



# RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

Head Office :  
301, Mahakosh House,  
7/5, South Tukoganj,  
Nath Mandir Road,  
INDORE - 1 (M.P.) India  
Phone : 4065012, 2513281-82-83  
Fax : 91-731-4065019  
E-mail : ruchisoya@ruchigroup.com

RSIL/2016

25<sup>th</sup> February, 2016

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**

Dear Sirs

**Sub.: Notice under Regulation 30 and Schedule III (PART A) of SEBI (Listing Obligation and Disclosure requirement) Regulation, 2015.**

Pursuant to Regulation 30 and Schedule III (PART A) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, please find attached herewith the notice of Postal Ballot. The Postal Ballot Notice seeking approval of shareholders pertaining to payment of remuneration payable to Managing Director of the Company and the re-appointment of Mr. Dinesh Chandra Shahra as Managing Director of the Company, issued to the members whose name appear on the register of members / list of beneficial owners as received from National Securities Depository Ltd. (NSDL) and Central Depository Services (I) Ltd.(CDSL) as on 17th February, 2016.

Copy of notice is also available on website of the Company [www.ruchisoya.com](http://www.ruchisoya.com) and that of the BSE Limited at [www.bseindia.com](http://www.bseindia.com) and NSE Limited at [www.nseindia.com](http://www.nseindia.com)

We are enclosed herewith the copy of Notice along with instructions and Postal Ballot Form for your kind perusal and records.

Thanking you,

Yours sincerely,  
For RUCHI SOYA INDUSTRIES LTD.,

  
COMPANY SECRETARY

Encl: a/a



## **RUCHI SOYA INDUSTRIES LIMITED**

(CIN : L15140MH1986PLC038536)

Registered Office : "Ruchi House", Royal Palms, Survey No.169,  
Aarey Milk Colony, Near Mayur Nagar, Goregaon (East),  
Mumbai – 400 065

Phone : +91-22-39388200/39388300

E-mail: ruchisoya@ruchigroup.com, Website : www.ruchisoya.com

### **POSTAL BALLOT NOTICE**

{Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014}

Dear Members(s),

Notice is hereby given to the members of **RUCHI SOYA INDUSTRIES LIMITED** ("the Company") pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 [including any statutory modifications(s) or re-enactment thereof for the time being in force] and pursuant to other applicable laws and regulations, that the resolution(s) appended below are proposed to be passed by way of Postal Ballot.

Members' approval is being sought for the resolutions annexed hereto. A statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the said resolutions, setting out the material facts and reasons thereof is annexed hereto along with the postal ballot form.

The Board of Directors of the Company has appointed Mr. Prashant Diwan, Practising Company Secretary, as Scrutinizer for conducting the postal ballot voting process (including voting through electronic means) in a fair and transparent manner in accordance with the provisions of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer will submit his report to the Chairman or Managing Director or Company Secretary of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot will be announced on or before March 31, 2016 at the Registered Office of the Company. The result of the postal ballot will be posted on the Company's website i.e. www.ruchisoya.com and on CDSL's website i.e. www.cdslindia.com besides communicating to the Stock Exchanges where the shares of the Company are listed.

### **Items of special business seeking members' approval through postal ballot :**

#### **1. Approval for payment of minimum remuneration payable to Mr. Dinesh Chandra Shahra as Managing Director of the Company.**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** subject to approval of Central Government, if necessary, in accordance with the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule V of the Companies Act, 2013 {including any statutory modification(s) or re-enactment thereof for the time being in force}, the approval of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Dinesh Chandra Shahra, Managing Director (DIN:00533055) for the period from April 1, 2015 to January 6, 2016, on the terms & conditions approved by the members of the Company vide an ordinary resolution passed at their 24<sup>th</sup> Annual General Meeting held on September 30, 2010, more specifically set out in the Explanatory Statement annexed to this notice as minimum remuneration, in the event of loss or inadequacy of profit earned by the Company during the aforesaid period.

