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RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

Scrutinizer's Report

Pertaining to e-voting (including voting through ballot paper) for the purpose of 31st Annual General Meeting of the Company held on Wednesday, 27th September, 2017 at 11.30 AM at Rangswar Hall, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai – 400021.

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 27th September, 2017 at 12.49 p.m. IST in the presence of two witnesses CS Nikunj Kiri and CS Aashit Doshi 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. Dinesh Shakra, Managing Director of the Company and Chairman of the said AGM.
- 5) You may accordingly declare the results of the voting conducted by Remote e-voting and Ballot Form.

Thanking you
Yours faithfully

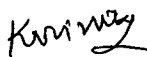


PRASHANT DIWAN
SCRUTINIZER

Place: Mumbai
Date: 27th September, 2017

Encl: as above

We the undersigned witnessed that the votes were unblocked from the e-voting website of CDSL in our presence at 12.49 p.m. IST on 27th September, 2017.



1) CS Nikunj Kiri

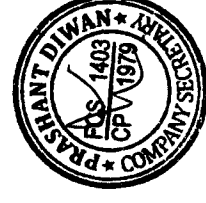


2) CS Aashit Doshi

RUCHI SOYA INDUSTRIES LIMITED

CONSOLIDATED SUMMARY OF BALLOT FORM AND REMOTE e-VOTING

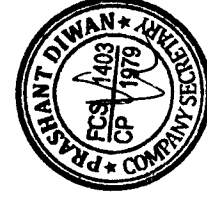
ITEM NO. AS PER AGM NOTICE	PARTICULARS OF RESOLUTIONS	TOTAL NO. OF FOLIOS VOTED / BALLOT FORM RECEIVED	TOTAL NUMBER OF VOTES	INVALID VOTES / NOT VOTED	TOTAL VALID VOTES	TOTAL ASSENT VOTES	% OF ASSENT VOTES	TOTAL DISSENT VOTES	% OF DISSENT VOTES
		1	2	3	4	5	6 = (5/4*100)	7	8 = (7/4*100)
1	To consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2017, 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, 2017.	104	200970424	0	200970424	198077474	98.56	2892950	1.44
2	To appoint Auditors in place of retiring auditors M/s P. D. Kunte & Co., Chartered Accountants and to fix their remuneration	104	200970424	0	200970424	200964447	100.00	5977	0.00
3	To ratify the appointment of Branch Auditors and to fix their remuneration	104	200970424	0	200970424	200964447	100.00	5977	0.00
4	To consider and approve the retirement by rotation of Mr. Kailash Chandra Shakra, Chairman and not to fill up the vacancy so caused	104	200970424	0	200970424	200964089	100.00	6335	0.00
5	To ratify the remuneration of the Cost Auditors for the financial year ended March 31, 2018	104	200970424	0	200970424	200964447	100.00	5977	0.00
6	To approve revision in remuneration payable to Mr. Dinesh Chandra Shakra, Managing Director	104	200970424	0	200970424	200962749	100.00	7675	0.00



RUCHI SOYA INDUSTRIES LIMITED

SUMMARY OF BALLOT FORM VOTING AT THE ANNUAL GENERAL MEETING

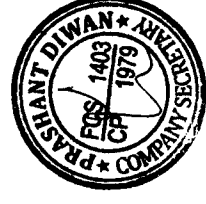
ITEM NO. AS PER AGM NOTICE	PARTICULARS OF RESOLUTIONS	TOTAL NO. OF BALLOT FORM RECEIVED	TOTAL NUMBER OF VOTES	INVALID VOTES / NOT VOTED	TOTAL VALID VOTES	TOTAL ASSENT VOTES	% OF ASSENT VOTES	TOTAL DISSENT VOTES	% OF DISSENT VOTES
		1	2	3	4	5	6 = (5/4*100)	7	8 = (7/4*100)
1	To consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2017, 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, 2017.	11	6018	0	6018	6018	100.00	0	0.00
2	To appoint Auditors in place of retiring auditors M/s P. D. Kunte & Co., Chartered Accountants and to fix their remuneration	11	6018	0	6018	6018	100.00	0	0.00
3	To ratify the appointment of Branch Auditors and to fix their remuneration	11	6018	0	6018	6018	100.00	0	0.00
4	To consider and approve the retirement by rotation of Mr. Kailash Chandra Shakra, Chairman and not to fill up the vacancy so caused	11	6018	0	6018	6018	100.00	0	0.00
5	To ratify the remuneration of the Cost Auditors for the financial year ended March 31, 2018	11	6018	0	6018	6018	100.00	0	0.00
6	To approve revision in remuneration payable to Mr. Dinesh Chandra Shakra, Managing Director	11	6018	0	6018	6018	100.00	0	0.00



