

RUCHI SOYA INDUSTRIES LIMITED



Head Office :
601, Part B-2, 6th Floor,
Metro Tower, Vijay Nagar,
A.B. Road, Indore - 452 010 (M.P.)
E-mail : ruchisoya@ruchisoya.com

CIN : L15140MH1986PLC038536

RSIL/2021

May 11, 2021

BSE Limited
Corporation Relations Department
Floor No. 25th
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400 001
Scrip Code: 500368

National Stock Exchange of India Limited
“Exchange Plaza”,
Bandra-Kurla Complex, Bandra(E),
Mumbai – 400 051
Scrip Code: RUCHI

Dear Sirs,

Sub: Outcome of meeting of Board of Directors of Ruchi Soya Industries Limited held on 10th May, 2021 - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015

This is to inform you that, the Board of Directors of the Company, at its meeting held on 10th May, 2021 has approved:

1. the acquisition of business of manufacturing, packing and labelling of biscuits, cookies, rusk and other associated bakery products along with the manufacturing plant located at Khasra No. 450, 451, 452, Village Lodhiwala, Tehsil – Bhagwanpur, District – Haridwar – 247661 from Patanjali Natural Biscuits Private Limited, as a going concern on a slump sale basis as per the terms and conditions specified in the Business Transfer Agreement (“BTA”).
2. the BTA subject to condition precedents specified therein and requisite approvals.

Enclosed as Annexure A is the information required to be furnished pursuant to Regulation 30 of the Listing Regulations read with the SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015:

Also, please find attached herewith copy of the Press Release proposed to be issued in the matter.

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Kindly take this information on record.

Thanking you,

Yours faithfully,

For RUCHI SOYA INDUSTRIES LIMITED

A handwritten signature in black ink, appearing to be the name "Ruchi" or similar, written in a cursive style.

Company Secretary

Encl. As above

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Annexure A

Disclosure of Information pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015:

Sr. No.	Disclosure requirement	Disclosure details
a	Name of the target entity, details in brief such as size, turnover etc.	<p>Ruchi Soya Industries Limited ("the Company") will enter into a Business Transfer Agreement ("BTA") with Patanjali Natural Biscuits Private Limited ("PNBPL") to acquire the business of manufacturing, packing and labelling of biscuits, cookies, rusk and other associated bakery products along with manufacturing plant located at Khasra No. 450, 451, 452, Village Lodhiwala, Tehsil - Bhagwanpur, District – Haridwar – 247661 , as a going concern on a slump sale basis. The turnover of PNBPL for the year ended 31st March, 2020 was Rs. 448 Crores.</p> <p>The transaction includes novation of certain contract manufacturing agreements along with transfer of employees, assets (tangible and intangible), current assets and current liabilities, licenses and permits (excluding certain assets and liabilities of PNBPL as specified under the BTA).</p>
b	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms' length".	<p>Yes, the proposed acquisition falls under the related party transaction. PNBPL is one of the Promoters of the Company. Furthermore, Shri Ram Bharat, Managing Director and one of the promoters of the Company, is also a Director of PNBPL. Shri Acharya Balkrishna, one of the promoters and Chairman of the Company also holds 66.28% of the paid up equity share capital of PNBPL. The proposed acquisition is undertaken at arms' length basis.</p>
c	Industry to which the entity being acquired belongs.	<p>Business being acquired belongs to Fast Moving Consumer Goods ("FMCG") Industry.</p>
d	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if	<p>The object of acquisition is to expand the product portfolio of the existing business of the Company.</p>

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	its business is outside the main line of business of the listed entity).	
e	Brief details of any governmental or regulatory approvals required for the acquisition.	Not applicable
f	Indicative time period for completion of the acquisition.	Within two months from the date of approval of the Board of Directors i.e. 10 th May, 2021.
g	Nature of consideration - whether cash consideration or share swap and details of the same.	Cash consideration as under : <ul style="list-style-type: none">Rs. 15,00,62,500/- being 25% of the total Purchase Consideration shall be paid on or before the Closing Date;Rs. 45,01,87,500/- being 75% of the total Purchase Consideration shall be paid within 90 days from the Closing Date.
h	Cost of acquisition or the price at which the shares are acquired.	The amount of consideration for the acquisition agreed upon under the BTA is Rs. 60,02,50,000/-
i	Percentage of shareholding / control acquired and / or number of shares acquired.	Not applicable as the transaction is undertaken on a slump sale basis.
j	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief).	Not applicable