**RESOLVED FURTHER THAT** Mr. Vijay Kumar Jain, Director (Commercial) (DIN:00098298) and Mr. R.L. Gupta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and execute all such documents, instruments and writings as may be necessary, desirable or expedient for the aforesaid purpose, including filing of relevant forms with the Office of the Registrar of Companies, Maharashtra in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder.”

**2. Approval for the re-appointment of Mr. Dinesh Chandra Shahra as Managing Director of the Company.**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule V of the Companies Act, 2013 {including any statutory modification(s) or re-enactment thereof for the time being in force}, the approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Dinesh Chandra Shahra (DIN:00533055), as Managing Director of the Company for a further period of three years with effect from January 7, 2016 to January 6, 2019 on the terms and conditions as set out in the explanatory statement annexed to the notice.

**RESOLVED FURTHER THAT** where in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, Managing Director shall be paid such remuneration (as set out in the explanatory statement) as minimum remuneration subject to approval of the Central Government, if required in terms of Section 197 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Mr. Vijay Kumar Jain, Director (Commercial) (DIN : 00098298) and Mr. R.L. Gupta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and execute all such documents, instruments and writings as may be necessary, desirable or expedient for the aforesaid purpose, including filing of relevant forms with the Office of the Registrar of Companies, Maharashtra in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder.”

By order of the Board of Directors  
For Ruchi Soya Industries Limited

Place : Indore  
Date : February 10, 2016

R.L. Gupta  
Company Secretary

**NOTES:**

1. The explanatory statement setting out the material facts in respect of the special business, as required under Section 102 of the Companies Act, 2013 is annexed hereto.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014, the businesses/resolutions as set out in the notice above is sought to be passed by way of postal ballot.
3. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to its members to exercise their votes electronically on both the resolutions through e-voting services provided by Central Depository Services (India) Limited (CDSL). The instructions for electronic voting are annexed hereto.

4. In case any member is desirous of obtaining a printed postal ballot form or a duplicate thereof, the same may be requested by sending an e-mail to [ruchisoyasecretarial@ruchisoya.com](mailto:ruchisoyasecretarial@ruchisoya.com). The Registrar and Transfer Agent/Company shall forward the same along with business reply envelope to the member.
5. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the attached postal ballot form and return the same duly completed and signed in the enclosed self-addressed Business Reply Envelope directly to the scrutinizer so as to reach the scrutinizer not later than 5.00 p.m. on or before March 24, 2016. The postage will be borne/paid by the Company. However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expense of the members will also be accepted. The postal ballot form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. Any postal ballot form received after this date and time shall be treated as if the reply from the shareholders has not been received.
6. The postal ballot form should be completed and signed by the shareholder as per the specimen signature registered with the Company and/or furnished to National Securities Depositories Limited (NSDL)/Central Depository Services (India) Limited (CDSL). In case, shares are jointly held, this form should be completed and signed by the first named member and in his/her absence, by the next named member. Holder(s) of Power of Attorney ("POA") on behalf of a shareholder may vote on the postal ballot mentioning the registration number of the POA or by enclosing a copy of the POA authenticated by a notary. In case of shares held by body corporates, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of board resolution/authorization giving the requisite authority to the person voting on the postal ballot form.
7. The members can opt only one mode of voting i.e. either by physical ballot or e-voting. In case, members cast their votes through both the modes, voting done electronically shall prevail and votes cast through physical postal ballot form will be treated as invalid.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on February 17, 2016.
9. The Scrutinizer will submit the report to the Chairman or Managing Director or Company Secretary of the Company after completion of the scrutiny of postal ballots and the results of the postal ballot will be announced by the Chairman or Managing Director or Company Secretary of the Company on or before March 31, 2016 at the Registered Office of the Company. The results along with the Report will be posted on the website of the Company i.e. [www.ruchisoya.com](http://www.ruchisoya.com) and on CDSL's website i.e. [www.cdslindia.com](http://www.cdslindia.com) besides communicating to the Stock Exchanges where the shares of the Company are listed.
10. The postal ballot notice is being sent electronically by e-mail, to those shareholders who have registered their e-mail addresses and PAN with the depositories and by courier to all the remaining shareholders whose names appear in the Company's Register of Members as at the close of the business hours on February 17, 2016.
11. The Notice is also placed on the website of the Company i.e. [www.ruchisoya.com](http://www.ruchisoya.com) and on the website of Central Depository Services (India) Limited.
12. Resolutions passed by the members through postal ballot voting facility (including voting through electronic means) shall be deemed to have been passed as if they have been passed at a general meeting of the members held on the date of declaration of result of postal ballot voting process by the Company.

