



RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

Head Office :
601, Part B-2, 6th Floor,
Metro Tower, Vijay Nagar,
A.B. Road, Indore - 452 010 (M.P.) India
Tel.: +91-731-4767009/109
E-mail : ruchisoya@ruchisoya.com

RSIL/2021

29.06.2021

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, 2021.

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, 2021 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, 2021**

[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") through digital mode,
- (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, 2021 ("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;
- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) 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; and
- (e) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

As per 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 (Delisting of Equity Shares) Regulations, 2009;
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; and
- (f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;





PRASHANT DIWAN

B.Com, LL.B, FCS, AICWA
Practicing Company Secretary

B-703/704, Anand Sagar
M. G. Road, Kandivali (W), Mumbai 400067

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 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Improper constitution of Audit Committee	The Audit Committee of the Company was not properly constituted for the period from 13 th July, 2020 to 13 th August, 2020 due to resignation of Independent Director.
2	Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Improper constitution of Nomination and Remuneration Committee	The Nomination and Remuneration Committee of the Company was not properly constituted for the period from 2 nd July, 2020 to 13 th August, 2020 due to resignation of Independent Directors.
3	Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non recommendation of Nomination and Remuneration Committee for appointment of Director	The Company had appointed two Independent Directors however the appointments were without recommendation of Nomination and Remuneration Committee since Committee was not properly constituted for the period from 2 nd July, 2020 to 13 th August, 2020 due to resignation of Independent Directors.

(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	SEBI	Regulation 160(d) of SEBI (Issue of Capital and Disclosure Requirements), Regulations 2018	SEBI has not acceded to the application made by the Company under Sub-regulation (1) of Regulation 300 of the SEBI (Issue of Capital and Disclosure	The Company had made application to SEBI for seeking extension of time for making preferential allotment to Ashav Advisory LLP.



			Requirements) Regulations, 2018	SEBI vide its letter dated 15 th September, 2020 informed company that the said application is not acceded since the Company is not in compliance with Regulation 160(d) of the SEBI ICDR Regulations, while making a preferential issue and the Company did not ensure that it is in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
--	--	--	---------------------------------	--

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

Sr. No	Observation of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any.	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Regulation 29(2)/29(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Non intimation of Board Meeting to BSE and NSE. The Company has not made prior intimation about the Board Meeting for Issue of Shares on Preferential basis to BSE and NSE.	31.03.2020	None	-
2	Regulation 33 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 - Financial results. The Financial Results for the Quarter ended 30 th June, 2019 were not submitted within 45 Days from the end of the Quarter.	31.03.2020	The Financial results were submitted after 45 days i.e. submitted on 10.09.2019	None
3	Regulation 34 of SEBI (Listing obligations and Disclosure Requirements) Regulations,	31.03.2020	The Annual Report was submitted after prescribed time i.e.	None



PRASHANT DIWAN

B.Com, LL.B, FCS, AICWA
Practising Company Secretary

B-703/704, Anand Sagar
M. G. Road, Kandivali (W), Mumbai 400067

	2015 Annual Report was not submitted within the prescribed time to BSE and NSE.		submitted on 15.02.2020	
4	Regulation 9 read with Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015. 1) It is observed that One Designated Person has 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 received the letter from Designated Person stating that by an oversight, his broker has sold 135 equity shares of the Company during the period when trading window was closed.	31.03.2020	The Company had submitted the Report to SEBI in the prescribed format as per SEBI circular no. SEBI/HO/ISD/CIR/P/2019/82 dated 19.07.2019 on 18.11.2019.	None

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



PR: 530/2017
UDIN: F001403C000498383

Date: 22/06/2021
Place: Mumbai

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.



PRASHANT DIWAN

B.Com, LL.B, FCS, AICWA

Practicing Company Secretary

B-703/704, Anand Sagar

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

Annexure A

**SECRETARIAL COMPLIANCE REPORT OF RUCHI SOYA INDUSTRIES LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2021**

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

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of the provisions of applicable laws, rules and regulations is the responsibility of management. My examination was limited to the verification of procedures on test basis.
5. The Secretarial Compliance Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
6. I have not carried out the physical verification of any records due to prevailing conditions of COVID-19 in the country. I have relied on the records as made available by the Company through digital mode as well as I have also relied on the Management representation made by the Company.

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



PR: 530/2017

UDIN: F001403C000498383

Date: 22/06/2021

Place: Mumbai