



# RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

Head Office :  
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7/5, South Tukoganj,  
Nath Mandir Road,  
INDORE - 1 (M.P.) India  
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RSIL/2016

26/03/2016

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 Sir,

**Sub: Declaration of Results of e-voting and postal ballot process 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**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 of the Listing Agreement, Ruchi Soya Industries Limited, had provided e-voting /postal ballot facility to the Members to enable them to cast their votes on the business proposed in the Postal Ballot Notice.

The Board of Directors had appointed Mr. Prashant Diwan, Practicing Company Secretary as the Scrutinizer. The Scrutinizer has carried out the scrutiny of e-voting/postal ballot process and submitted his Report on 25<sup>th</sup> March, 2016. The report of Scrutinizer is attached herewith.

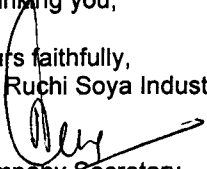
It may be noted that all the businesses as set out in the Postal Ballot Notice have been duly transacted and approved by the members with requisite majority.

Kindly take note of above in terms of Rule 20 (xiv) of the Companies (Management & Administration) Rules, 2014, read with Section 108 of the Companies Act, 2013.

Kindly do acknowledge receipt hereof.

Thanking you,

Yours faithfully,  
For Ruchi Soya Industries Ltd.

  
Company Secretary

Encl: above



**CS PRASHANT DIWAN**

B.Com, LL.B, FCS, AICWA

Practicing Company Secretary

B-703/704, Anand Sagar

M. G. Road, Kandivali (W), Mumbai 400067

**SCRUTINIZER'S REPORT**

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To  
The Chairman  
**Ruchi Soya Industries Ltd**  
"Ruchi House", Royal Palms, Survey No.169  
Aarey Milk Colony, Near Mayur Nagar  
Goregaon (East), Mumbai - 400 065

Dear Sir

- 1) The Board of Directors of the **M/s. Ruchi Soya Industries Ltd** (CIN: L15140MH1986PLC038536) (hereinafter referred as the "Company") at its meeting held on **40<sup>th</sup> February, 2016** has appointed me as the Scrutinizer pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Amendment Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for scrutinizing the Postal Ballot forms and Remote e-voting in respect of Special Resolutions as stated in the Postal Ballot Notice dated **10<sup>th</sup> February, 2016**.
- 2) I submit my report as under:
  - (a) The Company has completed on **23<sup>rd</sup> February, 2016** the dispatch of Postal Ballot forms and PIN MAILERS alongwith postage prepaid business reply envelopes to its members whose name(s) appeared on the Register of Members/List of Beneficiaries as on **17<sup>th</sup> February, 2016**.
  - (b) The Postal Ballot forms were kept in safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such Postal Ballot forms.
  - (c) The ballot box was opened on **25<sup>th</sup> February, 2016** in my presence.
  - (d) All Postal Ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company/List of Beneficiaries as on **17<sup>th</sup> February, 2016**.
  - (e) All Postal Ballot forms received upto **5.00 pm on 24<sup>th</sup> March, 2016**, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
  - (f) The Company has not received any envelopes containing Postal Ballot form after **24<sup>th</sup> March, 2016**.
  - (g) Envelopes containing Postal Ballot forms returned undelivered are **125**.





**CS PRASHANT DIWAN**

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

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

(h) The Remote e-voting period commenced on Wednesday, the 24<sup>th</sup> February, 2016 at 10.00 a.m. IST and concluded on Thursday, the 24<sup>th</sup> March, 2016 at 5.00 p.m. IST, the e-voting services were provided by Central Depository Services (India) Ltd (CDSL).

The votes were unblocked on 24<sup>th</sup> March, 2016 at 5.20 p.m. IST in the presence of two witnesses CS Nikunj Kiri and CS Aashit Doshi who are not in the employment of the Company. The results of e-voting alongwith the List of members who voted "For" and "Against" the resolution were downloaded from the e-voting website of CDSL.

(i) Particulars of all the Postal Ballot forms received from the Members and the votes cast by electronic mode have been entered in a register separately maintained electronically for the purpose.

3) The detailed report on Scrutinizing the e-voting and Ballot form are enclosed herewith as under:

- (a) Annexure 1 – Consolidated Summary of Postal Ballot form and Remote e-voting
- (b) Annexure 2 – Summary of Postal Ballot form
- (c) Annexure 3 – Summary of Remote e-voting
- (d) Annexure 4 – Consolidated Members Category Wise Voting Report (Resolution wise)
- (e) Annexure 5 – Register of Postal Ballot form (Resolution wise)
- (f) Annexure 6 – Register of Remote e-Voting (Resolution wise)

4) I hereby handover the Postal Ballot forms and other papers/register and records for safe custody to Mr. R. L. Gupta, Company Secretary of the Company as he is authorized by the Board to supervise the postal ballot.

5) You may accordingly declare the results of the voting by postal ballot.

Thanking you  
Yours faithfully

**PRASHANT DIWAN**  
**SCRUTINIZER**



Place: Mumbai  
Date: 25<sup>th</sup> March, 2016

We the undersigned witnessed that the votes were unblocked from the e-voting website of CDSL in our presence at 5.20 p.m. IST on 24<sup>th</sup> March, 2016 at the office of the scrutinizer.

