

# RUCHI SOYA INDUSTRIES LIMITED



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

CIN : L15140MH1986PLC038536

**RSIL/2021**

**Date: 30.08.2021**

To  
BSE Ltd.  
Floor No. 25,  
Phiroze Jeejeebhoy Tower,  
Dalal Street,  
Mumbai – 400 001  
**BSE Scrip Code: 500368**

National Stock Exchange of India Ltd.,  
“Exchange Plaza”,  
Bandra-Kurla Complex,  
Bandra (E),  
Mumbai – 400 051  
**NSE Symbol: RUCHI**

Dear Sir/Madam,

**Sub.: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

In compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Notice of 35<sup>th</sup> Annual General Meeting of the Members of the Company to be held on Friday, September 24, 2021 at 3.00 p.m. through video conferencing (“VC”) / other audio visual means (“OAVM”).

The above information will be made available on the Company’s website [www.ruchisoya.com](http://www.ruchisoya.com)

It is for your information and record please.

Thanking you,

Yours faithfully,  
**For RUCHI SOYA INDUSTRIES LIMITED**

**COMPANY SECRETARY**

Encl: As above.


**RUCHI SOYA INDUSTRIES LIMITED**
**CIN:** L15140MH1986PLC038536

**Registered Office:** "Ruchi House", Royal Palms, Survey No. 169, Aarey Milk Colony,  
Near Mayur Nagar, Goregaon (East), Mumbai 400065, Maharashtra, India

**Email:** ruchisoyasecretarial@ruchisoya.com; **Telephone:** (+91-22) 61090100 / 200

**Website:** www.ruchisoya.com

## Notice of 35<sup>Th</sup> Annual General Meeting

Notice is hereby given that the Thirty Fifth (35<sup>th</sup>) Annual General Meeting ("AGM / Meeting") of the members of Ruchi Soya Industries Limited will be held on Friday, the September 24, 2021 at 03.00 PM through video conferencing ("VC") / other audio visual means ("OAVM") to transact the following business:

### ORDINARY BUSINESS:

- To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon.
- To appoint a director in place of Shri Swami Ramdev (DIN: 08086068) who, retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

- To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2022**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of section 148 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 {including any statutory amendments(s), modification(s) or re-enactment(s) thereof, for the time being in force}, the remuneration payable to M/s. K. G. Goyal & Co., Cost Accountants

(Firm Registration No. 000017), appointed by the Board of Directors of the Company, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022, amounting to ₹ 4,40,000/- (Rupees Four Lacs Forty Thousand Only) plus applicable taxes thereon and re-imbursement of out-of-pocket expenses, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified, confirmed and approved.

**RESOLVED FURTHER THAT** Shri Ram Bharat, Managing Director, Shri Sanjeev Kumar Asthana, Chief Executive Officer, Shri Ramji Lal Gupta, Company Secretary and Shri Sanjay Kumar, Chief Financial Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution."

By Order of the Board of Directors  
For **Ruchi Soya Industries Limited**

Place: Mumbai  
Date: August 14, 2021

**Ramji Lal Gupta**  
Company Secretary

**Registered Office:**  
**"Ruchi House",** Royal Palms,  
Survey No. 169, Aarey Milk Colony,  
Near Mayur Nagar, Goregaon (East),  
Mumbai - 400065, Maharashtra, India

## NOTES:

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“the Act”), setting out the material facts in respect of the Special Business to be transacted at the Annual General Meeting (“**AGM / Meeting**”) is annexed hereto. Further, details as required pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) in respect of the directors seeking appointment/re-appointment at the AGM, given as an annexure to Explanatory Statement and the same shall form part of the Explanatory Statement pursuant to the provisions of Section 102 of the Act and Notice.
  2. In view of the continuing restrictions on the mobility of people at several places across the Nation due to the massive outbreak of novel Corona Virus (COVID-19) pandemic, the Ministry of Corporate Affairs (“**MCA**”), vide its General Circular No. 02/2021 dated January 13, 2021 read with General Circular Nos. 20/2020 dated May 05, 2020, 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020 (collectively referred to as “**MCA Circulars**”) and other applicable circulars issued by the Securities and Exchange Board of India (“**SEBI**”), has permitted the Companies to conduct the AGM through video conferencing (“**VC**”) or other audio visual means (“**OAVM**”) during the calendar year 2021, without physical presence of the Members at a common venue.
  3. In compliance with applicable provisions of the Act read with the MCA Circulars and Listing Regulations, the 35<sup>th</sup> AGM of the Company is being conducted through VC / OAVM. In accordance with the provisions of Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India (“**ICSI**”) read with Guidance/Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
  4. The Company has appointed Central Depository Services (India) Limited (“**CDSL**”) to provide VC/ OAVM facility for the AGM.
  5. Pursuant to the General Circular No. 14/2020 dated April 08, 2020, issued by MCA, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, the Institutional / Corporate Shareholders are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-Voting. Hence the Proxy Form and Attendance Slip are not annexed to this Notice.
  6. Corporate members/Societies/Trust intending to send their authorized representative to attend the AGM through VC / OAVM facility, are requested to send a duly certified copy of Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the AGM. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
7. **Electronic dispatch of Annual Report and process for registration of email id for obtaining copy of Annual Report:**
    - (i) In compliance with the MCA Circulars and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors and Auditor or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). The Notice calling the AGM and the Annual Report 2020-21 has been uploaded on the website of the Company at [www.ruchisoya.com](http://www.ruchisoya.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The same is also available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
    - (ii) Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [ruchisoyasecretarial@ruchisoya.com](mailto:ruchisoyasecretarial@ruchisoya.com) or Share Transfer Agent at [investors@sarthakglobal.com](mailto:investors@sarthakglobal.com) along with the copy of the signed request letter mentioning the name, demat account number/folio number, email id, mobile number and address of the Member, self-attested copy of the PAN card and of any document (eg.: Driving License, Election Identity Card, Passport) as supporting documents. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants.
  8. **Procedure to raise questions / seek clarifications with respect to annual report:**
    - (i) Members who wish to express their views / ask questions during the AGM may register themselves as a speaker by sending their request and questions in advance atleast seven (7) days prior to AGM

