

Ruchi

Head Office :
301, Mahakosh House,
7/5, South Tukoganj,
Nath Mandir Road,
INDORE - 1 (M.P.) India
Phone : 4065012, 2513281-82-83
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E-mail : ruchisoya@ruchisoya.com

RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

RSIL/2020

21st February, 2020

To
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 Sir,

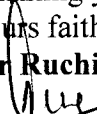
Sub : Declaration of result and submission of requisite details under Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref : EGM held on Thursday, the 20th February, 2020

In continuation and with reference to our letter dated 20th February, 2020 enclosing the proceedings of the Extra Ordinary General Meeting of the Company held on Thursday, the 20th February, 2020, we may submit that all the business of the notice of EGM were duly transacted and approved by requisite majority.

The Company had provided remote e-voting facility in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2015 and in accordance with Regulation 44 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Facility of casting the votes through Ballot paper at the EGM was also provided to the members who could not cast their vote through remote e-voting. The Board of Directors of the Company had appointed Mr. Hardev Singh , Practicing Company Secretary as the scrutinizer for the e-voting process and the voting facility at the venue of the EGM. He has submitted his report dated 20th February, 2020 to the Company on 20th February, 2020. The same is attached herewith for your kind perusal and records.

Kindly do find the requisite details of voting results in accordance with Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as attached herewith in order and acknowledge a receipt hereof.

Thanking you,
Yours faithfully,
For Ruchi Soya Industries Ltd.

Company Secretary

Encl.: As above

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E-mail : ruchisoya@ruchisoya.com

Date of the EGM : 20th February, 2020

Total No. of shareholders on record date : 85,026 at cut-off date (7th February, 2020)

No. of shareholders present in the meeting : 40
either in person or through proxy-

Promoters and Promoters Group : 04
Public : 36

No. of Shareholders attended the meeting
Through Video Conferencing –

Promoters : Not Applicable
Public : Not Applicable

Mode of Voting (for all Agenda items) : E-voting and voting through ballot at the EGM

Details of the Agenda, Type of Resolution and Summary of votes cast are attached herewith.



SINGH HARDEV & ASSOCIATES

Company Secretaries

CS

101, Plot No. 6, LSC,
Vardhman Rajdhani Plaza
New Rajdhani Enclave Delhi-110092

Mobile : +919810331425
Tel. : 011-43071864
E-mail : singh_hardev@rediffmail.com

REPORT OF SCRUTINIZER

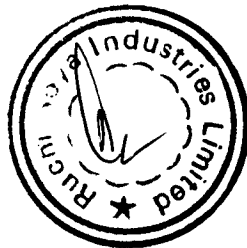
(E-Voting and Voting through Physical Ballot Paper)
Pursuant to Section 108 of the Companies Act, 2013 and applicable Rules of the
Companies (Management and Administration) Rules, 2014

To,

The Chairman
Ruchi Soya Industries Limited,
"Ruchi House" Royal Palms,
Survey No. 169, Aarey Milk Colony,
Near Mayur Nagar, Goregaon (East),
Mumbai-400065.

Subject:- Consolidated Scrutinizers' Report on remote e-voting and voting through physical ballot paper conducted in terms of provisions of Section 108 of the Companies Act, 2013 read with rules issued there under and the applicable provisions of the SEBI (LODR) Regulation, 2015.

Ref:- Extra Ordinary General Meeting (EGM) of Ruchi Soya Industries Limited held On Thursday, the 20th February, 2020.



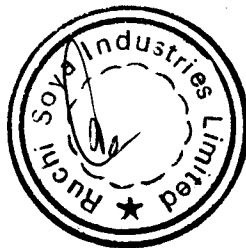
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Dear Sir,

1. I Hardev Singh, Practicing Company Secretary, appointed as scrutinizer by the Board of Directors of Ruchi Soya Industries Limited ("the Company") for the purpose of scrutinizing the remote e-voting and voting through ballot paper carried out at the venue of the Extra Ordinary General Meeting (EGM) held on Thursday, the 20th February, 2020, at 11.00 AM at Astha Bhawan, A-105, Sector-5, Noida-201301 and ascertaining the requisite majority on remote e-voting and voting through ballot paper undertaken as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, read with amendments made thereto.

Accordingly, Ruchi Soya Industries Limited has made arrangement with the system provider viz. Central Depository Services (India) Limited (CDSL) for providing a system recoding votes of the shareholders electronically through e-voting. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Extra Ordinary General Meeting Notice dated January, 17, 2020 sent to shareholders.

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rule made thereunder relating to vote through electronic means on the resolutions contained in the Notice dated 17.01.2020 of the EOGM of the members of the Company. Sarthak Global Limited, Registrar and Transfer Agent of the Company, has provided data of members entitled to vote as on the cut-off date.



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3. My responsibility as a Scrutinizer for the remote e-voting and voting through physical ballot paper at the EGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the notice, based on the reports generated from the e-voting system provided by CDSL, the authorized agency to provide e-voting facilities, engaged by the Company and ballot papers made available at the EGM.

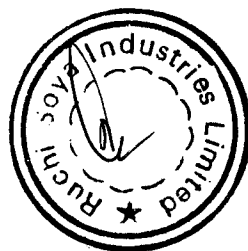
4. Further to above, I submit my report as under:-

4.1. The Shareholders holding shares as on the "cut-off date" i.e. Friday, February 07, 2020 were entitled to vote on resolution(s) proposed as set out in the notice of the said EGM by remote e-voting or voting through physical ballot paper at the EGM venue.

