



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.

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CIN : L15140MH1986PLC038536

Great
Place
To
Work®

RSIL/2022

Date: 24.06.2022

To
BSE Ltd.
Floor No. 25,
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400 001

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

BSE Scrip Code: 500368

NSE Symbol: RUCHI

Dear Sirs,

Sub. : Minutes of the Resolutions passed by way of Postal Ballot through remote e-voting process

With reference to the above subject, we attach herewith the copy of minutes of resolutions passed by way of Postal Ballot through remote e-voting process on June 22, 2022. The results of postal ballot along with Scrutinizer Report were disclosed vide our letter dated June 23, 2022.

We request you to take the above information on record.

Thanking you,

Yours faithfully,

For Ruchi Soya Industries Limited



Ramji Lal Gupta
Company Secretary

Encl. As above

MINUTES OF THE RESOLUTION PASSED BY WAY OF POSTAL BALLOT HELD THROUGH REMOTE E-VOTING BY THE SHAREHOLDERS OF RUCHI SOYA INDUSTRIES LIMITED ON WEDNESDAY, JUNE 22, 2022 AS SET OUT IN THE POSTAL BALLOT NOTICE DATED MAY 18, 2022

Pursuant to the provisions of sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard-2 on General Meetings (the 'SS-2'), General Circular No. 14/2020 dated 8th April, 2020 read with General Circular Nos. 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as 'MCA Circulars'), the Board of Directors in its meeting held on May 18, 2022 approved the notice of postal ballot seeking approval of shareholders by means of postal ballot through remote e-voting.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice was sent only through electronic mode to those Members whose e-mail addresses were registered with the Company/Depositories. Dispatch of the Postal Ballot Notice dated May 18, 2022 was completed on May 23, 2022, in electronic mode through e-voting agency National Securities Depository Limited ("NSDL") to the shareholders, whose name(s) appeared on the Register of Members/ List of beneficiaries as on Thursday, May 19, 2022. Assent or dissent of the Members on the resolutions contained therein were sought only through remote e-voting.

CS Prashant Diwan, Practicing Company Secretary was appointed as Scrutinizer for conducting the postal ballot process through remote e-voting in a fair and transparent manner. The period of remote e-voting commenced on Tuesday, May 24, 2022 at 9.00 a.m. (IST) and closed on Wednesday, June 22, 2022 at 5.00 p.m. (1ST).

CS Prashant Diwan, the Scrutinizer, submitted his report on June 23, 2022 and the results of Postal Ballot through remote e-voting were declared on Wednesday, June 23, 2022 by the Company Secretary.

The details of voting on the resolutions, as proposed in postal ballot notice dated May 18, 2022, as per the Scrutinizer's report are as under:

Resolution No. 1 – Special Resolution

Approval for change in the name of the Company and consequent amendments in Memorandum and Articles of Association of the Company

"RESOLVED THAT pursuant to the provisions of section 4, section 5, section 13 and section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to approval of the Central Registration Centre, Registrar of Companies and/ or any other statutory authority ("the Authority") as may be necessary, approval of the members of the Company be and is hereby accorded for change of name of the Company from "Ruchi Soya Industries Limited" to "Patanjali Foods Limited" or such other name as may be approved by the Authority.




RESOLVED FURTHER THAT subject to the approval and upon issuance of fresh certificate of incorporation by the Central Registration Centre, Registrar of Companies and / or any other statutory authority, the name clause being clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

I. The name of the Company is Patanjali Foods Limited.

RESOLVED FURTHER THAT upon issuance of fresh certificate of incorporation by the Authority consequent upon change of name of the Company, the old name "Ruchi Soya Industries Limited" wherever appearing in the Memorandum of Association and Articles of Association of the Company and other documents and places be substituted with the new name as "Patanjali Foods Limited" or such other name as may be approved by the Authority.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally and/ or jointly authorised to sign, execute and file necessary applications, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalise all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to the foregoing resolutions and to further authorise and delegate all or any of the powers conferred herein in any manner as they may deem fit".

