



RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

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RSIL/2017

2nd November, 2017

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,

Reg: Press Release

We attach herewith a copy of captioned Press Release, being issued by the Company for your information and records.

Thanking you,

Yours faithfully,
For RUCHI SOYA INDUSTRIES LTD.


COMPANY SECRETARY

Encl. : As above.

Ruchi Soya Board approves investment by global PE major Devonshire Capital

Company signs binding term sheet, to file petition u/s 230 of the Companies Act, 2013 for a Scheme of Arrangement

Mumbai, November 2, 2017: Ruchi Soya Industries Limited (RSIL) announced that in its meeting held today, the Board of Directors has approved signing of a binding term sheet with Devonshire Capital, a global private equity major for investment in Ruchi Soya Industries Limited via acquisition of a majority stake including issue of fresh equity. The Board also approved the filing of a petition u/s 230 of the Companies Act, 2013 in the NCLT to enter into a scheme of arrangement subject to applicable approvals.

The binding term sheet details Devonshire Capital taking 51% equity stake in RSIL as per SEBI guidelines post approval from the creditors and other statutory/regulatory approvals. It also covers restructuring of RSIL's certain branded packaged oils distribution business being spun out and to be 100% acquired by the investor for a gross consideration amount of INR 4000 crores to be paid to RSIL in various tranches. The amount would be substantially utilized for payment to all lenders over the period of time as described in the Scheme of Arrangement.

Commenting on the restructuring, Managing Director & CEO, Mr. Dinesh Shahra said: *"This strategic investment by Devonshire will enhance the value of our business and provide an effective solution to resolve our outstanding issues with the banks, financial institutions and operational creditors. We are optimistic on an early completion of this restructuring exercise after all necessary approvals of the lenders and legal formalities."*

The Term Sheet is subject to RSIL obtaining approval from its lenders and all other applicable statutory/regulatory consents.

Devonshire Capital is a privately owned independent Asian based merchant banking organization spread throughout the Asia Pacific region. The Devonshire Group is focused on investing in companies with proven track record of consumer led

businesses and strong market share. Since 1995, Devonshire Capital has mobilized a combined investment value of over \$10 billion in cross border transactions with a primary focus on Asia. Devonshire Capital's major deals include advising ING Bank in a US\$800 million acquisition of one of Thailand's largest banks, TMB Bank and acquiring Low Carbon Investors, an AIM quoted investment fund.

About RUCHI SOYA INDUSTRIES LIMITED

Ruchi Soya is India's leading Agri and Food FMCG Company with a turnover of USD 3 billion. It enjoys leadership position in soy foods category in India and is one of India's largest players in the cooking oils segment of the country. Its leading brands include Nutrela, Mahakosh, Sunrich, Ruchi Gold and Ruchi Star. An integrated player from farm to fork; Ruchi Soya is also among the pioneers of oil palm plantations in India. It is one of the highest exporters of value added soybean products like soy meal, textured soy protein and soy lecithin. Ruchi Soya has also diversified into renewable energy and is committed to environmental protection as part of its business strategy that reinforces its mission of becoming a truly sustainable company.

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