

**Ruchi**

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

**RUCHI SOYA INDUSTRIES LIMITED**

CIN : L15140MH1986PLC038536

RSIL/ 2022

May 18, 2022

To,  
BSE Limited  
P.J. Towers  
Dalal Street  
Mumbai – 400 001

To,  
National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No.C-1, G Block  
Bandra Kurla Complex, Bandra ( E)  
Mumbai – 400 051

Dear Sirs,

**Sub : Outcome of Board Meeting of the Company held on May 18, 2022 as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")**

**Ref : BSE Scrip Code 500368, NSE Symbol : RUCHI**

We wish to inform you that, the Board of Directors of the Company have today ( May 18, 2022) approved the following:

1. Business Transfer Agreement ("**BTA**") with Patanjali Ayurved Limited ("**PAL**") to acquire the food retail business undertaking of PAL which consists of manufacturing, packaging, labelling and retail trading of certain food products along with manufacturing plants located at Padartha, Haridwar, and Newasa, Maharashtra ("**Food Retail Business Undertaking**"), as a going concern on a slump sale basis subject to approval of shareholders and other authorities as may be required. The required disclosure as per SEBI LODR is attached as **Annexure 1**.
2. Change in name of Company from " Ruchi Soya Industries Limited" to "Patanjali Foods Limited" subject to, inter alia securing approval of members, Ministry of Corporate Affairs and such other applicable statutory / regulatory authorities. Copy of the letter dated April 29, 2022 issued by Ministry of Corporate Affairs confirming availability of name Patanjali Foods Limited is enclosed herewith as **Annexure 2**.
3. Postal ballot notice for the purpose of conducting postal ballot exercise through remote e-voting for securing approval of Members of the Company for acquisition of Food retail business undertaking from PAL as detailed at para(1) above and change in name as detailed at para(2) above and other related party transactions. Postal ballot remote e-voting details are as follows:
  - a. Cut-off date to ascertain list of members entitled to vote : May 19, 2022
  - b. Remote e-voting commences from 9.00 am on May 24, 2022
  - c. Remote e-voting concludes at 5.00 pm on June 22, 2022



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The press release being issued by the Company is attached as **Annexure 3** for your records.

You are requested to take the same on record.

Thanking you,

Yours Faithfully,

For Ruchi Soya Industries Ltd.



Ramji Lal Gupta  
Company Secretary

Encl.: As Above



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## Annexure 1

Disclosure of information pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015:

S. No.	Disclosure Requirement	Disclosure Details
a.	Name of the target entity, details in brief such as size, turnover etc.	<p>Ruchi Soya Industries Limited (“<b>Company</b>”) has entered into a Business Transfer Agreement (“<b>BTA</b>”) with Patanjali Ayurved Limited (“<b>PAL</b>”) to acquire the food retail business undertaking of PAL which consists of manufacturing, packaging labelling and retail trading of certain food products along with manufacturing plants located at Padartha, Haridwar, and Newasa, Maharashtra (“<b>Food Retail Business Undertaking</b>”), as a going concern on a slump sale basis. The turnover of PAL for the year ended 31<sup>st</sup> March, 2022 was Rs. 10,605 Crores (Approx.).</p> <p>The transaction shall consist of transfer of employees, assets (excluding Patanjali’s brand, trademarks, designs and copyrights), current assets (excluding debtors, vehicles, cash and bank balance) contracts, licenses and permits, distribution network, customers related to the Food Retail Business Undertaking of PAL.</p>
b.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arms’ length”.	<p>Yes, the proposed acquisition falls under the related party transaction. PAL is one of the promoters of the Company. Furthermore, Shri Ram Bharat, Managing Director and one of the promoters of the Company, is also a Director of PAL. Shri Acharya Balkrishna, one of the promoters and Chairman of the Company also holds 98.5 % of the paid up equity share capital of PAL. The transaction is being undertaken on fair value.</p>
c.	Industry to which the entity being acquired belongs	<p>Food Retail Business Undertaking being acquired belongs to Fast Moving Consumer Goods (“<b>FMCG</b>”) Industry.</p>







