



# RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

Head Office :  
301, Mahakosh House,  
7/5, South Tukoganj,  
Nath Mandir Road,  
INDORE - 1 (M.P.) India  
Phone : 4065012, 2513281-82-83  
Fax : 91-731-4065019  
E-mail : ruchisoya@ruchisoya.com

December 19, 2019

To,

The Secretary, Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400001  
Maharashtra, India

The Manager, Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1,  
G Block, Bandra Kurla Complex, Bandra (E),  
Mumbai- 400051  
Maharashtra, India

Dear Sir / Madam,

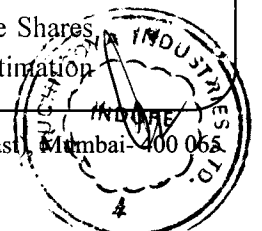
**Sub: Disclosures regarding matters implemented pursuant to approval of the resolution plan submitted by the consortium of Patanjali Ayurved Limited, Patanjali Parivahan Private Limited, Divya Yog Mandir Trust and Patanjali Gramudyog Nyas and approved by the Hon'ble National Company Law Tribunal, Mumbai bench vide their orders dated July 24, 2019 and September 04, 2019 for the corporate insolvency resolution of Ruchi Soya Industries Limited.**

This is to inform that pursuant to the terms of the Resolution Plan approved by Hon'ble National Company Law Tribunal ("NCLT"), Mumbai Bench under Section 31 of the Insolvency and Bankruptcy Code, 2016 vide its order dated July 24, 2019 read with its order dated September 04, 2019, the following changes have been made in the Company, all of which are effective from December 18, 2019 (i.e. Closing Date as defined under the Resolution Plan).

## 1. Reduction and Consolidation / extinguishment of Share Capital of the Company

The equity share capital and preference share capital of the Company held by the shareholders as on November 16, 2019, being record date for the purpose of reduction and consolidation of capital, has been reduced, consolidated, cancelled and extinguished on December 17, 2019 in the manner set out in the intimation letter dated September 07, 2019 sent by the Company to the stock exchanges.

The existing issued, subscribed and paid up 2,00,000 Cumulative Redeemable Preference Shares of Rs. 100 each stand fully cancelled and extinguished on December 17, 2019 as per intimation letter dated September 07, 2019 to the Stock Exchanges.





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-2-

### 2. Amalgamation of Patanjali Consortium Adhigrahan Private Limited with and into the Company

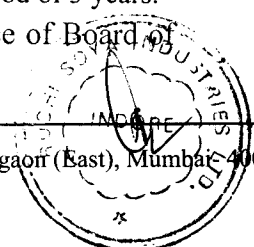
Patanjali Consortium Adhigrahan Private Limited has been amalgamated with and into the Company with effect from 18<sup>th</sup> December, 2019 and pursuant to the said amalgamation, the Company has issued and allotted the securities as per the details mentioned below as per the share exchange ratio set out in the intimation by the Company to the stock exchange dated September 07, 2019:

- a) 14,25,00,000 equity shares to Patanjali Ayurved Limited, being the equity shareholder of Patanjali Consortium Adhigrahan Private Limited;
- b) 6,00,00,000 equity shares to Divya Yog Mandir Trust (acting through its business undertaking Divya Pharmacy), being the equity shareholder of Patanjali Consortium Adhigrahan Private Limited;
- c) 5,00,00,000 equity shares to Patanjali Parivahan Private Limited, being the equity shareholder of Patanjali Consortium Adhigrahan Private Limited;
- d) 4,00,00,000 equity shares to Patanjali Gramudyog Nyas, being the equity shareholder of Patanjali Consortium Adhigrahan Private Limited;
- e) 4,50,00,000 preference shares to Patanjali Ayurved Limited, being the preference shareholder of Patanjali Consortium Adhigrahan Private Limited;
- f) 4,500 non-convertible debentures to Patanjali Ayurved Limited, being the debenture holder of Patanjali Consortium Adhigrahan Private Limited.

Pursuant to the said amalgamation, the authorized share capital of the Company stands increased to Rs. 953,05,00,000 divided into 211,20,50,000 equity shares of Rs. 2 each and 5,30,64,000 preference shares of Rs. 100 each.

### 3. Reconstitution of the Board of Directors of the Company

- a. Appointment of Acharya Balkrishna as Chairman and Managing Director of the Company for a period of 3 years.
- b. Appointment of Swami Ramdev as non-executive director of the Company on a rotational basis.
- c. Appointment of Ram Bharat as whole time director of the Company for a period of 3 years on a rotational basis.
- d. Appointment of Rajat Sharma as independent director of the Company for a period of 3 years.
- e. Appointment of Girish Ahuja as independent director of the Company for a period of 3 years.
- f. Appointment of Bhavna Shah as independent director of the Company for a period of 3 years.
- g. Mr. Vijay Kumar Jain, currently executive director has vacated the office of Board of Directors of the Company.





