

Ruchi

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

RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

RSIL/2016

14th September, 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: Proceedings of Annual General Meeting (AGM) under regulation 30(2) and Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of regulation 30(2) and Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the business of the notice of 30th AGM were duly transacted at the 30th AGM held on Wednesday, the 14th September, 2016. Copy of the said Notice is attached for your ready reference. Submission of results of electronic voting in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is being done separately.

Kindly take note of above.

Thanking you,

Yours sincerely,
For RUCHI SOYA INDUSTRIES LTD.,


COMPANY SECRETARY

Encl: As above.



RUCHI SOYA INDUSTRIES LIMITED

(CIN – I.15140MH1986PLC038536) Regd. Office : “Ruchi House”, Royal Palms, Survey
No. 169, Aarey Milk Colony, Near Mayur Nagar, Goregaon (East), Mumbai – 400 065.

NOTICE

Notice is hereby given that the Thirtieth Annual General Meeting of the members of Ruchi Soya Industries Limited will be held on Wednesday, September 14, 2016 at 10.45 AM at Sunville Deluxe Pavilion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai - 400018, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2016, the reports of Board of Directors and Auditors thereon; and the audited consolidated financial statements of the Company for the financial year ended March 31, 2016.

2. To appoint a Director in place of Mr. Vijay Kumar Jain (DIN: 00098298), who retires by rotation and being eligible, offers himself for re-appointment.

3. To ratify the appointment of Auditors and to fix their remuneration and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, and pursuant to the recommendations of the Audit Committee and resolution passed by the members at the 28th Annual General Meeting of the Company held on September 26, 2014, the appointment of M/s. P.D. Kunte & Co., Chartered Accountants (Firm Registration No. 105479W), as the Auditors of the Company to hold office till the conclusion of the 31st Annual General Meeting, be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors.”

4. To ratify the appointment of Branch Auditors and to fix their remuneration and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit

and Auditors) Rules, 2014 as amended from time to time, and pursuant to the recommendations of the Audit Committee and resolution passed by the members at the 28th Annual General Meeting of the Company held on September 26, 2014, the appointment of M/s. KR & Co., Chartered Accountants (Firm Registration No. 025217N), as the Branch Auditors of the Company to hold office till the conclusion of 33rd Annual General Meeting, be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Branch Auditors.”

SPECIAL BUSINESS:

5. To approve the re-appointment of Mr. Vijay Kumar Jain as Wholetime Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, 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. Vijay Kumar Jain (DIN:00098298) as whole-time Director of the Company for a further period of three years with effect from April 1, 2016 to March 31, 2019 on the terms and conditions as set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded to designate Mr. Vijay Kumar Jain as Executive Director of the Company with effect from August 12, 2016.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, shall not exceed ₹ 80.00 lacs per annum subject to the provisions of the Companies Act, 2013 and Rules made thereunder.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, Mr. Vijay Kumar Jain, Executive Director shall be paid such remuneration (as set out in the explanatory statement) or such revised/increased remuneration, as approved by the Board of Directors from time to time, as the case may be, 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. Dinesh Chandra Shahra, Managing Director (DIN : 00533055) 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 the Rules made thereunder."

6. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2017 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to M/s. KG Goyal & Co., Cost Accountants (Firm Registration No. 000017), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, amounting to ₹ 4,40,000/- (Rupees Four Lacs Forty Thousand Only) subject to payment of applicable taxes thereon and re-imbursment of out of pocket expenses, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT Mr. Dinesh Chandra Shahra (DIN: 00533055), Managing Director, Mr. Vijay Kumar Jain (DIN: 00098298), Executive Director and Mr. R.L. Gupta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013."

7. To approve the excess remuneration paid/payable to Mr. Dinesh Chandra Shahra, Managing Director and in

this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 197 and Schedule V of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 {including any statutory modification(s) or re-enactment thereof, for the time being in force} and subject to the approval of the Central Government, the approval of members of the Company be and is hereby accorded to pay remuneration to Mr. Dinesh Chandra Shahra in accordance with the approval(s) obtained from the members and waive the recovery of excess managerial remuneration, pertaining to the financial year ended March 31, 2016, over and above the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013, of ₹ 1,29,31,679/- (Rupees One Crore Twenty Nine Lac Thirty One Thousand Six Hundred and Seventy Nine Only) from Mr. Dinesh Chandra Shahra, Managing Director of the Company.