13. All the material documents referred to in the notice and explanatory statement are available for inspection by the members at the Company's registered office during business hours on all its working days from the date of dispatch of the notice till March 24, 2016.
14. In pursuance to the provisions of Section 108, 110 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide facility of voting through electronic means to all its members to enable them to cast their vote electronically instead of dispatching physical Postal Ballot Form by post.
- A. The instructions for e-voting are as under:-
- (i) The e-voting period begins on Wednesday, February 24, 2016 at 10.00 a.m. and ends on Thursday, March 24, 2016 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in the dematerialized form, as on the cut off date i.e. February 17, 2016 may cast their votes electronically. The electronic voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) Click on Shareholders.
  - (iv) Now enter your user ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 character DP ID followed by 8 Digit Client ID,
    - c. Members holding shares in physical form should enter folio number registered with the Company.
  - (v) Next enter the image verification as displayed and click on login.
  - (vi) 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 voting of any company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</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>● Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>● In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details or 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 as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- (xi) Click on the EVSN for “RUCHI SOYA INDUSTRIES LIMITED”.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If 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.
- (xviii) Note for Non - Individual Shareholders and Custodians:
- Non-Individual members (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - 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, they have to create a compliance user id 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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- B. Mr. Prashant Diwan, Practising Company Secretary has been appointed as scrutinizer to conduct the postal ballot voting (including e-voting facility) process in a fair and transparent manner.

## **ANNEXURE TO NOTICE**

Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013

### **Item No. 1**

The members of the Company at their 24<sup>th</sup> Annual General Meeting held on September 30, 2010 had re-appointed Mr. Dinesh Chandra Shahra as Managing Director for a period of five years with effect from January 7, 2011 in accordance with the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 on the following terms and conditions :

1. Salary: Rs. 12,50,000/- per month, with an annual increment of Rs. 1,00,000/- per month.
2. Medical Reimbursement: Reimbursement of expenses incurred for self and family subject to a ceiling of six months salary in a year.
3. Leave Travel Concession : Reimbursement of expenses incurred for self and family once in a year in accordance with the Rules of the Company.
4. Club Fees : Reimbursement of fees of clubs subject to maximum of 2 clubs including admission and life membership fees.
5. Personal Accident Insurance: Reimbursement of premium not exceeding Rs. 50,000/- per annum.
6. Provident Fund: Company's contribution towards Provident Fund as per the rules of the Company for the time being in force.
7. Gratuity: As per rules of the Company but shall not exceed one half month's salary for each completed year of service.
8. Telephone: Company's telephone will be provided at the residence for Company's business and personal use.
9. Car: A Car with Driver will be provided to him for Company's business and personal use.
10. Rent free furnished accommodation and reimbursement of cost of electricity, water and maintenance charges in respect thereof.

On the basis of performance during the first three quarters of the current financial year, it is likely that the profit for the financial year 2015-16 may be inadequate for the purpose of payment of managerial remuneration as approved by the members earlier. Lower capacity utilization of solvent extraction plants primarily due to lower production of soya crop during the current season, poor arrival of soyabean in the domestic market and disparity in export of final product, lowest commodity prices and thin margin on refining of imported crude edible oil have been major reasons for performance of the Company during the current financial year as well as in previous year. The members at their 29<sup>th</sup> Annual General Meeting held on September 23, 2015 also approved the payment of remuneration to the Managing Director for the financial year 2014-15 over and above the limit prescribed under Section 196 and 197 of the Companies Act, 2013. Such excess remuneration was well within the limits approved by the members at their 24<sup>th</sup> Annual General Meeting.