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-3-

Accordingly, the newly constituted board and board committees shall comprise of the following members:

## Board of Directors

- (i) Acharya Balkrishna: Chairman and Managing Director
- (ii) Swami Ramdev: Non-Executive Director
- (iii) Ram Bharat: Whole Time Director
- (iv) Rajat Sharma: Independent Director
- (v) Girish Ahuja: Independent Director
- (vi) Bhavna Shah: Independent Director

## Audit Committee

- (i) Girish Ahuja: Chairman
- (ii) Ram Bharat: Member
- (iii) Bhavna Shah: Member

## Nomination and Remuneration Committee

- (i) Rajat Sharma: Chairman
- (ii) Swami Ramdev: Member
- (iii) Bhavna Shah: Member

## Corporate Social Responsibility Committee

- (i) Acharya Balkrishna: Chairman
- (ii) Swami Ramdev: Member
- (iii) Rajat Sharma: Member

## Stakeholders' Relationship Committee

- (i) Rajat Sharma: Chairman
- (ii) Acharya Balkrishna: Member
- (iii) Bhavna Shah: Member

## Risk Management Committee

- (i) Acharya Balkrishna: Chairman
- (ii) Ram Bharat: Member
- (iii) Anil Singhal, Chief Financial Officer
- (iv) Satendra Aggarwal, Chief Operating Officer

The profile of each of the aforementioned directors and relationship between the directors is attached.

## 4. Revocation of Powers of Attorney/ authorization issued by the Company





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-4-

All the Powers of Attorney (POA) and/or other authorizations or mandates (including the sub-delegations of POA, if any, by the Attorney) issued by the Company prior to December 18, 2019 to any person to enable such person to carry out various functions of the Company shall stand revoked and rescinded.

### 5. Revocation of powers of existing promoters group

All powers of management and operation of the Company granted to the erstwhile promoters/promoter group *inter-alia* including the following persons (i) Mr. Dinesh Sahara, (ii) Mr. Kailash Shahra; (iii) Ms. Savitri Devi Shahra; (iv) Ms. Bhavna Goel; (v) Ms. Mamta Khandelwal; (vi) Mr. Umesh Shahra; (vii) Mr. Dinesh Khandelwal; (viii) Mr. Suresh Chandra Santosh Kumar Shahra and/or their nominees shall stand withdrawn, revoked, terminated and rescinded.

### 6. Re-classification of promoter

Application for reclassification of erstwhile promoter and promoter group of Ruchi Soya Industries Limited is being submitted to stock exchanges for their approval as per SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

This disclosure is being made in compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015.

This is for your information and records.

Yours faithfully,

For Ruchi Soya Industries Limited

  
Company Secretary

Encl. As above

## ***Brief Profile of Acharya Balkrishna***

### ***Acharya Balkrishna (DIN: 01778007)***

Acharya Balkrishna completed his education under Lt. Acharya Shri Baldevji at gurukul, Kalwa. He believes in ancient healing and lifestyle traditions of India. He is known as the follower of spiritual tradition of yoga and ayurveda in India. Acharya Balkrishna has also supported in the field of indigenous medicines at domestic as well as international level. He is known as the renowned herbal expert. He founded the Divya Yog Mandir Trust in 1995 with Baba Ramdev.

Acharya Balkrishna has published more than 100 research articles in various national and international journals and more than 100 books are named under him. Magazines like "India Today" and "Outlook" has acknowledged him among the Ten Versatile and Dynamic Young Men of India.

He was honoured with D Litt. (Yoga) (Honoris Causa) by S-VYASA and the faculty of Management by APS University, Rewa. Along with it, he is honored with "UNSDG 10 Most Influential People in Healthcare Award" at the UN headquarters in Geneva, Switzerland. He was decorated with prestigious 'Ayurveda Expert', 'Manav Ratan', 'Bharat Gaurav', 'Indian of the Year' 'Bheeshma Pusakar', Lokmanya Tilak' and 'Transformational Business Leader' awards. Acharya Balkrishna established free quality education institutes, Ayurvedic College & University at national level.

***Brief Profile of Dr. Girish Kumar Ahuja***

Dr. Girish Kumar Ahuja (DIN 00446339)

Dr. Girish Kumar Ahuja holds a bachelor's and Master's degree in commerce from Shri Ram College of Commerce, University of Delhi. He did his PhD. from University of Delhi.

He is a qualified and practicing Chartered Accountant for the past 49 years, having consultancy experience in international and domestic taxation, joint ventures, etc. He is a member of the Institute of Chartered Accountants of India. He is a member of a committee on direct tax matters constituted by the Government of India. He was Member of Task Force Constituted by the Government of India for Drafting the New Income Tax Law. He is also nominated by the Government of India as a part time non-official director to the Central Board of Directors of State Bank of India. He is a consultant on tax matters to various industries and non-profit making organizations.

He was also nominated as member of high powered committee formed by Government of India under the Chairmanship of justice A.P. Shah, Chairman Law Commission to look into (i) issue of applicability of MAT provisions in the case of foreign companies and FII's (ii) any other issue relating to applicability of direct tax provisions which may be referred to it by the Government/CBDT from time to time.

He is author of more than 25 books on direct taxation both for students and professionals including a concise commentary on Direct Taxes, Compendium of Issues of Income Tax , Direct Taxes Ready Reckoner, Direct Taxes Law and Practice, Guide to TDS, Taxation on Capital Gains.