mentioning their name, demat account number / folio number, email id, mobile number at [ruchisoyasecretarial@ruchisoya.com](mailto:ruchisoyasecretarial@ruchisoya.com).

- (ii) Members who wish to express their views / have queries may send their queries in advance atleast seven (7) days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at [ruchisoyasecretarial@ruchisoya.com](mailto:ruchisoyasecretarial@ruchisoya.com). These queries will be replied by the Company suitably by email.
- (iii) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

#### 9. Instructions to Members for remote e-voting and joining virtual meeting:

1. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020. The Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
4. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020,

the Notice calling the AGM has been uploaded on the website of the Company at [www.ruchisoya.com](http://www.ruchisoya.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

5. The AGM is being convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA General Circular No. 14/2020 dated April 8, 2020 and MCA General Circular No. 17/2020 dated April 13, 2020 and MCA General Circular No. 20/2020 dated May 05, 2020.
  6. In continuance of MCA General Circular No. 20/2020 dated May 5, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020 or become due in the year 2021, to conduct their AGMs on or before December 31, 2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January 13, 2021.
  7. Members whose name are recorded in the Register of Members or in the Register of Beneficial Owner by the Depositories as on cut-off date i.e. Friday, September 17, 2021 shall be entitled to avail the facility of remote e-voting as well as e-voting during AGM. Any receipt of the Notice, who has no voting rights as on the cut-off date shall treat this Notice as intimation only.
  8. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of AGM and prior to the cut-off date i.e. Friday, September 17, 2021 shall also be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting during AGM by following the procedure mentioned.
- 10. The instructions for shareholders for e-voting and joining virtual meetings are as under:**
- (i) The voting period begins on Tuesday, September 21, 2021 at 09.00 AM and ends on Thursday, September 23, 2021 at 05.00 PM. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 17, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has

been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Pursuant to above said SEBI Circular, login method for e-voting and joining virtual meetings for individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, links are also provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID or Forget Password option, as the case may be, available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
  - 6) If you are a first-time user follow the steps given below:
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
    - 4) Next enter the Image Verification as displayed and Click on Login.
    - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of **“RUCHI SOYA INDUSTRIES LIMITED”**.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [ruchisoyasecretarial@ruchisoya.com](mailto:ruchisoyasecretarial@ruchisoya.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
  5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  6. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the EGM.
  9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**11. Instructions for shareholders attending the AGM through VC/OAVM & e-voting during meeting are as under:**

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

**12. Process for those shareholders whose email/mobile no. are not registered with the company/depositories.**

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-Voting System, you



can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

### 13. Procedure for inspection of Documents:

- (i) All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on [ruchisoyasecretarial@ruchisoya.com](mailto:ruchisoyasecretarial@ruchisoya.com).
- (ii) Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, can send an email at [ruchisoyasecretarial@ruchisoya.com](mailto:ruchisoyasecretarial@ruchisoya.com).

The Register of Directors and KMPs and their shareholding maintained under section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode.

### 14. General Information:

- (i) The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date, i.e. Friday, September 17, 2021
- (ii) Once the vote on a resolution is cast by the member, he/she will not be allowed to change it subsequently or cast the vote again.
- (iii) The SEBI has mandated registration of PAN and bank account details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and bank account details to Share Transfer Agent / secretarial department of the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque through email at [investors@sarthakglobal.com](mailto:investors@sarthakglobal.com) or [ruchisoyasecretarial@ruchisoya.com](mailto:ruchisoyasecretarial@ruchisoya.com). The

original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant(s).