4.2. The Company has provided the remote e-voting facility directly at the website www.evotingindia.com hosted by Central Depository Services (India) Limited (CDSL) vide EVSN reference no. 200121002.

4.3. The remote e-voting period remained open from 17th February, 2020 at 10.00 am IST to 19th February, 2020 at 5.00 pm IST and thereafter, the members who did not exercise their voting rights through remote e-voting, were entitled to vote at the Extra Ordinary General Meeting.

4.4. After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.



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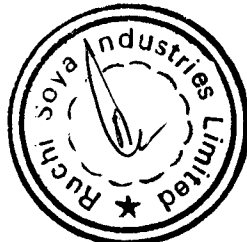
4.5. The locked ballot box was subsequently opened in my presence and in presence of two witness, namely Mr. Kumar Rajesh (Authorised representative of Patanjali Ayurved Ltd u/s 113) and Mr. Pradeep Joshi (Authorised representative of Divya Yogmandir Trust u/s 113), who are not in employment of the Company. They have signed below after my signature in confirmation of the votes being unblocked in their presence. The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained with the Registrar and Transfer Agent of the Company. As per information given to me by the Company no person was present through proxy.

5. Based on the report generated from the CDSL e-voting website and the voting through physical means at the venue of the EGM, the consolidated report on the voting on the four (4) agenda items of the Extra Ordinary General Meeting are as under:

ITEM NO. 1 – SPECIAL RESOLUTION:

Approval for Borrowing Limits of the Company.

Particulars	Remote e-voting		Voting at the meeting through ballot papers		Total		Percent age
	Number of members	Votes	Number of members	Votes	Number of members	Votes	
Assent	31	292506106	21	102	52	292506208	99.995



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Dissent	9	13052	0	0	9	13052	0.004
Invalid	0	0	0	0	0	0	0
Total	40	292519158	21	102	61	292519260	100.00

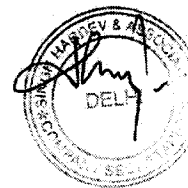
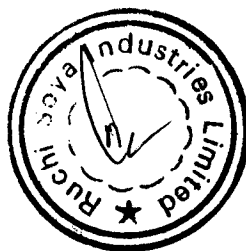
Based on the aforesaid result, the Resolution has been passed with requisite majority.

ITEM NO. 2 – SPECIAL RESOLUTION:

Approval for Creation of Security and Execution of security Documents.

Particulars	Remote e-voting		Voting at the meeting through ballot papers		Total		Percentage
	Number of members	Votes	Number of members	Votes	Number of members	Votes	
Assent	32	292506845	21	102	53	292506947	99.995
Dissent	8	12313	0	0	8	12313	0.004
Invalid	0	0	0	0	0	0	0.00
Total	40	292519158	21	102	61	292519260	100.00

Based on the aforesaid result, the Resolution has been passed with requisite majority.



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ITEM NO. 3 – SPECIAL RESOLUTION:

Approval for conversion of loan into equity.

Particulars	Remote e-voting		Voting at the meeting through ballot papers		Total		Percent age
	Number of members	Votes	Number of members	Vote s	Number of members	Votes	
Assent	25	292505815	21	102	46	292505917	99.995
Dissent	15	13343	0	0	15	13343	0.004
Invalid	0	0	0	0	0	0	0
Total	40	292519158	21	102	61	292519260	100.00

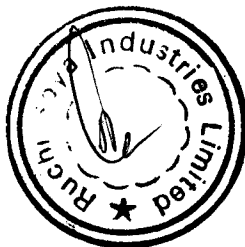
Based on the aforesaid result, the Resolution has been passed with requisite majority.

ITEM NO. 4 – SPECIAL RESOLUTION:

Approval for issue of equity shares on preferential basis.

Particulars	Remote e-voting		Voting at the meeting through ballot papers		Total		Percentage
	Number of members	Votes	Number of members	Votes	Number of members	Votes	
Assent	26	292506037	21	102	47	292506139	99.995
Dissent	14	13121	0	0	14	13121	0.004
Invalid	0	0	0	0	0	0	0
Total	40	292519158	21	102	61	292519260	100.00

Based on the aforesaid result, the Resolution has been passed with requisite majority.




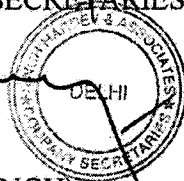
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6. All the above mentioned resolutions have been passed with requisite majority.

7. The poll papers and all other records were sealed and handed over to Mr. R. L. Gupta, Company Secretary, for safe keeping.

Thanking you,
Yours Sincerely

for SINGH HARDEV & ASSOCIATES
COMPANY SECRETARIES

(FCS HARDEV SINGH)

Proprietor

Membership no :- F-6673

CP :- 3317

UDIN: F006673A000564835

Date: 20.02.2020

Place:- Delhi

Witness 1.

Name:- *Tripti* TRIPTI RANI

Address:- H.No. 2358, Jawahar Colony, F-66

Witness 2

Name:-

Address

Sanjiv Kumar
Premier P.O.
Sector 62, Gurgaon

Signed by:-

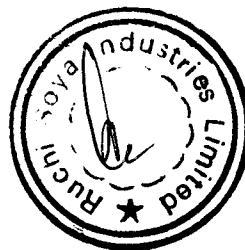

For and on behalf of the Board

Ruchi Soya Industries Limited

Name:- R. L. Gupta

Designation:- Company Secretary

M. No. :- F2930



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