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		1	2	3	4	5	6 = (5/4*100)	7	8 = (7/4*100)
1	To consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2017, 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, 2017.	93	200964406	0	200964406	198071456	98.56	2892950	1.44
2	To appoint Auditors in place of retiring auditors M/s P. D. Kunte & Co., Chartered Accountants and to fix their remuneration	93	200964406	0	200964406	200958429	100.00	5977	0.00
3	To ratify the appointment of Branch Auditors and to fix their remuneration	93	200964406	0	200964406	200958429	100.00	5977	0.00
4	To consider and approve the retirement by rotation of Mr. Kallash Chandra Shakra, Chairman and not to fill up the vacancy so caused	93	200964406	0	200964406	200958071	100.00	6335	0.00
5	To ratify the remuneration of the Cost Auditors for the financial year ended March 31, 2018	93	200964406	0	200964406	200958429	100.00	5977	0.00
6	To approve revision in remuneration payable to Mr. Dinesh Chandra Shakra, Managing Director	93	200964406	0	200964406	200956731	100.00	7675	0.00



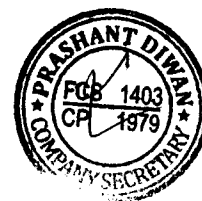
Consolidated Members Category Wise Voting Report
RUCHI SOYA INDUSTRIES LIMITED

Item No. 1			To consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2017, 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, 2017.					
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	191377142	191377142	100.00	191377142	0	100.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		191377142	100.00	191377142	0	100.00	0.00
Public- Institutions	E-Voting	416016	0	0.00	0	0	0.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	142307564	9587264	6.74	6694314	2892950	69.83	30.17
	Ballot Form		6018	0.00	6018	0	100.00	0.00
	Total		9593282	6.74	6700332	2892950	69.84	30.16
Total		334100722	200970424	60.15	198077474	2892950	98.56	1.44



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

Item No. 2			To appoint Auditors in place of retiring auditors M/s P. D. Kunte & Co., Chartered Accountants and to fix their remuneration					
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	191377142	191377142	100.00	191377142	0	100.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		191377142	100.00	191377142	0	100.00	0.00
Public- Institutions	E-Voting	416016	0	0.00	0	0	0.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	142307564	9587264	6.74	9581287	5977	99.94	0.06
	Ballot Form		6018	0.00	6018	0	100.00	0.00
	Total		9593282	6.74	9587305	5977	99.94	0.06
Total		334100722	200970424	60.15	200964447	5977	100.00	0.00



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

Item No. 3			To ratify the appointment of Branch Auditors and to fix their remuneration					
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	191377142	191377142	100.00	191377142	0	100.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		191377142	100.00	191377142	0	100.00	0.00
Public- Institutions	E-Voting	416016	0	0.00	0	0	0.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	142307564	9587264	6.74	9581287	5977	99.94	0.06
	Ballot Form		6018	0.00	6018	0	100.00	0.00
	Total		9593282	6.74	9587305	5977	99.94	0.06
Total		334100722	200970424	60.15	200964447	5977	100.00	0.00



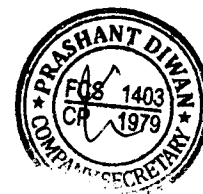
**Consolidated Members Category Wise Voting Report
RUCHI SOYA INDUSTRIES LIMITED**

Item No. 4			To consider and approve the retirement by rotation of Mr. Kailash Chandra Shahra, Chairman 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	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	191377142	191377142	100.00	191377142	0	100.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		191377142	100.00	191377142	0	100.00	0.00
Public- Institutions	E-Voting	416016	0	0.00	0	0	0.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	142307564	9587264	6.74	9580929	6335	99.93	0.07
	Ballot Form		6018	0.00	6018	0	100.00	0.00
	Total		9593282	6.74	9586947	6335	99.93	0.07
Total		334100722	200970424	60.15	200964089	6335	100.00	0.00



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

Item No. 5			To ratify the remuneration of the Cost Auditors for the financial year ended March 31, 2018					
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	191377142	191377142	100.00	191377142	0	100.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		191377142	100.00	191377142	0	100.00	0.00
Public- Institutions	E-Voting	416016	0	0.00	0	0	0.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	142307564	9587264	6.74	9581287	5977	99.94	0.06
	Ballot Form		6018	0.00	6018	0	100.00	0.00
	Total		9593282	6.74	9587305	5977	99.94	0.06
Total		334100722	200970424	60.15	200964447	5977	100.00	0.00



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

Item No. 6		To approve revision in remuneration payable to Mr. Dinesh Chandra Shahra, Managing Director						
Resolution required: Special / Ordinary		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	191377142	191377142	100.00	191377142	0	100.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		191377142	100.00	191377142	0	100.00	0.00
Public- Institutions	E-Voting	416016	0	0.00	0	0	0.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	142307564	9587264	6.74	9579589	7675	99.92	0.08
	Ballot Form		6018	0.00	6018	0	100.00	0.00
	Total		9593282	6.74	9585607	7675	99.92	0.08
Total		334100722	200970424	60.15	200962749	7675	100.00	0.00