RESOLVED FURTHER THAT Mr. Vijay Kumar Jain, Executive Director (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 and things as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, applications, submissions under the Companies Act, 2013."

8. To approve revision in remuneration payable to Mr. Dinesh Chandra Shahra, Managing Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder and in partial modification to the approval of members of the Company accorded by way of Special Resolution dated March 25, 2016 for re-appointment of Mr. Dinesh Chandra Shahra (DIN:00533055) as Managing Director of the Company with effect from January 7, 2016 to January 6, 2019, the approval of members of the Company be and is hereby accorded to pay the revised remuneration as set out in the explanatory statement for the period from June 1, 2016 to March 31, 2017, to Mr. Dinesh Chandra Shahra, Managing Director of the

Company provided that for the remaining period of his tenure, the remuneration and other terms and conditions as approved by the members vide Special Resolution passed on March 25, 2016 shall be applicable.

RESOLVED FURTHER THAT where in financial year 2016-17, the Company has no profits or inadequate profits, Mr. Dinesh Chandra Shahra, Managing Director shall be paid such revised 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 the Board of Directors of the Company be and is hereby authorized to vary and/or alter the terms and conditions of his re-appointment within the maximum limit of remuneration payable to him pursuant to the approval accorded by members by way of Special Resolution dated March 25, 2016.

RESOLVED FURTHER THAT Mr. Vijay Kumar Jain, Executive Director (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 the Rules made thereunder."

9. To approve the expenses for service of documents to members and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed thereunder, the consent of the Company be and is hereby accorded to charge from a member fee in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode if any request has been made by such member for delivery of such document to him through such mode of service provided that such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

RESOLVED FURTHER THAT the Company Secretary of the Company be and is hereby authorized to estimate the actual expenses and intimate the member for payment of appropriate fee in advance.

RESOLVED FURTHER THAT Mr. Dinesh Chandra Shahra, Managing Director (DIN: 00533055) Mr. Vijay Kumar Jain, Executive Director (DIN: 00098298) and Mr. R.L. Gupta, Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution."

By order of the Board of Directors

Registered Office:

Ruchi Soya Industries Ltd.

"Ruchi House", Royal Palms,

Survey No. 169, Aarey Milk Colony,

Near Mayur Nagar, Goregaon (East),

Mumbai - 400 065

R. L. Gupta
Company Secretary

Date : August 12, 2016

Place : Mumbai

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. An Explanatory Statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013, setting out the material facts in respect of the special business to be transacted at the meeting is annexed hereto.
3. Corporate members/Societies intending to send their authorized representative to attend the AGM are requested to send a duly certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.

4. Members/proxies attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
5. Members are requested to bring their copies of the Annual Report at the time of attending the Annual General Meeting.
6. All relevant documents referred to in accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days except Saturday between 11.00 A.M. to 1.00 P.M. up to the date of Annual General Meeting.
7. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of members of the Company will be entitled to vote.
8. Members seeking any information with regard to the accounts are requested to write to the Company at least ten days before the date of Annual General Meeting so as to enable the management to keep the information ready at the meeting.
9. The amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred the unpaid and unclaimed dividend amount pertaining to dividend for the financial year 2007-08 to the IEPF within the stipulated time period during the year.
10. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
11. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/depositories, unless any member has requested for a physical copy of the same. For members, who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that the Notice and the Annual Report 2015-16 is also available on the Company's website viz www.ruchisoya.com.
12. Members holding shares in physical form are requested to intimate changes pertaining to their bank account details, mandates, nominations, change of address, e-mail address etc., if any, to the Company or Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants.
13. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
14. The route map of the venue of the meeting is given in the Notice. The prominent landmark for easy location of the venue of the Meeting is Dr. Annie Besant Road, Worli, Mumbai.
15. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the members the facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). The facility for voting through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
 - A. The instructions for e-voting are as under:
 - (i) The e-voting period begins on Saturday, September 10, 2016 at 10.00 AM and ends on Tuesday, September 13, 2016 at 5.00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 7, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - (ii) The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on the cut-off date. A person whose name is recorded in the Register of members or in the Register of

Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility for remote e-voting as well as voting at the meeting.

- (iii) The Shareholders who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (iv) The shareholders should log on to the e-voting website www.evotingindia.com.
- (v) Click on Shareholders.
- (vi) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (ix) If you are a first time user follow the steps given below:

PAN	<p>For Members holding shares in Demat Form and Physical Form</p> <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"> • 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. • In case the sequence number is less than 8 digits enter the applicable number of 0s 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.
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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"> • 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 (vi).
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- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) 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.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for "**RUCHI SOYA INDUSTRIES LIMITED**".
- (xiv) 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.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xviii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xix) If a 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.

(xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xxi) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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.
- 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 emailed to 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.

(xxii) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. The Board of Directors of the Company has appointed Mr. Prashant D. Diwan, Practicing Company Secretary

as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.

C. The Scrutinizer shall not later than two days of conclusion of 30th Annual General Meeting, submit a consolidated scrutinizer's report to the Chairman/Managing Director of the Company, who shall declare the results forthwith.

EXPLANATORY STATEMENT

[Pursuant to provisions of Section 102(1) of the Companies Act, 2013]

Item No. 5

Mr. Vijay Kumar Jain was re-appointed by the members of the Company at its 27th Annual General Meeting held on August 30, 2013, as Director (Commercial) of the Company from April 1, 2013 for a period of three years with remuneration. The term of office of Mr. Vijay Kumar Jain as Director (Commercial) expired on March 31, 2016.

Having regard to the vast knowledge, experience and dedicated services rendered by him towards the growth of the Company, it is incumbent that his services should continue to be available to the Company.

Hence, the Board of Directors, on recommendations of the Nomination & Remuneration Committee, at its meeting held on May 30, 2016, has re-appointed Mr. Vijay Kumar Jain as whole-time Director of the Company for a further period of three years with effect from April 1, 2016, subject to the approval of members on the following terms and conditions of his remuneration:

1. Basic Salary : ₹ 1,02,566/- per month.
2. House Rent Allowance : ₹ 56,733/- per month.
3. Other Allowance : ₹ 52,048/- per month.
4. Ex-gratia : ₹ 11,969/- per month.
5. Re-imbursment of medical expenses subject to maximum of ₹ 1,250/- per month.
6. Re-imbursment of Vehicle running and maintenance expenses subject to a maximum of ₹ 20,500/-.
7. Leave travel allowance, leave encashment, contribution to provident fund and family pension fund, bonus, performance bonus and gratuity as per policy of the Company.

The Board also approved on recommendation of the Nomination and Remuneration Committee of the Board to revise the aforesaid remuneration payable to him from time to time, as may be approved by the Board, or the Nomination and Remuneration Committee during his tenure, subject to a maximum ceiling of

₹ 80.00 lacs (Rupees Eighty lacs only) per annum including Salary, allowances, variable salary/performance bonus, perquisites, reimbursement of expenses, Leave travel allowance, contribution to provident fund and family pension fund, leave encashment, bonus and gratuity as per policy of the Company.

At its meeting held on August 12, 2016, the Board approved to designate Mr. Vijay Kumar Jain as Executive Director of the Company. In the interest of the Company, it is recommended that the members approve such re-appointment/change in designation. Mr. Vijay Kumar Jain is 58 years old and is Bachelor of Science & holding Diploma in Business Management. He has more than 33 years experience in the field of import, export & commercial activities and is associated with the Company since two decades. He was appointed on the Board of the Company on September 30, 2009.

He is not related to any director or key managerial personnel of the Company and holds 141 equity shares (0%) of the Company in his individual capacity. He has attended two meetings out of four meetings of the Board of Directors of the Company held during the financial year 2015-16. He has drawn the total remuneration of ₹ 34.43 lacs during the year 2015-16. He is not on the Board and Committees of any other listed entity. The details of his directorships are as under:

Directorships

1. Ruchi Worldwide Limited
2. Uttaranchal Bio Fuels Ltd.
3. Evershine Oleochem Ltd.
4. Mrig Trading Pvt. Ltd.
5. RSIL Holding Pvt. Ltd.
6. Union Infrastructure Solutions Pvt. Ltd.
7. Indian Vanaspati Producers Association
8. Ruchi Agri Plantation (Cambodia) Pte. Ltd.
9. Palmolien Industries Pte. Ltd.
10. Ruchi Agri PLC.
11. Ruchi Agri SARLU.

Among the Non-Executive Directors of the Company, Mr. Kailash Chandra Shahra, Chairman, holds 1,98,500 equity shares and Mr. Sajeve Deora, Non-executive Independent Director (Resigned from April 21, 2016) was holding 56,000 equity shares of the Company during the year ended March 31, 2016.

The information as required under Schedule V of the Companies Act, 2013, is attached herewith.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 and regulation 36(3) of the SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the special resolution as set out at Item No. 5 of the Notice for approval of the members.

