

RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

RSIL/2020

9th April, 2020

BSE Ltd.
Floor No.25,
Phiroze Jeejeebhoy Tower
Dalal Street, Mumbai – 400 001National Stock Exchange of India Ltd.
“Exchange Plaza”
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051

Dear Sirs,

In re : In-principle approval for issue of 1,86,70,213 equity shares on preferential basis.

Sub : Relaxation from the time period by a reasonable period after lockdown is lifted for allotment of shares due to complete lockdown in the country owing to COVID-19.

We may submit that the Board of Directors of Ruchi Soya Industries Limited (“the Company”), at their meeting held on 17th January, 2020 approved, subject to approval of shareholders, the issue of 1,86,70,213 equity shares of Rs.2/- each at a price of Rs. 7/- each to a non-promoter entity i.e. Ashav Advisory LLP (“the Investor”) on preferential basis. The shareholders, at their Extra-Ordinary General Meeting held on 20th February, 2020 approved the above issue of shares on preferential basis.

The BSE Limited and National Stock Exchange of India Limited have granted their in-principle approval for issue of 1,86,70,213 equity shares on preferential basis vide their letters dated 5th March, 2020 and 26th March, 2020, respectively. A copy of the said in-principle approval letters is attached as Annexure I (Colly) for your kind perusal.

We may further submit that coronavirus disease (“COVID-19”) caused by coronavirus has been declared as ‘pandemic’ by World Health Organisation and considering the unprecedented circumstances emerging due to COVID-19 in our country, the Hon’ble Prime Minister of India has declared complete lock down in the country from 25th March, 2020 to 14th April 2020. Therefore, it is not possible for all the stakeholders to complete the formalities for the proposed allotment of shares by Ruchi Soya Industries Limited.

Therefore, you are requested to kindly extend the time to complete the formalities for allotment of shares by a reasonable time period after lockdown is lifted in the cities of Mumbai and New Delhi.

You will kindly appreciate that SEBI has also acknowledged that impact of COVID-19 and SEBI has granted temporary relaxations in various compliance requirements for listed entities vide its circular dated 19th March, 2020.

In view of the above and considering the unprecedented situation of complete lockdown in the country, we request your goodself to kindly allow us a reasonable time period after lockdown is lifted in the cities of Mumbai and New Delhi to complete allotment pursuant to special resolution passed by shareholders.

We shall be highly obliged to you.

Thanking you,

Yours faithfully,
For Ruchi Soya Industries Limited


R L Gupta
Company Secretary

Encl. : as above

DCS/PREF/PB/PRE/553/2019-20

March 05,2020

The Company Secretary
RUCHI SOYA INDUSTRIES LTD
Ruchi House, Survey No. 169, Royal Palms, Aarey Colony,
Near Mayur Nagar , Goregaon (East),
Mumbai, Maharashtra, 400065

Dear Sir,

Re: 'In-principle' approval under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We refer to your application seeking our **"in-principle' approval for the issue of 1,86,70,213 equity shares of Rs. 2/- each to be issued at a price of Rs. 7/- to Non Promoters on a preferential basis."**

The Exchange hereby grants its 'in-principle' approval for the aforesaid issue. This 'in-principle' approval should not be construed as our approval for listing of aforesaid security and you are required to duly and separately comply with the requirements in respect thereof.

You are advised to ensure that the issue and allotment of securities is strictly in accordance with the provisions of the Companies Act, 2013, Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Depositories Act, 1996 including the Rules, Regulations, Guidelines, etc. made there under, Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR Regulations), the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (LODR Regulations) and the Listing Agreement signed with us. In addition, you shall also obtain such statutory and other approvals as are required for the purpose.

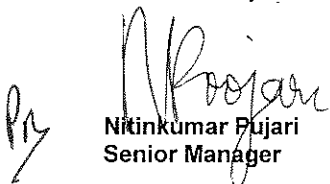
As per your undertaking dated March 2,2020, the Company is required to disclose the non-disclosure wrt disclosures specified in Schedule VI, if any of its promoters or directors is a wilful defaulter as per requirement of Regulation 163(1)(i) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 in the explanatory statement of notice and the said disclosure shall be done in the ensuing general meeting.

On allotment of securities pursuant to this 'in principle' approval you are required to make a listing application without delay, with applicable fees, in terms of Regulation 14 of the LODR Regulations and comply with the post issue formalities. Listing application and the checklist for post issue listing formalities can be downloaded from the link:<https://www.bseindia.com/static/about/downloads.aspx?expandable=2>.

In addition to above, the company should note that as per Schedule XIX – Para (2) of ICDR Regulations and as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated August 19, 2019, "the issuer or the issuing company, as the case may be, shall, make an application for listing, **within twenty days** from the date of allotment, to one or more recognized stock exchange(s)" along with the documents specified by stock exchange(s) from time to time. Any Non-compliance with the above requirement will attract, the fine as mentioned in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated August 19, 2019.

The Exchange reserves its right to withdraw this 'in-principle' approval at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or if it contravenes any Rules, Bye-laws and Regulations of the Exchange, LODR Regulations, ICDR Regulations and Guidelines/ Regulations issued by any statutory authorities etc.

Yours faithfully,



Nikinkumar Fujari
Senior Manager

National Stock Exchange Of India Limited

Ref: NSE/LIST/23145

March 26, 2020

The Company Secretary
Ruchi Soya Industries Limited
"Ruchi House", Royal Palm, Survey No. 169,
Aarey Milk Colony, Near Mayur Nagar,
Goregaon (E), Mumbai-400065

Kind Attn: Mr. Ramji Lal Gupta

Dear Sir,

Sub: In - Principle approval under Regulation 28(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

We are in receipt of your application regarding In-principle approval for issue of 18670213 Equity shares of Rs. 2/- each to be issued under Preferential Basis in terms of Regulation 28(1) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. In this regard, the Exchange is pleased to grant in-principle approval for the said issue subject to the Company fulfilling the following conditions:

1. Filing the listing application at the earliest from the date of allotment.
2. Receipt of statutory and other approvals and compliance of guidelines/regulations issued by the statutory authorities including SEBI, RBI, MCA, etc.
3. Compliance with all the applicable guidelines, regulations, directions of the Exchange or any statutory authorities as on the date of listing application.
4. Compliance of all conditions as per the SEBI (LODR) Regulations, 2015 as on date of listing, Companies Act, 1956 / Companies Act, 2013 and other applicable laws.
5. Submissions of documents as may be required by NSE and payment of applicable fees.

The Exchange reserves its right to withdraw its in-principle approval at a later stage if the information submitted to the Exchange is found to be incomplete/incorrect/misleading/false or in contravention of any Rules, Bye-laws and Regulations of the Exchange, SEBI (LODR) Regulations, 2015, Guidelines/Regulations issued by statutory authorities, etc.

Yours faithfully,
For National Stock Exchange of India Limited

Rajendra Bhosale
Manager

Cc:
National Securities Depository Limited
4th Floor, Trade World
Kamala Mills Compound
Senapati Bapat Marg
Lower Parel, Mumbai 400 013.

Central Depository Services Limited
P. J. Towers, 28th Floor
Dalal Street
Mumbai – 400 023.

P.S. Checklist of all the further issues is available on website of the exchange at the following URL: http://www.nseindia.com/corporates/content/further_issues.htm

This Document is Digitally Signed

Signer: Rajendra P Bhosale
Date: Thu, Mar 26, 2020 18:24:46 IST
Location: NSE