

REPORT OF AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF RUCHI SOYA INDUSTRIES LIMITED RECOMMENDING THE DRAFT SCHEME OF ARRANGEMENT BETWEEN RUCHI SOYA INDUSTRIES LIMITED AND MRIG TRADING PRIVATE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS ("THE SCHEME")

1. Background

The Securities and Exchange Board of India vide its circular No.CFD/D1L3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular") has, amongst other requirements, sought a report from the Audit Committee of the listed companies recommending the Scheme.

The Audit Committee of the Board at its meeting held today i.e. 2nd November, 2017, has considered and reviewed the draft Scheme of Arrangement between Ruchi Soya Industries Limited and Mrig Trading Private Limited and their respective shareholders and creditors ("the Scheme") for Arrangement/Compromise with Specified Creditors of the Transferor Company and Transfer of Business Undertaking of Ruchi Soya Industries Limited to Mrig Trading Private Limited by way of Slump Sale, in accordance with the provisions of Section 230 to 232 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 read with rules made thereunder, and pursuant to the above-referred SEBI Circular.

This report of the Audit Committee is made in order to comply with the requirement of the aforesaid SEBI Circular after considering the following necessary documents:

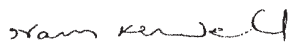
- 1) Draft Scheme of Arrangement between Ruchi Soya Industries Limited and Mrig Trading Private Limited and their respective shareholders and creditors;
- 2) Valuation Report issued by Hareesh Upendra & Co, Pune, Independent Chartered Accountant;
- 3) Fairness Opinion issued by Saffron Capital Advisors Private Limited, Mumbai, a Category-I Merchant Banker; and
- 4) Certificate from the Statutory Auditors of the Company, M/s. Chaturvedi & Shah, Chartered Accountants, Mumbai, regarding compliance of the Accounting Treatment.

2. Recommendation of the Audit Committee

After consideration of the rationale and purpose of the Scheme, the Audit Committee recommends the Scheme to the Board of Directors of the Company for favourable consideration.

For and on behalf of the Audit Committee

Ruchi Soya Industries Limited



Navin Khandelwal (DIN : 00134217))

Chairman of the Audit Committee.

Date : 2nd November, 2017

Place : Mumbai