Save and except Mr. Vijay Kumar Jain and his relatives, to the extent of their shareholding interest, if any, 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 resolution as set out at Item No. 5 of the Notice.

Item No. 6

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of M/s. KG Goyal & Co., Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017 at a remuneration of ₹ 4,40,000/- (Rupees Four Lacs Forty Thousand Only), subject to payment of applicable taxes thereon and re-imbursment of out of pocket expenses.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. Accordingly, consent of the members is sought to ratify the remuneration payable to the Cost Auditors.

The Board recommends the Ordinary Resolution as set out at Item No. 6 of the Notice for approval of the members.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in the resolution as set out at Item No. 6 of the Notice.

Item No. 7

The members of the Company at their 24th Annual General Meeting held on September 30, 2010 had re-appointed Mr. Dinesh Chandra Shahra as Managing Director of the Company for a period of five years with effect from January 7, 2011 and approved the remuneration payable to him 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. Later, vide special resolution dated March, 25, 2016, the members have also approved payment of such remuneration during April 1, 2015 to January 6, 2016 as minimum remuneration, in the event of loss or inadequacy of profit.

Mr. Dinesh Chandra Shahra was further re-appointed by the members of the Company by means of passing a special resolution through postal ballot dated March 25, 2016 for a period of three years with effect from January 7, 2016 to

January 6, 2019 with remuneration payable to him, in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013.

Due to loss incurred by the Company during the financial year 2015-16 (hereinafter referred to as "the year"), the remuneration paid/payable to Mr. Dinesh Chandra Shahra, Managing Director of the Company for the year had exceeded by ₹ 1,29,31,679/- (Rupees One Crore Twenty Nine Lac Thirty One Thousand Six Hundred and Seventy Nine Only) over and above the limits as prescribed under the provisions of Section 197 and Schedule V of the Companies Act, 2013. Turbulent economic market conditions in global markets coupled with steep fall in the prices of commodities such as soyabean, edible oils, coffee, guar gum and castor businesses have been the major reasons for losses of the Company during the year. The Nomination & Remuneration Committee as well as the Board of Directors of the Company at their respective meetings held on May 30, 2016, have proposed to waive the recovery of excess remuneration of ₹ 1,29,31,679/- (Rupees One Crore Twenty Nine Lac Thirty One Thousand Six Hundred and Seventy Nine Only) paid/payable to Mr. Shahra during the year.

The Board of Directors solicits approval of the members for waiver of recovery of excess managerial remuneration of ₹ 1,29,31,679/- (Rupees One Crore Twenty Nine Lac Thirty One Thousand Six Hundred and Seventy Nine Only) paid/payable to Mr. Shahra by way of special resolution as set out at Item No. 7 of the Notice.

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 resolution as set out at Item No. 7 of the Notice.

Item No. 8

The members of the Company had re-appointed Mr. Dinesh Chandra Shahra as Managing Director of the Company by means of passing a special resolution through postal ballot dated March 25, 2016 for a further period of three years from January 7, 2016 to January 6, 2019 in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013.

Based on the performance of the Company during the financial year 2015-16, it appears that the profit for the financial year 2016-17 may be inadequate for the purpose of payment of managerial remuneration as approved by the members. Considering the above fact and in consultation with the Managing

Director, the Nomination & Remuneration Committee and the Board of Directors of the Company at the request of Mr. Dinesh Chandra Shahra, have proposed revised remuneration payable to Mr. Dinesh Chandra Shahra, Managing Director for the period from June 1, 2016 to March 31, 2017, at their respective meetings held on May 30, 2016, subject to the approval of members of the Company. The details of revised remuneration are as follows:-

1. Salary: ₹ 10,00,000/- 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 ₹ 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.

Mr. Dinesh Chandra Shahra is 64 years old and is B.E. (Chemical Engineering) from HBTI, Kanpur, UP and has more than 39 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 guiding the Company since three decades and has immensely contributed to the growth and diversification of the Company.

Mr. Dinesh Chandra Shahra 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 2015-16. During the financial year 2015-16, he has drawn the total remuneration (Including

excess remuneration as given in Item No. 7 of the Notice) of ₹ 278.70 lacs. He is not on the Board and Committees of any other listed entity.