Having regard to Managing Director's qualification, experience, contribution in growth of the Company and prevailing scenario in the edible oil industry, the Nomination and Remuneration Committee and the Board of Directors of the Company have resolved to pay him remuneration in accordance with the approval accorded by the members at the 24<sup>th</sup> Annual General meeting for the

period from April 1, 2015 to January 6, 2016. Such payment may fall within the limits stipulated in Section II of Part II of Schedule V of the Companies Act, 2013.

Accordingly, the Board of Directors on the recommendation of the Nomination and Remuneration Committee, solicits approval of the members for such payment of remuneration by way of special resolution, subject to the approval of Central Government, if required, in terms of provisions of Section 197 and other applicable provisions, including that of Schedule V to the Companies Act, 2013 and applicable Rules made thereunder, in the event of loss or inadequacy of profits of the Company during the financial year 2015-16.

The Board recommends the proposed special resolution as set out in the Notice (Special business item no. 1) for approval of the members.

The terms contained in the resolution shall constitute the written memorandum setting out the terms. The information as required by second proviso (iv) of Paragraph B of Section-II of Part-II of Schedule-V of the Companies Act, 2013, is attached herewith.

Mr. Dinesh Chandra Shahra (DIN: 00533055), Managing Director and Mr. Kailash Chandra Shahra (DIN: 00062698), Chairman of the Company, being his relative are interested in the resolution. None of the other directors/key managerial personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

## **Item No. 2**

The term of office of Mr. Dinesh Chandra Shahra as Managing Director expires on January 6, 2016.

He is 63 years old and is B.E. (Chemical Engineering) from HBTI, Kanpur, UP and has more than 38 years experience in the field of corporate strategy and general management & administration. He was inducted on the Board of Directors on January 7, 1986. He has been at the helm of the business operations of the Company since inception and has contributed to the growth with Company's operations spanning across India and abroad. He has been guiding the Company since three decades and has immensely contributed to the growth and diversification of the Company.

Having regard to the significant contribution made by him in the progress and development of the Company and in order to continue to avail the benefits of his vast experience and expertise, the Board of Directors, on recommendation of Nomination and Remuneration Committee, has subject to approval of members and Central Government, if necessary, re-appointed him as the Managing Director of the Company for a further period of three years with effect from January 7, 2016 on the following terms & conditions:

1. Salary: Rs. 17,50,000/- per month with an annual increment of Rs. 1,00,000/- per month.
2. Medical Reimbursement: Reimbursement of expenses incurred for self and family subject to a ceiling of six months salary in a year.
3. Leave Travel Concession: Reimbursement of expenses incurred for self and family once in a year in accordance with the Rules of the Company.
4. Club Fees: Reimbursement of fees of clubs subject to maximum of 2 (two) clubs including admission and life membership fees.
5. Personal Accident Insurance: Reimbursement of premium not exceeding Rs. 1,00,000/- per annum.
6. Provident Fund: Company's contribution towards provident fund as per the rules of the Company for the time being in force.
7. Gratuity: As per rules of the Company but shall not exceed one half month's salary for each completed year of service.



8. Telephone: Company's telephone will be provided at the residence for Company's business and personal use.
9. Car: A car with driver will be provided to him for Company's business and personal use.
10. Rent free furnished accommodation and reimbursement of cost of electricity, water and maintenance charges in respect thereof.

The following awards, recognitions and laurels have been conferred on him:-

- "Oilman of the year" award by Globoil in 1999.
- "Globoil Man of the Decade" award in 2006.
- Honored as the Best CEO by Business World Magazine in 2010.
- Member of Advisory Committee constituted by the Government of India.
- Solvent Extractors Association Award for contribution towards development of Indian Vegetable Oil Industry.
- Headed various national and international organizations including Soya Food Promotion & Welfare Association (SFPWA).