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d.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity).	The acquisition of Food Retail Business Undertaking as a going concern on a slump sale basis will result in expansion of the existing product portfolio of the Company.
e.	Brief details of any governmental or regulatory approvals required for the acquisition.	Not Applicable
f.	Indicative time period for completion of the acquisition.	15 <sup>th</sup> July, 2022
g.	Nature of consideration - whether cash consideration or share swap and details of the same.	Cash Consideration as under: <ul style="list-style-type: none"><li>Rs. 103,50,00,000/- (Rupees One Hundred Three Crores Fifty Lakhs only) being 15% of the total Purchase Consideration shall be simultaneously with the execution of the BTA or within 3 days from the execution of the BTA;</li><li>Rs. 293,25,00,000/- (Rupees Two Hundred Ninety Three Crores Twenty Five Lakhs only) being 42.5% of the total Purchase Consideration shall be paid on the Closing Date (<i>defined under the BTA</i>);</li><li>Rs. 293,25,00,000/- (Rupees Two Hundred Ninety Three Crores Twenty Five Lakhs only) being 42.5% of the total Purchase Consideration shall be paid within 90 days from the Closing Date.</li></ul>
h.	Cost of acquisition or the price at which the shares are acquired.	The amount of consideration for the acquisition agreed upon under the BTA is INR 690,00,00,000/- (Rupees Six Hundred Ninety Crores only) (" <b>Purchase Consideration</b> "), subject to certain adjustments.
i.	Percentage of shareholding / control acquired and / or number of shares acquired.	Not applicable as the transaction is acquisition of Food Retail Business Undertaking on a going concern basis by way of slump sale basis.





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j.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief).	Not applicable as the transaction is acquisition of Food Retail Business Undertaking on a going concern basis by way of slump sale basis.
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For Ruchi Soya Industries Limited

  
Company Secretary



**GOVERNMENT OF INDIA**  
**MINISTRY OF CORPORATE AFFAIRS**  
**OFFICE OF THE REGISTRAR OF COMPANIES**  
Central Registration Centre

Indian Institute of Corporate Affairs (IICA), Plot no. 6,7,8, Sector 5, IMT Manesar, Gurgaon, Haryana, India, 122050

Dated: 29-04-2022

To,

RUCHI SOYA INDUSTRIES LIMITED

RUCHI HOUSE, ROYAL PALMS, SURVEY NO. 169, AAREY MILK COLONY, NEAR MAYUR  
NAGAR, GOREGAON (EAST), Mumbai, Maharashtra, India, 400065

Subject: Company's name change- PATANJALI FOODS LIMITED - Availability of name under Section 4(5) of the Companies Act, 2013.

Sir/Madam

1. With reference to your application dated 26-04-2022 (SRN T97549091). It is informed that there is no objection in the availability of the changed name PATANJALI FOODS LIMITED from the existing name RUCHI SOYA INDUSTRIES LIMITED to your company.
2. Still it must be taken care that the proposed name cannot be made available for a period exceeding 60 days from the date of approval and this approval does not grant any kind of right of privilege. The name is liable to be withdrawn at any time before approval of the name change, if it is found later on that the name ought not to have been allowed.
3. It is allowed subject to the compliance of Section 4(2), 4(3) and other applicable provisions of the Companies Act, 2013.



Yours sincerely,

KAMAL HARJANI

Registrar of Companies

Central Registration Centre, Ministry of Corporate Affairs

Note: The corresponding form has been approved by KAMAL HARJANI, and this letter has been digitally signed by the Registrar through a system generated digital signature under rule 9(2) of the Companies (Registration Offices and Fees) Rules, 2014.



**Press Release****Ruchi Soya Industries Ltd****May 18, 2022****Ruchi Soya Industries Limited ("Ruchi") acquires food retail business from Patanjali Ayurved Limited ("PAL")**

As mentioned in its Prospectus for FPO filed with SEBI and further communication to Stock exchanges on April 11, 2022, the company today announced the acquisition of entire food business of Patanjali Ayurved Ltd in order to accelerate its transition to a leading FMCG company. This strategic initiative for acquisition of food business shall strengthen its food product portfolio with array of brands and also contribute to the growth in terms of revenue and EBIDTA. The acquired food business comprises of 21 major products namely Ghee, Honey, Spices, Juices & Atta etc. The acquisition is valued at a Fair Market value (Net) of Rs 690 crore based on all the fixed assets of Food division & respective current assets on slump sale basis.

In its communication, the company further informed its shareholders that the Board of Directors of Patanjali Ayurved Ltd have also approved this transfer of food business to Ruchi Soya Industries' Ltd with effective date May 09,2022. With this acquisition, the company also informed that it has reaffirmed its position to be a strong FMCG company in its journey towards becoming a major player in the FMCG space as committed to its shareholders at the time of its maiden FPO.

The Patanjali Group, one of India's leading FMCG Group's with a focus on health and wellness acquired Ruchi Soya pursuant to completion of CIRP and implementation of the Patanjali Resolution Plan on December 18, 2019. Since then, the company has been showing sustained & robust financial performance in terms of revenue, EBIDTA and Net profits on QoQ basis.

The company has reported revenues of Rs 16382.97 crore in FY 2020-21 as against Rs 13175.36 crore in previous year with EBIDTA at 3.48% in FY 2020 and 6.22% in 2020-21.

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