



# RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

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@ruchisoya.com

RSIL/2019

14<sup>th</sup> December, 2019

To  
BSE Limited  
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 result and submission of requisite details under Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

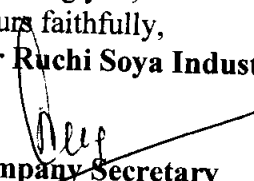
**Ref : 33<sup>rd</sup> AGM held on Friday, the 13<sup>th</sup> December, 2019**

In continuation and with reference to our letter dated 13<sup>th</sup> December, 2019 enclosing the proceedings of the 33<sup>rd</sup> Annual General Meeting of the Company held on Friday, 13<sup>th</sup> December, 2019, we may submit that all the business of the notice of 33<sup>rd</sup> AGM were duly transacted and approved by requisite majority.

The Company had provided remote e-voting facility in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2015 and in accordance with Regulation 44 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Facility of casting the votes through Ballot paper at the AGM was also provided to the members who could not cast their vote through remote e-voting. The Resolution Professional appointed Mr. Prashant Diwan, Practicing Company Secretary as the scrutinizer for the e-voting process. He has submitted his report dated 13<sup>th</sup> December, 2019 to the Monitoring Agent.

Kindly do find the requisite details of voting results in accordance with Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as attached herewith in order and acknowledge a receipt hereof.

Thanking you,  
Yours faithfully,  
For Ruchi Soya Industries Ltd.

  
Company Secretary  
Encl.: As above



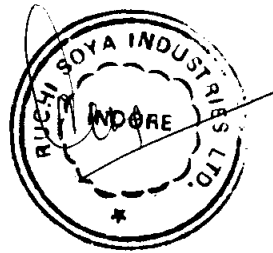
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E-mail : ruchisoya@ruchisoya.com

Date of the 33 <sup>rd</sup> AGM	: 13 <sup>th</sup> December, 2019
Total No. of shareholders on record date	: 99,784 at cut-off date (3 <sup>rd</sup> December, 2019)
No. of shareholders present in the meeting either in person or through proxy-	
Promoters and Promoters Group	: 04
Public	: 42
No. of Shareholders attended the meeting Through Video Conferencing –	
Promoters	: Not Applicable
Public	: Not Applicable
Mode of Voting (for all Agenda items)	: E-voting and voting through ballot at the AGM.

**Details of the Agenda, Type of Resolution and Summary of votes cast are attached herewith.**





**PRASHANT DIWAN**  
B.Com, LL.B, FCS, AICWA  
Practicing Company Secretary

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

**CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015]

To  
**The Resolution Professional**  
**Ruchi Soya Industries Limited**  
Ruchi House, Royal Palms, Survey No. 169  
Aarey Milk Colony, Near Mayur Nagar  
Goregaon (East), Mumbai - 400065

Dear Sir

- 1) The Resolution Professional of the M/s. Ruchi Soya Industries Limited (CIN: L15140MH1986PLC038536) (hereinafter referred as the "Company") at the meeting held on 9<sup>th</sup> November, 2019 has appointed me as the Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for scrutinizing the Remote e-voting and Voting by physical Ballot Form at the venue of 33<sup>rd</sup> Annual General Meeting (AGM) of the Company held on 13<sup>th</sup> December, 2019 in respect of resolutions as stated in the Notice of the 33<sup>rd</sup> AGM of the Company.
- 2) I submit my report as under:
  - (a) The Company had completed on 18<sup>th</sup> November, 2019 the dispatch of Notice of AGM to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on 1<sup>st</sup> November, 2019.
  - (b) As per provisions of the Companies Act, 2013 the number of votes cast in respect of any resolution will be counted according to the number of shares held by the concerned members. One share held will be equal to one vote.
  - (c) The members holding shares as on the "Cut off date" i.e. 3<sup>rd</sup> December, 2019 were entitled for Remote e-voting on the proposed resolutions stated in the Notice of the AGM of the Company. The Remote e-voting period was commenced on Tuesday, the 10<sup>th</sup> December, 2019 from 10:00 a.m. IST and was concluded on Thursday, the 12<sup>th</sup> December, 2019 at 5:00 p.m. IST, the Remote e-voting services were provided by Central Depository Services (India) Ltd (CDSL).
  - (d) The Company had also made arrangements for voting by Ballot Form at the venue of 33<sup>rd</sup> Annual General Meeting for the Members who have not availed remote e-voting facility. The duly executed Ballot Forms were kept in safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such Ballot forms. The Ballot box was opened after conclusion of the Annual General Meeting at 12:05 p.m. IST.