He is not related to any director or key managerial personnel, except Mr. Kailash Chandra Shahra (DIN: 00062698) Chairman of the Company. He holds in his individual capacity 21,11,383 equity shares (0.63%) of the Company. He has attended all the meetings of the Board of Directors held during the financial year 2014-15 and 2015-16. The details of last drawn remuneration by Mr. Shahra are provided in the explanatory statement to the resolution No.1 He is also Managing Director of Ruchi Infrastructure Limited, which is a company listed with BSE Limited and National Stock Exchange of India Limited. He is also member of Stakeholder Relationship Committee and Corporate Social Responsibility Committee of Board of Ruchi Infrastructure Limited. He is not on the board of any other listed entity.

The details of his directorships, membership/chairmanship of committees of other boards are as under :

<b>Directorships</b>	
1. Shahra Brothers Pvt. Ltd.	9. Indivar Beauty Pvt. Ltd.
2. Shahra Estate Pvt. Ltd.	10. IFarm Venture Advisors Pvt. Ltd.
3. Ruchi Worldwide Ltd.	11. IFarm Equity Advisors Pvt. Ltd.
4. Mangalore Liquid Impex Pvt. Ltd.	12. Delite Ventures Pvt. Ltd.
5. Evershine Oleochem Ltd.	13. Saharsh Brokers Pvt. Ltd.
6. Ruchi Green Energy Pvt. Ltd.	14. RSIL Holdings Pvt. Ltd.
7. Brightstar Infrastructure Pvt. Ltd.	15. Ruchi Renewable Energy Pvt. Ltd.
8. Hightech Realities Pvt. Ltd.	
<b>Memberships/Chairmanships of Committees of other Boards</b>	
Chairman of Corporate Social Responsibility Committee of Board of Ruchi Worldwide Ltd.	

Among the Non-Executive Directors of the Company, following have shareholding as on December 31, 2015 :

<b>Name of Non-Executive Directors</b>	<b>No. of Shares</b>
1. Mr. Kailash Chandra Shahra	1,98,500
2. Mr. Sajeve Deora	56,000

The Board recommends the proposed special resolution as set out in the Notice (Special business item no. 2) for approval of the members.

The terms contained in the resolution shall constitute the written memorandum setting out the terms. The details as required under Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2), Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided hereinabove and the Information as required by second proviso (iv) of Paragraph B of Section-II of Part-II of Schedule-V of the Companies Act, 2013, is attached herewith.

Mr. Dinesh Chandra Shahra (DIN: 00533055), Managing Director and Mr. Kailash Chandra Shahra (DIN: 00062698), Chairman of the Company, being his relative are interested in the resolution. None of the other directors/key managerial personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

Place : Indore

Date : February 10, 2016

By order of the Board of Directors  
For Ruchi Soya Industries Limited

R.L. Gupta  
Company Secretary

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**ATTACHMENT TO THE EXPLANATORY STATEMENT OF ITEM NO. 1 & 2**

**The following information pertaining to Mr. Dinesh Chandra Shahra is furnished pursuant to the provisions of Schedule V to the Companies Act, 2013:**

**I. GENERAL INFORMATION:**

**(I) Nature of Industry**

The Company is a leading manufacturer of healthier edible oils, soya food, premium table spread, vanaspati and bakery fats and is one of highest exporters of soya meal, lecithin and other food ingredients from India. The Company has emerged as an integrated player, from farm to fork with secured access to oil palm plantations in India and other key regions of the world and has also access with exclusive oil procurement rights to over two lakh hectares of land in India with a potential of oil palm cultivation. The Company has focused on continuous expansion across business verticals to consolidate and sustain its industry leadership.

**(ii) Date of commencement of commercial production**

December, 1986.

**(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**

Not Applicable.