- (iv) Sarthak Global Limited, 170/10, Film Colony, R.N.T. Marg, Indore 452001 (M.P.) is the Share Transfer Agent of the Company. Sarthak Global Limited is also the depository interface of the Company with both NSDL and CDSL. Members are requested to address all correspondences to the said Share Transfer Agent.
- (v) The Company has appointed CS Prashant Diwan, Practicing Company Secretary, as Scrutinizer to scrutinize the remote e-voting process and e-voting system at the AGM in a fair and transparent manner.
- (vi) Members who wish to claim their dividends that remained unpaid / unclaimed, are requested to correspond with the Company or to the Share Transfer Agent. The amount of dividend remaining unpaid / unclaimed for a period of seven (7) years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. The Company had, accordingly, transferred the unpaid and unclaimed dividend amount pertaining to dividend for the financial year 2012-13 to the IEPF within the stipulated time period during the year.
- (vii) Members are requested to note that shares on which dividend remains unpaid / unclaimed for a period of seven (7) consecutive years, will also be transferred to the IEPF in terms of the provisions of Section 124 of the Act and the applicable rules made thereunder.
- (viii) Members holding shares in physical form are requested to intimate changes pertaining to their bank account details, mandates, nominations, change of address, e-mail address etc., if any, to the Company or Company's Share Transfer Agent. Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participant(s).
- (ix) The facility for making/varying/cancelling nominations is available for individual shareholders

of the Company. Nominations can be made in Form SH-13 and any variation/cancellation thereof can be made by giving notice in Form SH-14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The forms can be obtained from the Company / Share Transfer Agent or from the website of the Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in).

- (x) Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM. In case any Institutional Member, facing issues for participating in AGM can write to [ruchisoyasecretarial@ruchisoya.com](mailto:ruchisoyasecretarial@ruchisoya.com).
- (xi) The Scrutinizer shall after the conclusion of e-voting at the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within two working

days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.

- (xii) The result shall be declared on or after the date of the Meeting of the Company and shall be deemed to be passed on the date of the Meeting. The result declared, alongwith the Report of the Scrutinizer shall be placed on the website of the Company at [www.ruchisoya.com](http://www.ruchisoya.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing in that behalf. The result shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.
- (xiii) Since the AGM is being conducted through VC / OAVM, the Route Map is not annexed to this Notice.

## EXPLANATORY STATEMENT

### Item No. 3

The Board of Directors of the Company, on the recommendation of the Audit Committee, at their respective meetings held on 10<sup>th</sup> May, 2021, approved the appointment and remuneration of M/s. K. G. Goyal & Co., Cost Accountants (Firm Registration No. 000017), to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022 at a remuneration of ₹ 4,40,000/- (Rupees Four Lacs Forty Thousand Only) plus applicable taxes thereon and re-imbursment of out-of-pocket expenses.

In terms of the provisions of section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the

Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors. In compliance with the General Circular number 20/2020 issued by the Ministry of Corporate Affairs, this item is considered unavoidable and forms part of this Notice.

None of the Directors or Key Managerial Personnel or their relatives, are concerned or interested, financially or otherwise, in this Resolution as set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 for the approval of Members.

## DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE THIRTY FIFTH ANNUAL GENERAL MEETING

[Disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]

### Shri Swami Ramdev (DIN: 08086068), Director

Shri Swami Ramdev is the Non-Executive Non-Independent Director of the Company since December 18, 2019. He holds a degree of Doctor of Science (Honoris Causa) from Dr. D. Y. Patil Vidyapeeth, Pune for his unique contributions to yoga and ayurvedic medicine, a degree of Doctor of Science (Honoris Causa) from Amity University, Uttar Pradesh, a degree of Doctor of Philosophy (Honoris Causa) from KIIT University, Bhubaneswar, and a degree of Doctor of Laws (Honoris Causa) from Berhampur University. He is the president of Divya Yog Mandir Trust. Apart from his association with the Company, he is a director on the board of Yogakshem Sansthan.

Shri Swami Ramdev is proposed to be re-appointed as Non-Executive Non-Independent Director of the Company. He was not paid any remuneration by the Company during the year ended March 31, 2021. No remuneration is sought to be paid to him. He attended six meetings of the Board during the year ended March 31, 2021.

**Age:** 50 years

**Nature of expertise in specific functional areas:** Leadership and Management Strategy, Marketing, Logistics, Import & Exports, Commercial including Public Relations, Innovation and Research & Development.

**Disclosure of inter-se relationships between Directors and Key Managerial Personnel:** Shri Swami Ramdev is the elder brother of Shri Ram Bharat, Managing Director of the Company.

**Shareholding including shareholding as beneficial owner in the Company as on March 31, 2021:** Shri Swami Ramdev is one of the significant beneficial owners of 6,00,00,000 equity shares held by Yogakshem Sansthan and 4,00,00,000 equity shares held by Patanjali Gramudhyog Nayas.

**List of Companies (other than Ruchi Soya Industries Limited) in which Shri Swami Ramdev holds Directorships:** Yogakshem Sansthan

**List of Companies (other than Ruchi Soya Industries Limited) in which Shri Swami Ramdev holds Chairmanship/Membership in Audit Committee and Stakeholders Relationship Committee:** Nil