



# 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/2020

26.06.2020

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,

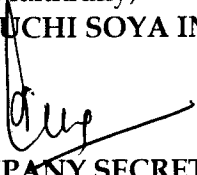
**Sub: Annual Secretarial Compliance Report for the Financial Year Ended 31<sup>st</sup> March, 2020.**

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08<sup>th</sup> February, 2019; please find attached herewith the “Annual Secretarial Compliance Report” for the Financial Year ended 31<sup>st</sup> March, 2020 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 31<sup>ST</sup> MARCH, 2020**

[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 31<sup>st</sup> March, 2020 ("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 is applicable subject to the following remark;

- 1) The National Company Law Tribunal ("NCLT"), Mumbai Bench, vide order dated 15<sup>th</sup> December 2017 ("Insolvency Commencement Order") had 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 12<sup>th</sup> 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.

Further, I was informed that the Committee of Creditors has approved the resolution plan and was filed with Hon'ble NCLT which has since been approved by NCLT vide Orders dated 24<sup>th</sup> July, 2019 and 4<sup>th</sup> September, 2019 and Mr. Shailendra Ajmera, erstwhile Resolution Professional of the Company has been appointed as Monitoring Agent to supervise the implementation of the resolution plan. Mr. Shailendra Ajmera, Monitoring Agent has completed the process of implementing of Resolution Plan on 18<sup>th</sup> December, 2019.

PRASHANT  
DEVENDRA  
DIWAN



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2) The Provisions as specified in regulations 17, 18, 19, 20 and 21 which were not applicable during the Insolvency Resolution Process period from - 15<sup>th</sup> December, 2017 to 18<sup>th</sup> December, 2019 in respect of a listed entity which was undergoing Corporate Insolvency Resolution Process under the Insolvency and Bankruptcy Code.

- (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.
- (e) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- (f) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) 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 (Buyback of Securities) Regulations, 2018;
- (b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

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 29(2)/29(3) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 - Delay in furnishing prior intimation about the meeting of the Board of Directors	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





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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 29(2)/29(3) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 - Delay in furnishing prior intimation about the meeting of the Board of Directors	BSE levied fine of Rs. 10,000/- per instance of non-compliance per item	The Company has paid total fine of Rs. 11800/- inclusive of GST of Rs.1,800/- on 06.03.2020 to BSE
2	NSE	Non-Compliance of Regulation 29(2)/29(3) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 - Delay in furnishing prior intimation about the meeting of the Board of Directors	NSE levied fine of Rs. 10,000/- per instance of non-compliance per item	The Company has paid total fine of Rs. 11800/- inclusive of GST of Rs.1,800/- on 06.03.2020 to NSE
3	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. 88,500/- inclusive of GST of Rs.,13,500/- on 11.09.2019 and Rs. 64,900/- inclusive of GST of Rs.9,900/- on 29.01.2020 to BSE.
4	NSE	Non-Compliance of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for non submission of Financial results within prescribed	NSE levied fine of Rs. 5,000/- per day till the date of Compliance	The Company has paid total fine of Rs. 88,500/- inclusive of GST of Rs.13,500/- on 11.09.2019 and Rs. 64,900/- inclusive of GST of Rs.9,900/- on 22.01.2020 to NSE.



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5	BSE	Non-Compliance of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Non Submission of the Annual Report within the period prescribed under this Regulation	BSE levied fine of Rs. 2,000/- per day till the date of Compliance	The Company has paid total fine of Rs. 73,160/- inclusive of GST of Rs.11160/- on 06.03.2020 to BSE.
6	NSE	Non-Compliance of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Non Submission of the Annual Report within the period prescribed under this Regulation	NSE levied fine of Rs. 2,000/- per day till the date of Compliance	The Company has paid total fine of Rs. 80,240/- inclusive of GST of Rs.12,240/- on 06.03.2020 to NSE.

(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	The Financial Results for the Quarter and year ended 31st March, 2018 were not submitted within 60 Days from the end of the Financial Year.	None	The Company has paid total fine of Rs. 47,200/- inclusive of GST of Rs.7,200/- on 04.07.2018 to BSE and on 26.06.2018 to NSE	None
2	Two members of the Promoter group have traded in the Equity shares of the Company during the closure of trading window.	None	1) The Company has issued the letter to both the members to give the explanation about the trading of shares during the trading window	None



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**Practising Company Secretary**

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			was closed. 2) Further, the 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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A DIWAN

Digitally signed by PRASHANT  
DEVENDR A DIWAN  
DN: cn=PRASHANT DEVENDR A DIWAN,  
o=Practising Company Secretary,  
ou=Practising Company Secretary,  
c=IN

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

PR: 530/2017

UDIN: F001403B000377933

Date: 25.06.2020

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**

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 2019 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.

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DEVENDR  
A DIWAN

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

PR: 530/2017

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Date: 25.06.2020

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