

**Ruchi****RUCHI SOYA INDUSTRIES LIMITED**

Corporate 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 : corporate@ruchisoya.com

CIN : L15140MH1986PLC038536

RSIL/2022

27.05.2022

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 Sirs,

**Sub: Annual Secretarial Compliance Report for the Financial Year Ended 31<sup>st</sup> March, 2022.**

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, 2022 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

  
R. L. Gupta  
COMPANY SECRETARY



Encl: As above.

**SECRETARIAL COMPLIANCE REPORT  
RUCHI SOYA INDUSTRIES LIMITED  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022**

*[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") through digital mode,
- (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, 2022 ("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;
- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (d) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) 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; and
- (f) The Securities and Exchange Board of India (Depositories and Participants) 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 (Buy-back 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, 2021;
- (d) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; and
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;



# PRASHANT DIWAN

B.Com, LL.B, FCS, AICWA  
Practicing Company Secretary

B-703/704, Anand Sagar  
M. G. Road, Kandivali (W), Mumbai 400067

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 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The public shareholding of the Company fell below 10% per cent, due to implementation of the resolution plan approved under section 31 of the Insolvency and Bankruptcy Code, 2016 (31 of 2016). The Public Shareholding of the Company was reduced to 1.103% and the Company was required to increase public shareholding to at least 10% on or before 17.06.2021.	The company was required to bring the public shareholding to 10% within maximum period of 18 months from the date of fall and to 25% within a maximum period of three years from the date of such fall. The Company increased the Public Shareholding to 19.18% by Further Public Offer on 5 <sup>th</sup> April, 2022. Further the Company is required to increase the Public Shareholding up to 25% by 17.12.2022

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder so far as it appears from my examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

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	NSE	Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	<ul style="list-style-type: none"> <li>For quarter ended June 30, 2021 Fine levied Rs. 5,000/- per day till the date of compliance amounting to Rs. 65,000/- (including Rs. 11700/- GST)</li> <li>For the quarter ended September 2021 Fine levied Rs. 5,000/- per day till the date of compliance amounting to Rs. 4,60,000/- (including Rs. 82,800/- GST)</li> </ul>	The Company has paid the Fines





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			<ul style="list-style-type: none"><li>For the quarter ended December 2021 Fine levied Rs. 5,000/- per day till the date of compliance amounting to Rs. 4,60,000/- (including Rs. 82,800/- GST)</li></ul>	
2	BSE	Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	<ul style="list-style-type: none"><li>For quarter ended June 30, 2021 Fine levied Rs. 5,000/- per day till the date of compliance amounting to Rs. 65,000/- (including Rs. 11700/- GST)</li><li>For the quarter ended September 2021 Fine levied Rs. 5,000/- per day till the date of compliance amounting to Rs. 4,60,000/- (including Rs. 82,800/- GST)</li><li>For the quarter ended December 2021 Fine levied Rs. 5,000/- per day till the date of compliance amounting to Rs. 4,60,000/- (including Rs. 82,800/- GST)</li></ul>	The Company has paid the Fines
3	SEBI	Non-compliant with Schedule IX of SEBI (ICDR) Regulations. 2018	The SEBI has issued warning letter dated 30.09.2021 in respect of Non-compliant with Schedule IX of SEBI (ICDR) Regulations. 2018	The Company has forwarded copy of SEBI letter to Stock exchanges and also placed the same before the Board in the Board Meeting dated 20.10.2021 for their information.



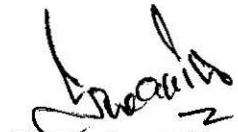
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observation of the Practising 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 Practising Company Secretary on the actions taken by the listed entity
1	Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015  Improper constitution of Audit Committee	31.03.2021	Audit Committee of the Company was properly constituted	None
2	Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015  Improper constitution of Nomination and Remuneration Committee	31.03.2021	Nomination and Remuneration Committee of the Company was properly constituted	None
3	Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015  Non recommendation of Nomination and Remuneration Committee for appointment of Director	31.03.2021	No action required	None



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



PR: 1683/2022  
UDIN: F001403D000406346

Date: 27/05/2022  
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

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Annexure A

**SECRETARIAL COMPLIANCE REPORT  
RUCHI SOYA INDUSTRIES LIMITED  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022**

[Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated February, 08, 2019]

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-19 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.

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



PR: 1683/2022  
UDIN: F001403D000406346

Date: 27/05/2022  
Place: Mumbai