Result of voting through Postal Ballot by remote e-voting:

Number of shares held by members who exercised their votes	Total number of valid votes	Voted in Favour	Percentage (in favour)	Voted Against	Percentage (in against)	Result
308395066.00	308394979.40	308390867.40	100.00	4112.00	0.00	Approved

Resolution No. 2 - Ordinary Resolution:

Approval for related party transaction in connection with acquisition of food retail business undertaking from Patanjali Ayurved Limited on a going concern basis by way of slump sale

"**RESOLVED THAT** pursuant to the provisions Section 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with relevant rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Act, Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**")", the Memorandum and Articles of Association of the Company and the Company's Policy on materiality of related party transactions and on dealing with related party transactions, approval of the Members of the Company be and is hereby accorded for entering into a transaction with Patanjali Ayurved Limited ("**PAL**"), a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, for acquisition of food retail business undertaking of PAL along with manufacturing plants located at Padartha, Haridwar and Newasa, Maharashtra ("**Food Retail Business Undertaking**") as a going concern on a slump sale basis for an aggregate consideration of INR 690,00,00,000/- (Rupees Six Hundred Ninety Crores only) subject to adjustments, on such terms and conditions, and with effect from such date, as may be approved by the board of directors of the Company (hereinafter referred to as the "**Board**" which term shall include any Committee constituted by the Board of Directors of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board of Directors of the Company by this resolution).



RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board, be and is hereby authorised to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to implementation of the above mentioned resolution (including finalizing, settling and executing of such documents / writings / deeds / papers / agreements as may be necessary or incidental thereto), and also to take all other decisions as it may, in its absolute discretion, deem appropriate and to deal with all questions or difficulties that may arise in the course of implementing the above resolution.”

Result of voting through Postal Ballot by remote e-voting:

Number of shares held by members who exercised their votes	Total number of valid votes	Voted in Favour	Percentage (in favour)	Voted Against	Percentage (in against)	Result
15818190.00	15818083.84	15635528.84	98.85	182555.00	1.15	Approved

No member(s) of the Company, who is considered as a related party within the definition of “related party” as per Listing Regulations, for the purpose of this transaction, has voted on this resolution.

Resolution No. 3 - Ordinary Resolution:

Approval for related party transactions with Patanjali Ayurved Limited

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the applicable provisions of the Companies Act, 2013 along with the rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof, the Company’s Policy on materiality of related party transactions and on dealing with related party transactions and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the Company for entering into and/or continuing to enter into transaction(s) with Patanjali Ayurved Limited, a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, for sale/ purchase of goods, packing materials, rendering of services and other transactions *in the ordinary course of business of the Company, from time to time, during the financial year ending 31st March, 2023* upto an amount not exceeding Rs. 950 crores, on such terms and conditions as may be decided by the Audit Committee / Board of Directors of the Company as they may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers conferred on it to any Committee of Directors and/or Managing Director of the Company and to do all such acts, deeds, matters and things and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Audit Committee and Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”



Result of voting through Postal Ballot by remote e-voting:

Number of shares held by members who exercised their votes	Total number of valid votes	Voted in Favour	Percentage (in favour)	Voted Against	Percentage (in against)	Result
15655213.00	15655203.40	15650698.40	99.97	4505.00	0.03	Approved

No member(s) of the Company, who is considered as a related party within the definition of "related party" as per Listing Regulations, for the purpose of this transaction, has voted on this resolution. Accordingly, all the resolutions as set out in Notice have been duly approved and passed by the shareholders with requisite majority as required under the Companies Act, 2013 and Listing Regulations. In terms of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India the resolutions specified in the Notice are deemed to be passed on the last date of remote e-voting i.e. on Wednesday, June 22, 2022.

The Chairman stated that the following actions will be completed within the prescribed time limits :

- Intimation of the outcome of the Postal Ballot to the Stock Exchanges; and
- Uploading the results of Postal Ballot on the website of the Company;

Date : June 23, 2022
Place : Haridwar



A handwritten signature in black ink, appearing to be "Acharya Balkrishna".

Acharya Balkrishna
Chairman