## ***Brief Profile of Rajat Sharma***

### ***Rajat Sharma (DIN 00005373)***

Rajat Sharma is a well-established name in the field of journalism. He has completed his schooling from Ramjas School, Karolbagh. Rajat Sharma did his higher studies from Shri Ram College of Commerce, Delhi and completed his M.Com from Delhi.

Rajat Sharma was associated with Mr. Janardan Thakur as a researcher. He was also a part of Onlooker Magazine, Sunday Observer and The Daily. He is known as the anchor and inventor of famous TV show "Aap Ki Adalat". Currently, he is the chairman and editor-in-chief of India TV. Rajat Sharma was also one of the president of Delhi Cricket Association.

Rajat Sharma was awarded with Padma Shri for his contribution in the field of journalism. Besides that, he has several awards in his name including Entrepreneur of the Year' Award by Exchange4media, Indian Television Academy Lifetime Achievement Award and Padma Bhushan in the year 2015.

### ***Brief Profile of Sh. Ram Bharat***

***Sh. Ram Bharat (DIN : 01651754)***

Sh. Ram Bharat is younger brother of Swami Ramdev. He has completed his graduation from SM Jain degree college, Haridwar. He is an active participant in the field of ayurveda medicines for a substantial period.

Sh. Ram Bharat is associated with Divya Pharmacy and Patanjali Ayurved Ltd. by actively participating in the manufacturing of their commercial products including ayurveda medicines. He is well versed with the knowledge of business model of Patnjali Group as he is directly and indirectly linked with the production, purchase and marketing at commercial level. Sh. Ram Bharat also has a helping hand in the financial decisions of Patanjali Ayurved Ltd for last 17 years. All the operations of Patanjali Group are under the supervision of Sh. Ram Bharat.



### ***Brief Profile of Baba Ramdev***

Baba Ramdev (DIN : 08086068)

Baba Ramdev founded the Divya Yog Mandir Trust in 1995. Baba Ramdev becomes the face of Patanjali Ayurved since 2006.

Baba Ramdev is known for teaching yoga at domestic as well as international level. He has written several books based on yoga including Yog Its Philosophy & Practice, Aushadh Darshan etc. He has also addressed muslim clerics at their seminary in Deoband, Uttar Pradesh. He has also delivered a lecture on poverty alleviation at a United Nations Conference.

Baba Ramdev was also a part of various campaigns against corruption. He has been awarded with many awards including honorary doctorate by Kalinga Institute of Industrial Technology, Sri Chandrashekharendra Saraswati National Eminence Award by Maharashtra Governor K. Shankaranarayanan and was also considered for Padma Vibushan.

He was appointed as brand ambassador of Yoga and Ayurveda by Government of Haryana. American business magazine "Fast Company" ranked Baba Ramdev as 27th in its Most Creative Business People of 2016 list. Magazine India Today ranked Baba Ramdev as 5th in India's 50 Most powerful people of 2017 list.

**Ms. Bhavna Shah (DIN : 00246394)**

Ms. Bhavna Shah is the Regional Head for India and Sri Lanka, of the Malaysian Palm Oil Council (MPOC), Kuala Lumpur. She is based at the MPOC office in Mumbai, India.

Ms. Shah joined MPOC Mumbai in 2004 and helped in the process of making Palm Oil the single largest vegetable oil consumed in the region.

Recognising her stature and knowledge, the organisers of the premier event in India for Soaps Cosmetics, Oils Detergents, etc, SCODET ASIA, have deemed it an honour to invite her to be on their National Programmes Committee. She is on the Editorial Board of Indian Home & Personal Care Industry Association. She is a member of the Organising Committee of GLOBOIL, the premier event in the Indian vegetable oils, seeds and extractions calendar. Ms. Shah is also on the Managing Committees of The Solvent Extractors' Association of India (SEA of India) and International Conference on Soaps, Detergents & Cosmetics (ISDC), amongst others.

In recognition of her contributions to the industry, TEFLAS, under the auspices of the apex association of the vegetable oils and oilseeds industry in the India, The Solvent Extractors' Association of India, conferred on her the award of "**Woman Entrepreneur of the Year**" at its Annual Awards evening, 2009, in Mumbai.

The Indian Medical Association **honoured Ms. Shah on the occasion of the International Women's Day, 2010**, for her contributions in various fields.

A **Special Award** was conferred on her for outstanding contributions to the success of **SCODET Asia in 2017**. Also, heartening to note, Ms Shah was the first ever woman to receive **Global Person of the Year 2018** award last month in the entire history of edible oils industry for her overall contributions to the trade and industry. Ms. Shah has been very recently, bestowed with the "**Employee of The Year**" award by MPOC, Malaysia. This is the first time in the history that MPOC has conferred this award on one of its Regional Heads.

Ms. Shah is a graduate in Commerce & Economics from Mumbai University. She has participated in Executive Programs conducted by the Harvard Business School.

Ms. Shah has made presentations at various national and international forums and at institutes of higher learning in India.