**PRASHANT DIWAN**  
B.Com, LL.B, FCS, AICWA  
Practicing Company Secretary

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

- (e) After counting of the votes cast at the Annual General Meeting as stated at point (d) above, the votes of Remote e-voting were unblocked on 13<sup>th</sup> December, 2019 at 1:16 p.m. IST in the presence of two witnesses CS Jigar Bagaria and CS Rishi Shah who are not in the employment of the Company. The results of Remote e-voting alongwith the List of members who voted "For" and "Against" the resolution were downloaded from the e-voting website of CDSL.
- 3) The detailed report on Scrutinizing the Remote e-voting and Ballot Form are enclosed herewith as under:
- (a) Annexure 1 – Consolidated Summary of Ballot Form and Remote e-voting  
(b) Annexure 2 – Summary of Ballot Form voting at the AGM  
(c) Annexure 3 – Summary of Remote e-voting  
(d) Annexure 4 – Consolidated Members Category Wise Voting Report (Resolution wise)  
(e) Annexure 5 – Register of Ballot Form (Resolution wise)  
(f) Annexure 6 – Register of Remote e-Voting (Resolution wise)
- 4) I hereby handover the Ballot Forms and other papers/register and records for safe custody to Mr. R L Gupta, Company Secretary of the Company.
- 5) You may accordingly declare the results of the voting conducted by Remote e-voting and Ballot Form.

Thanking you  
Yours faithfully

**PRASHANT DIWAN**  
SCRUTINIZER  
Place: Mumbai  
Date: 14.12.2019



UDIN:- F001403A000405158  
PR No:- 530/2017

Encl: as above

We the undersigned witnessed that the votes were unblocked from the e-voting website of CDSL in our presence at 1:16 p.m. IST on 13<sup>th</sup> December, 2019.

1) CS Jigar Bagaria

2) CS Rishi Shah

RUCHI SOYA INDUSTRIES LIMITED

CONSOLIDATED SUMMARY OF BALLOT FORM AND REMOTE e-VOTING

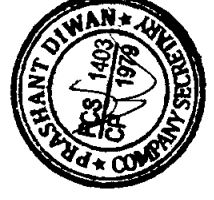
ITEM NO. AS PER AGM NOTICE	PARTICULARS OF RESOLUTIONS	TOTAL NO. OF FOLIOS VOTED / BALLOT FORM RECEIVED	TOTAL NUMBER OF VOTES	INVALID VOTES / NOT VOTED	TOTAL VALID VOTES	TOTAL ASSENT VOTES	% OF ASSENT VOTES	TOTAL DISSENT VOTES	% OF DISSENT VOTES
		1	2	3	4	5	6 = (5/4*100)	7	8 = (7/4*100)
1	To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019, 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, 2019	88	31750814	11140	31739674	31738241	100.00	1433	0.00
2	To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2020	88	31750814	11140	31739674	31716141	99.93	23533	0.07
3	To consider and approve the retirement by rotation of Mr. Dinesh Chandra Shihra, Director and not to fill up the vacancy so caused	88	31750814	31377022	373792	308059	82.41	65733	17.59
4	To approve the re-appointment of Mr. Vijay Kumar Jain as Executive Director of the Company	88	31750814	11300	31739514	31707014	99.90	32500	0.10



RUCHI SOYA INDUSTRIES LIMITED

SUMMARY OF BALLOT FORM VOTING AT THE ANNUAL GENERAL MEETING

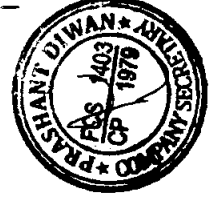
ITEM NO. AS PER AGM NOTICE	PARTICULARS OF RESOLUTIONS	TOTAL NO. OF BALLOT FORM RECEIVED	TOTAL NUMBER OF VOTES	INVALID VOTES / NOT VOTED	TOTAL VALID VOTES	TOTAL ASSENT VOTES	% OF ASSENT VOTES	TOTAL DISSENT VOTES	% OF DISSENT VOTES
		1	2	3	4	5	6 = (5/4*100)	7	8 = (7/4*100)
1	To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019, 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, 2019	30	20436	11140	9296	8978	96.58	318	3.42
2	To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2020	30	20436	11140	9296	8978	96.58	318	3.42
3	To consider and approve the retirement by rotation of Mr. Dinesh Chandra Shahra, Director and not to fill up the vacancy so caused	30	20436	11140	9296	8978	96.58	318	3.42
4	To approve the re-appointment of Mr. Vijay Kumar Jain as Executive Director of the Company	30	20436	11300	9136	9101	99.62	35	0.38