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

Directorships

1. Shahra Brothers Pvt. Ltd.
2. Shahra Estate Pvt. Ltd.
3. Ruchi Worldwide Limited
4. Evershine Oleochem Ltd.
5. Brightstar Infrastructure Pvt. Ltd.
6. Indivar Beauty Pvt. Ltd.
7. IFarm Venture Advisors Pvt. Ltd.
8. IFarm Equity Advisors Pvt. Ltd.
9. Delite Ventures Pvt. Ltd.
10. Saharsh Brokers Pvt. Ltd.
11. RSIL Holdings Pvt. Ltd.

Memberships/Chairmanships of Committees

1. Chairman of Corporate Social Responsibility Committee of the Board of Ruchi Worldwide Ltd.

The information as required under Schedule V of the Companies Act, 2013, is attached herewith. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Board recommends the special resolution as set out at Item No. 8 of the Notice for approval of the members.

Mr. Dinesh Chandra Shahra (DIN: 00533055), Managing Director and Mr. Kailash Chandra Shahra (DIN: 00062698), Chairman of the Company with their relatives, 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 resolution as set out at Item No. 8 of the Notice.

Item No. 9

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which shareholder shall pay such fees in advance as may be determined

by the company in its Annual General Meeting. Accordingly, the Board of Directors in their meeting held on August 12, 2016 has proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

The Board recommends the Ordinary Resolution as set out at Item No. 9 of the Notice for approval of the members.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in the resolution as set out at Item No. 9 of the Notice.

By order of the Board of Directors

Registered Office:

Ruchi Soya Industries Ltd.

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

R. L. Gupta
Company Secretary

Date : August 12, 2016

Place : Mumbai

ATTACHMENT TO THE EXPLANATORY STATEMENT FOR ITEM NO. 5 & 8

The following information pertaining to Mr. Dinesh Chandra Shahra and Mr. Vijay Kumar Jain are 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.

(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)

(v) Foreign investments or collaborators, if any

Financial Year	Revenue	Branded Sales	Export Sales	Profit after tax
2015-16	27,805	9,094	1,754	(879)
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

The Company has not entered into any foreign collaboration. As per the shareholding pattern as on March 31, 2016, 25 FIIs hold 1,70,56,526 equity shares representing 5.10%, 5 Overseas Corporate Bodies hold 1,24,95,110 equity shares representing 3.74% and 22 Foreign Corporate Bodies hold 5,97,12,607 representing 17.87% of the paid-up equity share capital of the Company.

II. INFORMATION ABOUT THE APPOINTEES:

S.No.	Particulars	Mr. Dinesh Chandra Shahra	Mr. Vijay Kumar Jain
(a)	Background Details	Mr. Dinesh Chandra Shahra, aged 64 years completed his graduation in engineering from HBTI, Kanpur (UP) from the faculty of Chemical Engineering and has more than 39 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.	Mr. V.K. Jain is 58 years old and is Bachelor of Science & Diploma in Business Management. He was appointed on the Board of the Company on September 30, 2009. He has more than 33 years experience in the field of import, export & commercial activities and is associated with the Company since two decades.
(b)	Past Remuneration	₹ 278.70 Lacs for the Financial Year 2015-16 subject to the approval of Central Government.	₹ 34.43 Lacs for the Financial year 2015-16.
(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).	None
(d)	Job profile and his suitability	As Managing Director of the Company he is 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 as the Managing Director of the Company.	He will be responsible for the import, export & commercial matters of the Company in the ordinary course of business. Considering the above and having regard to his age, qualifications, ability, experience and looking to the business requirement, the proposed re-appointment is in the interest of the Company.

S.No.	Particulars	Mr. Dinesh Chandra Shahra	Mr. Vijay Kumar Jain
(e)	Remuneration Proposed	The revised remuneration details are provided in the respective explanatory statement to the special business.	The remuneration details are provided in the respective explanatory statement to the special business.
(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 Mr. Shahra, the responsibilities shouldered on him and the industry bench marks, the proposed revised remuneration is reasonable, justified and commensurate with the remuneration packages paid in the comparable Companies.	The remuneration proposed to be paid to Mr. V.K. Jain is reasonable and as per industry standard.
(g)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, 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.	Mr. V.K. Jain has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his remuneration in the capacity of Executive Director. He holds 141 (0%) 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 in 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

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. Improved productivity

and cost control measures have been put in place. Various realignment initiative ensured reduced debt burden on the Company resulting in overall reduction in finance cost.

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

The Company expects that with the improvement in consumer sentiment and increased consumer spending will enable the growth momentum to pick up. The management Continues to be optimistic towards the external economic environment and expects consumer demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company which would contribute in increased revenues and higher margins.