**(iv) Financial performance based on given indicators**

Figures of revenue, sales and profit recorded during last five financial years are as follows :  
(Rs. in Crores)

Financial Year	Revenue	Branded Sales	Export Sales	Profit after tax
2014-15	28,412	8,357	3,360	61
2013-14	24,601	6,965	3,599	13
2012-13	26,485	6,348	4,321	236
2011-12	26,224	5,544	3,234	122
2010-11	16,763	3,891	2,267	213

**(v) Foreign investments or collaborators, if any**

The Company has not entered into any foreign collaboration. As per the shareholding pattern as on December 31, 2015, 44 FIIs hold 5,54,52,769 equity shares representing 16.60%, 6 Overseas Corporate Bodies hold 3,21,08,023 equity shares representing 9.61% and 8 Foreign Corporate Bodies hold 48,97,041 representing 1.46% of the paid-up equity share capital of the Company.

**II. INFORMATION ABOUT THE APPOINTEE:**

**(a) Background Details**

Mr. Dinesh Chandra Shahra, aged 63 years completed his graduation in engineering from HBTI, Kanpur (UP) from the faculty of Chemical Engineering and has more than 38 years experience in the field of Corporate Strategy and General Management & Administration. He is associated with the Company since inception and under his visionary leadership, the Company is one of the largest integrated oilseed solvent extraction and edible oil refining Companies in terms of oilseed crushing and oil refining capacity. The Company is one of the India's largest FMCG Companies with edible oil and soya food brands like Nutrela, Mahakosh, Sunrich and Ruchi Gold.

Mr. Dinesh Chandra Shahra is also the Managing Director of Ruchi Infrastructure Ltd. and under his leadership, the Company has come up with storage terminals at all major ports, Jetty and others infrastructure related projects. Under his leadership, the Company is continuously evaluating various infrastructure sector opportunities and other projects in renewable energy business, keep in view the need and prospects of clean energy and sustainability.

**(b) Past Remuneration**

Subject to approval of members and the Central Government, if required, as sought in Resolution No.1, the details of present remuneration are provided in the explanatory statement to the Resolution No.1.

The Board of Directors, on recommendation of Nomination and Remuneration Committee, has re-appointed him for a period of three years with effect from January 7, 2016, subject to due approvals in terms of Section 197 of the Companies Act, 2013. The terms of such re-appointment are explicitly provided in explanatory statement to the Resolution No.2.

**(c) Recognition or Awards**

Mr. Dinesh Chandra Shahra has received "Oilman of the year" award by Globoil in 1999 and conferred with "Globoil Man of the Decade" award in 2006 and also recipient of several awards including Dun & Bradstreet's 'The No-1 Food Processing Company in India'; and Solvent Extractors Association Award for contribution towards development of Indian Vegetable Oil Industry. He was honored as the Best CEO by Business World Magazine in 2010. Mr. Dinesh Chandra Shahra was also a member of Advisory Committee constituted by the Government of India for enhancing commodity futures and headed various national and international organizations including Soya Food Promotion & Welfare Association (SFPWA).

**(d) Job Profile and his suitability**

As Managing Director of the Company he will be responsible for the management of the Company, subject to the superintendence, guidance and control of the Board of Directors. Taking into account his previous experience, educational background, knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person to be reappointed as the Managing Director of the Company.

**(e) Remuneration Proposed**

The remuneration details are provided in the respective explanatory statement to the special businesses.

**(f) Comparative remuneration Profile with respect to industry, size of the Company, profile of the position and person**

Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered on him and the industry bench marks, the proposed remuneration is reasonable, justified and commensurate with the remuneration packages paid in the comparable companies.

**(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any**

Mr. Dinesh Chandra Shahra has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his remuneration in the capacity of a Managing Director. He holds 21,11,383 (0.63%) equity shares of the Company.

**III. OTHER INFORMATION:**

**(a) Reasons for loss or inadequate profits**

- Lower capacity utilization of solvent extraction plants primarily due to lower production of soya crop, poor arrival of soyabean and domestic market and disparity in export of final product ;
- Lowest commodity prices; and
- Thin margin on refining of imported crude edible oil.

**(b) Steps taken or proposed to be taken for improvement**

Improved productivity and cost control measures have been put in place. The Company has initiated various steps to improve its operational performance/ liquidity, including lowering its operating cost, augmenting its branded sales and diversifying in profitable ventures.

