



RUCHI SOYA INDUSTRIES LIMITED

Head Office :
601, Part B-2, 6th Floor,
Metro Tower, Vijay Nagar,
A.B. Road, Indore - 452 010 (M.P.) India
Tel.: +91-731-4767009/109
E-mail : ruchisoya@ruchisoya.com

CIN : L15140MH1986PLC038536

RSIL/2020

Date: December 21, 2020

BSE Limited

P. J. Towers, Dalal Street, Fort
Mumbai – 400 001

National Stock Exchange of India Limited

Exchange Plaza, Bandra - Kurla Complex,
Bandra (East), Mumbai-400 051

Sub: Proceedings of the 34th Annual General Meeting of the Company

Dear Sir/Madam,

We would like to inform you that the 34th Annual General Meeting (“AGM”) of members of Ruchi Soya Industries Limited was held on Monday, December 21, 2020 at 04:30 P.M. IST through video conferencing (“VC”) / other audio visual means (“OAVM”).

In accordance with the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with Para A of Part A of Schedule III to the Listing Regulations and SEBI Circular having reference no. CIR/CFD/CMD/4/2015 dated September 09, 2015, the proceedings of the AGM is enclosed herewith.

The voting results as required under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be disclosed to the Stock Exchanges separately.

The above information will be made available on the Company's website www.ruchisoya.com.

It is for your information and records please.

Thanking you,

Yours sincerely,
For **Ruchi Soya Industries Limited**

Company Secretary

Encl. As above





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PROCEEDINGS OF 34TH ANNUAL GENERAL MEETING OF RUCHI SOYA INDUSTRIES LIMITED

The 34th Annual General Meeting ("AGM") of the Members of the Ruchi Soya Industries Limited ("the Company") was held on Monday, December 21, 2020 at 04.30 P.M. IST through video conferencing ("VC") / other audio visual means ("OAVM").

Shri Acharya Balkrishna, Chairman & Non-Executive Director of the Company presided over the AGM as the Chairman as per Article 65 of the Articles of Association of the Company. Following Directors, Officers and Representatives attended the AGM from their respective places:

- | | |
|--|---|
| 1. Shri Acharya Balkrishna | – Chairman and Non-Executive Director |
| 2. Shir Ram Bharat | – Managing Director |
| 3. Shri Swami Ramdev | – Non-Executive Director |
| 4. Dr. Girish Kumar Ahuja | – Independent Director and Chairman of Audit Committee |
| 5. Dr. Tejendra Mohan Bhasin | – Independent Director and Chairman of Stakeholders Relationship Committee |
| 6. Retd. Justice Smt. Gyan Sudha Misra | – Independent Director and Chairperson of Nomination and Remuneration Committee |
| 7. Shri Sanjeev Kumar Asthana | – Chief Executive Officer |
| 8. Shri Ramji Lal Gupta | – Company Secretary & Compliance Officer |
| 9. CA Rajendra Korla | – Representing Chaturvedi & Shah, LLP, Statutory Auditor |
| 10. CA Vijay Napawaliya | – Representing Chaturvedi & Shah, LLP, Statutory Auditor |
| 11. CS Prashant Diwan | – Secretarial Auditor and Scrutinizer |

36 (Thirty-six) members were present in the AGM through VC / OAVM. Since the quorum was present, the Company Secretary & Compliance Officer on behalf of the Chairman called the AGM to order. The Chairman briefed the members about the business and operations of the Company, its performance during the financial year ended March 31, 2020, and future way forward of the Company.

The following documents were open and accessible electronically for inspection during the AGM:

1. Register of Directors and Key Managerial Personnel and their shareholding;
2. Register of Contracts or Agreements in which Directors are interested;
3. Audited financial statements for the financial year ended March 31, 2020;
4. Independent Auditor's Report on the audited financial statements for the financial year ended March 31, 2020;
5. Secretarial Audit Report;
6. Draft letters of Appointment of Independent Directors;





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7. Notices received under Section 160 of the Companies Act, 2013; and
8. Memorandum and Articles of Association of the Company

The compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder, applicable provisions of the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India under Section 118(10) of the Companies Act, 2013, Ministry of Corporate Affairs General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular dated May 12, 2020, with respect to calling, convening and conducting this AGM was confirmed.