1) CS Nikunj Kiri

2) CS Aashit Doshi

SCRUTINIZER REPORT

PRASHANT DIWAN  
PRACTICING COMPANY SECRETARY

ANNEXURE 1

RUCHI SOYA INDUSTRIES LIMITED

**CONSOLIDATED SUMMARY OF POSTAL BALLOT FORM AND REMOTE e-VOTING**

ITEM NO. AS PER POSTAL BALLOT NOTICE	PARTICULARS OF RESOLUTIONS	TOTAL NO. OF FOLIOS VOTED / POSTAL BALLOT FORM RECEIVED (1)	TOTAL NUMBER OF VOTES (2)	INVALID VOTES / NOT VOTED (3)	TOTAL VALID VOTES (4) 4=(2-3)	TOTAL ASSENT VOTES (5)	% OF ASSENT VOTES (6)	TOTAL DISSENT VOTES (7)	% OF DISSENT VOTES (8)
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.	208	252801643	2112543	250689100	250666343	99.99	22757	0.01
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.	208	252801643	2112743	250688900	250666473	99.99	22427	0.01



SCRUTINIZER REPORT

PRASHANT DIWAN  
PRACTICING COMPANY SECRETARY

ANNEXURE 2

RUCHI SOYA INDUSTRIES LIMITED  
SUMMARY OF POSTAL BALLOT FORM VOTING

ITEM NO. AS PER POSTAL BALLOT NOTICE	PARTICULARS OF RESOLUTIONS	TOTAL NO. OF POSTAL BALLOT FORM RECEIVED	TOTAL NUMBER OF VOTES	INVALID VOTES / NOT VOTED	TOTAL VALID VOTES  (4) 4=[2-3]	TOTAL ASSENT VOTES	% OF ASSENT VOTES	TOTAL DISSENT VOTES	% OF DISSENT VOTES
		(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
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.	95	98561036	1160	98559876	98545551	99.99	14325	0.01
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.	95	98561036	1360	98559676	98545551	99.99	14125	0.01



CRUTINIZER REPORT

PRASHANT DIWAN  
PRACTICING COMPANY SECRETARY

ANNEXURE 3

RUCHI SOYA INDUSTRIES LIMITED

SUMMARY OF REMOTE e- VOTING

ITEM NO. AS PER POSTAL BALLOT NOTICE	PARTICULARS OF RESOLUTIONS	TOTAL NO. OF FOLIOS VOTED (1)	TOTAL NUMBER OF VOTES (2)	INVALID VOTES/ NOT VOTED (3)	TOTAL VALID VOTES (4) 4=(2-3)	TOTAL ASSENT VOTES (5)	% OF ASSENT VOTES (6)	TOTAL DISSENT VOTES (7)	% OF DISSENT VOTES (8)
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.	113	154240607	2111383	152129224	152120792	99.99	8432	0.01
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.	113	154240607	2111383	152129224	152120922	99.99	8302	0.01



## RUCHI SOYA INDUSTRIES LIMITED

## MEMBERS CATEGORY WISE POSTAL BALLOT FORM &amp; REMOTE e-VOTING

Resolution required: Special Resolution No. 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.				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting.	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	186699796	99887114	53.50	99887114	0	100	0
	Postal Ballot	186699796	59235838	31.73	59235838	0	100	0
	<b>Total</b>	<b>186699796</b>	<b>159122952</b>	<b>85.23</b>	<b>159122952</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public- Institutions	E-Voting	19646605	1005260	5.12	1005260	0	100	0
	Postal Ballot	19646605	0	0	0	0	0	0
	<b>Total</b>	<b>19646605</b>	<b>1005260</b>	<b>5.12</b>	<b>1005260</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public- Non Institutions	E-Voting	127754321	34031014	26.64	34022582	8432	99.98	0.02
	Postal Ballot	127754321	39324038	30.78	39309713	14325	99.96	0.04
	<b>Total</b>	<b>127754321</b>	<b>73355052</b>	<b>57.42</b>	<b>73332295</b>	<b>22757</b>	<b>99.97</b>	<b>0.03</b>
<b>Total</b>		<b>334100722</b>	<b>233483264</b>	<b>69.88</b>	<b>233460507</b>	<b>22757</b>	<b>99.99</b>	<b>0.01</b>



## RUCHI SOYA INDUSTRIES LIMITED

## MEMBERS CATEGORY WISE POSTAL BALLOT FORM &amp; REMOTE e-VOTING

Resolution required: Special Resolution No. 2				Special Resolution under Section 196 and other applicable provisions of the Companies Act, 2013 for re-appointment of Mr. Dinesh Chandra Shakra as Managing Director of the Company.				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	186699796	99887114	53.50	99887114	0	100	0
	Postal Ballot	186699796	59235838	31.73	59235838	0	100	0
	<b>Total</b>	<b>186699796</b>	<b>159122952</b>	<b>85.23</b>	<b>159122952</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public- Institutions	E-Voting	19646605	1005260	5.12	1005260	0	100	0
	Postal Ballot	19646605	0	0	0	0	0	0
	<b>Total</b>	<b>19646605</b>	<b>1005260</b>	<b>5.12</b>	<b>1005260</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public- Non Institutions	E-Voting	127754321	34031014	26.64	34022712	8302	99.98	0.02
	Postal Ballot	127754321	39323838	30.78	39309713	14125	99.96	0.04
	<b>Total</b>	<b>127754321</b>	<b>73354852</b>	<b>57.42</b>	<b>73332425</b>	<b>22427</b>	<b>99.97</b>	<b>0.03</b>
<b>Total</b>		<b>334100722</b>	<b>233483064</b>	<b>69.88</b>	<b>233460637</b>	<b>22427</b>	<b>99.99</b>	<b>0.01</b>

