



RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

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Compliance report with the requirements specified in Para – I (2) (h) of Annexure I of SEBI circular CFD/DIL3/CIR/2017/21 dated March, 10, 2017

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Arrangement between Ruchi Soya Industries Limited (the Transferor Company) and Mrig Trading Private Limited (the Transferee Company) and their respective shareholders and creditors.

It is hereby certified that the draft scheme of arrangement involving Ruchi Soya Industries Limited and Mrig Trading Private Limited, does not in any violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 and SEBI circular No. CFD/DIL3/CIR/2017/21 dated 10/03/2017, including the following:


Sl.	Reference	Particulars
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements
2	Regulation 11 of the LODR Regulations	Compliance with securities laws.
Requirements of Circular No.CFD/DIL3/CIR/2017/21 dated March 10, 2017		
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges.
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities.
(c)	Para (I)(A)(4)(a)	Submission of Valuation Report.
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards.
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting.


Company Secretary


Managing Director

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Ruchi Soya Industries Limited and Mrig Trading Private Limited are in compliance with all the Accounting Standards applicable to a listed Company.


Chief Financial Officer
Date : 24th November, 2017


Managing Director