RUCHI SOYA INDUSTRIES LIMITED

SUMMARY OF REMOTE VOTING

ITEM NO. AS PER AGM NOTICE	PARTICULARS OF RESOLUTIONS	TOTAL NO. OF FOLIO VOTED	TOTAL NUMBER OF VOTES	INVALID VOTES / NOT VOTED	TOTAL VALID VOTES	TOTAL ASSENT VOTES	% OF ASSENT VOTES	TOTAL DISSENT VOTES	% OF DISSENT VOTES
		1	2	3	4	5	6 = (5/4*100)	7	8 = (7/4*100)
1	To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019, 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, 2019	58	31730378	0	31730378	31729263	100.00	1115	0.00
2	To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2020	58	31730378	0	31730378	31707163	99.93	23215	0.07
3	To consider and approve the retirement by rotation of Mr. Dinesh Chandra Shaha, Director and not to fill up the vacancy so caused	58	31730378	31365882	364496	299081	82.05	65415	17.95
4	To approve the re-appointment of Mr. Vijay Kumar Jain as Executive Director of the Company	58	31730378	0	31730378	31697913	99.90	32465	0.10



Consolidated Members Category Wise Voting Report  
RUCHI SOYA INDUSTRIES LIMITED

Item No. 1		To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019, 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, 2019						
Resolution required: Special / Ordinary		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	45722183	31086097	67.99	31086097	0	100.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>31086097</b>	<b>67.99</b>	<b>31086097</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	1161672	0	0.00	0	0	0.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	287216867	644281	0.22	643166	1115	99.83	0.17
	Ballot Form		9296	0.00	8978	318	96.58	3.42
	<b>Total</b>		<b>653577</b>	<b>0.23</b>	<b>652144</b>	<b>1433</b>	<b>99.78</b>	<b>0.22</b>
<b>Total</b>		<b>334100722</b>	<b>31739674</b>	<b>9.50</b>	<b>31738241</b>	<b>1433</b>	<b>100.00</b>	<b>0.00</b>





Consolidated Members Category Wise Voting Report  
RUCHI SOYA INDUSTRIES LIMITED

Item No. 2		To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2020						
Resolution required: Special / Ordinary		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	45722183	31086097	67.99	31086097	0	100.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>31086097</b>	<b>67.99</b>	<b>31086097</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	1161672	0	0.00	0	0	0.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	287216867	644281	0.22	621066	23215	96.40	3.60
	Ballot Form		9296	0.00	8978	318	96.58	3.42
	<b>Total</b>		<b>653577</b>	<b>0.23</b>	<b>630044</b>	<b>23533</b>	<b>96.40</b>	<b>3.60</b>
<b>Total</b>		<b>334100722</b>	<b>31739674</b>	<b>9.50</b>	<b>31716141</b>	<b>23533</b>	<b>99.93</b>	<b>0.07</b>



**Consolidated Members Category Wise Voting Report  
RUCHI SOYA INDUSTRIES LIMITED**

<b>Item No. 3</b>			To consider and approve the retirement by rotation of Mr. Dinesh Chandra Shaha, Director and not to fill up the vacancy so caused					
Resolution required: Special / Ordinary			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	45722183	0	0.00	0	0	0.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>

Consolidated Members Category Wise Voting Report  
RUCHI SOYA INDUSTRIES LIMITED

Item No. 4		To approve the re-appointment of Mr. Vijay Kumar Jain as Executive Director of the Company						
Resolution required: Special / Ordinary		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	45722183	31086097	67.99	31086097	0	100.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>31086097</b>	<b>67.99</b>	<b>31086097</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	1161672	0	0.00	0	0	0.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	287216867	644281	0.22	611816	32465	94.96	5.04
	Ballot Form		9136	0.00	9101	35	99.62	0.38
	<b>Total</b>		<b>653417</b>	<b>0.23</b>	<b>620917</b>	<b>32500</b>	<b>95.03</b>	<b>4.97</b>
<b>Total</b>		<b>334100722</b>	<b>31739514</b>	<b>9.50</b>	<b>31707014</b>	<b>32500</b>	<b>99.90</b>	<b>0.10</b>