The members were informed that the Company has extended to its members the facility to exercise their right to vote by electronic means through remote e-voting. The remote e-voting period began on Friday, December 18, 2020 at 9.00 a.m. and ended on Sunday, December 20, 2020 at 5.00 p.m. Further, the facility for voting through e-voting system at AGM, was also available for all those members, who were present in the AGM and did not cast their votes by remote e-voting and otherwise not barred from doing so. Members, who have already cast their votes through remote e-voting were not entitled to vote again and vote, if any, cast at the AGM shall be treated as invalid. CS Prashant Diwan, Practising Company Secretary, has been appointed by the Board of Directors as Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM.

Thereafter, the members were explained in detail the provisions of the applicable law and the underlying resolutions to be moved. The members who have registered themselves as speakers upon having sent their request as such in advance as per the procedure prescribed in the Notice of the AGM were invited to ask questions, seek clarification and/or otherwise offer their view / comments related to any item of business of the AGM. The questions / queries raised by the members were replied by Chairman, Shri Swami Ramdev, Non-Executive Director and Shri Sanjeev Asthana, Chief Executive Officer.

After that, the business of the AGM as per Notice of the AGM were taken up. All the twelve (12) resolutions were moved for consideration and approval of the members. The resolutions, briefly, related to:

Ordinary Business:

1. Resolution No. 1: Ordinary Resolution

Adoption of the audited Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon.



Special Business:

2. Resolution No. 2: Ordinary Resolution

Appointment of Shri Ram Bharat (DIN: 01651754), as Director of the Company.

3. Resolution No. 3: Ordinary Resolution

Appointment of Shri Ram Bharat (DIN: 01651754), as Managing Director of the Company and ratification of earlier appointment.

Shri Acharya Balkrishna, Chairman of the AGM was interested in the next resolution as it was related to his appointment as Director. Hence, Shri Swami Ramdev, Non-Executive Director chaired the AGM and conducted the proceeding in respect of next item of business.

4. Resolution No. 4: Ordinary Resolution

Appointment of Shri Acharya Balkrishna (DIN: 01778007), as Director of the Company and ratification of earlier appointment.

Shri Swami Ramdev, Non-Executive Director was interested in next resolution as it was related to his appointment as Director, Shri Acharya Balkrishna, resumed the Chair for the remaining proceeding of the AGM.

5. Resolution No. 5: Ordinary Resolution

Appointment of Shri Swami Ram Dev (DIN: 08086068), as Director of the Company.

6. Resolution No. 6: Special Resolution

Appointment of Dr. Girish Kumar Ahuja (DIN: 00446339), as the Independent Director of the Company.

7. Resolution No. 7: Ordinary Resolution

Appointment of Dr. Tejendra Mohan Bhasin (DIN: 03091429), as the Independent Director of the Company.





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8. Resolution No. 8: Ordinary Resolution

Appointment of Smt. Gyan Sudha Misra (DIN: 07577265), as the Independent Director of the Company.

9. Resolution No. 9: Special Resolution

Approval of the terms and conditions of Covid Facility Agreement containing a clause related to conversion of loan into equity.

10. Resolution No. 10: Ordinary Resolution

Ratification of the remuneration of Cost Auditors for the financial year ending March 31, 2021.

11. Resolution No. 11: Special Resolution

Issuance of securities of the Company.

12. Resolution No. 12: Special Resolution

Increase in aggregate investment limits of Non-Resident Indians (NRIs) and Overseas Citizens of India (OCIs) on repatriation basis.

Thereafter, members, who were present in the AGM and did not cast their votes by remote e-voting and otherwise not barred from doing so, were informed to cast their votes through e-voting system. The members were also informed that the voting will be allowed till 15 (fifteen) minutes after the conclusion of the AGM.

The members were informed that based on consolidated Scrutinizer's Report, the combined result of remote e-voting and e-voting at the AGM will be declared on December 22, 2020 and will be placed on the Company's website (www.ruchisoya.com) and on the website of Central Depository Services (India) Limited (www.evotingindia.com).

The Meeting concluded at 05:12 P.M. with a vote of thanks by Shri Ram Bharat, Managing Director of the Company.

For **Ruchi Soya Industries Limited**

Company Secretary