**(c) Expected increase in productivity and profit in measurable terms**

Considering the prevalent volatile conditions in the edible oil and commodities industry, the turnover and profitability are not predictable. However, based on the current conservative business plans, strict cost control measures, availability of duly served banking limits and continued support from the stakeholders, the Company is expected to sustain in the adverse volatile market conditions and emerge successfully in due course of time.

## RUCHI SOYA INDUSTRIES LIMITED

(CIN : L15140MH1986PLC038536)

Registered Office : "Ruchi House", Royal Palms, Survey No.169,  
Aarey Milk Colony, Near Mayur Nagar, Goregaon (East),  
Mumbai – 400 065

Website : [www.ruchisoya.com](http://www.ruchisoya.com)

E-mail: [ruchisoya@ruchigroup.com](mailto:ruchisoya@ruchigroup.com)

### POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Serial No:

- (i) Name of Member :  
(first name, in case of joint holding)  
(in block letters)
- (ii) Registered address :
- (iii) DP ID No. & Client ID No.\*/ :  
Registered Folio No.  
(\*Applicable to Members holding  
shares in dematerialized form)
- (iv) No. of shares held :
- (v) I/We hereby exercise my / our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business as stated in the Notice dated February 10, 2016 of Ruchi Soya Industries Limited (the Company), by conveying my / our assent or dissent to the said Resolutions by placing tick (✓) mark in the appropriate box below:

Item No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution under Section 197 of the Companies Act, 2013 for payment of minimum remuneration payable to Mr. Dinesh Chandra Shahra as Managing Director.			
2.	Special Resolution under Section 196 and other applicable provisions of the Companies Act, 2013 for re-appointment of Mr. Dinesh Chandra Shahra as Managing Director of the Company.			

Place :

Date :

Signature of the Member

Electronic Voting Particulars

EVSN (Electronic Voting Sequence Number)	User ID	Sequence No.

Note: Last date for receipt of Postal Ballot Form by the Scrutinizer – Thursday, March 24, 2016.

## INSTRUCTIONS:

- a) Member desiring to exercise vote by postal ballot may complete and sign this postal ballot form and send it to the Scrutinizer in the enclosed postage prepaid self-addressed envelope. Postal ballot forms deposited in person, or sent by courier at the expense of the member, will also be accepted. Members also have the option of casting their votes through electronic means. Such members may log on [www.evotingindia.com](http://www.evotingindia.com) and cast their vote, instructions for which are specified in detail in the Notice. The voting period begins on Wednesday, February 24, 2016 at 10.00 am and ends on Thursday, March 24, 2016 at 5.00 p.m. The e-voting module shall be disabled by CDSL for voting thereafter. Voting through any other form or photocopy of this postal ballot form will not be considered valid.
- b) In case of joint holding, the form should be completed and signed by the first named member. The signature of the member on this postal ballot form should be as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form, respectively.
- c) In respect of shares held by companies, trusts, societies etc., the completed postal ballot form should be accompanied by certified copy of board resolution / appropriate authorisation, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- d) In case this postal ballot form is signed by a member through an attorney, an attested copy of the power of attorney should be attached to the postal ballot form.
- e) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member on Wednesday, February 17, 2016.
- f) Completed postal ballot forms should reach the Scrutinizer not later than 5.00 pm on Thursday, March 24, 2016. Postal ballot forms received thereafter will be treated as if the same have not been received.
- g) A member may request for a duplicate postal ballot form, if so required. However, the duly completed and signed duplicate postal ballot form(s) should reach the Scrutinizer not later than the date and time specified under Serial No.(f) above.
- h) Postal ballot forms which are incomplete or unsigned or un-ticked or defective in any other manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- i) Members are requested not to send any other paper along with this postal ballot form.
- j) The Scrutinizer will submit his report on or before March 31, 2016 and the results will be declared, accordingly, by placing it, alongwith the scrutinizer's report, on the website of the Company. The date of declaration of result shall be deemed the date of a meeting convened in this behalf and the resolutions shall be deemed to be passed (or otherwise) on that date.