (d) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
- (f) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

As per the explanations given to me in the representations made by the management and relied upon by me, during the period under review, provisions of the following regulations were not applicable to the Company:

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirements (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 33 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 - Financial results	The Financial Results for the Quarter and year ended 31 st March, 2018 submitted on 07.06.2018	The Financial Results for the Quarter and year ended 31 st March, 2018 were not submitted within 60 Days from the end of the Financial Year.
2	Regulation 9 read with Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015	Two members of the Promoter group have traded in the Equity shares of the Company during the closure of trading window.	1) It is observed that two members of the Promoter group have not complied with the Code of Conduct of Company adopted pursuant to Regulation 9 read with Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015. 2) The Company has issued the letters to both the members to give the explanation about the trading of shares during the trading window was closed.





PRASHANT DIWAN

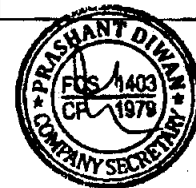
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			3) Further Company has also intimated to the SEBI about the said violations of SEBI (Prohibition of Insider Trading) Regulations, 2015 vide its letters dated 28.02.2019 and 08.05.2019 respectively to the above referred two members.
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder so far as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken e.g. fines, warning letters, debarment etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	BSE	Non-Compliance of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for non submission of Financial results within prescribed time	BSE levied fine of Rs. 5,000/- per day till the date of Compliance	The Company has paid total fine of Rs. 47,200/- inclusive of GST of Rs.7,200/- on 04.07.2018
2	NSE	Non-Compliance of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for non submission of Financial results within prescribed time	NSE levied fine of Rs. 5,000/- per day till the date of Compliance	The Company has paid total fine of Rs.47,200/- inclusive of GST of Rs.7,200/- on 26.06.2018.





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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observation of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2018	Actions taken by the listed entity, if any.	Comments of the Practising Company Secretary on the actions taken by the listed entity.
Not Applicable, as this being the first report				



CS Prashant Diwan
Practising Company Secretary
FCS: 1403 CP: 1979

Date: 27.05.2019
Place: Mumbai