



## RUCHI SOYA INDUSTRIES LIMITED

(CIN – L15140MH1986PLC038536) Regd. Office : “Ruchi House”, Royal Palms, Survey No.169, Aarey Milk Colony, Near Mayur Nagar, Goregaon (East), Mumbai – 400 065.

# NOTICE

Notice is hereby given that the Twenty Ninth Annual General Meeting of the members of Ruchi Soya Industries Limited will be held on Wednesday, September 23, 2015 at 11.45 AM at Sunville Deluxe Pavilion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai - 400 018, to transact the following business :

### ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of Board of Directors and Auditors thereon; and the audited consolidated financial statement of the Company for the financial year ended March 31, 2015.
2. To declare dividend on preference and equity shares.
3. To appoint a Director in place of Mr. Kailash Chandra Shahra (DIN : 00062698), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Auditors and to fix their remuneration and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of the Audit Committee of the Board of Directors, and resolution passed by the members at the 28<sup>th</sup> Annual General Meeting of the Company held on 26<sup>th</sup> September, 2014, the appointment of M/s. P.D. Kunte & Co., Chartered Accountants (Firm Registration No. 105479W), as the Auditors of the Company to hold office till the conclusion of the 31st Annual General Meeting, be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors.”

5. To ratify the appointment of Branch Auditors and to fix their remuneration and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of the Audit Committee of the Board of Directors, and resolution passed by the members at the 28<sup>th</sup> Annual General Meeting of the Company held on 26<sup>th</sup> September, 2014, the appointment of M/s. KR & Co., Chartered Accountants (Firm Registration No. 025217N), as the Branch Auditors of the Company to hold office till the conclusion of 33rd Annual General Meeting, be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors.”

### SPECIAL BUSINESS:

6. To appoint Mrs. Meera Dinesh Rajda (DIN : 07130303) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Meera Dinesh Rajda (DIN : 07130303), who holds office up to the date of this Annual General Meeting pursuant to provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from 23rd September, 2015.

**RESOLVED FURTHER THAT** Mr. Dinesh Shahra (DIN: 00533055), Managing Director, Mr. Vijay Kumar Jain (DIN: 00098298), Director (Commercial) and Mr. R.L. Gupta, Company Secretary of the Company be and are

hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013.”

7. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct audit of the cost records of the Company for the financial year ending March 31, 2016, be paid the remuneration as set out in the statement annexed to the notice convening this meeting.

**RESOLVED FURTHER THAT** Mr. Dinesh Shahra (DIN: 00533055), Managing Director, Mr. Vijay Kumar Jain (DIN: 00098298), Director (Commercial) and Mr. R.L. Gupta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013.”

8. To approve the remuneration paid to Mr. Dinesh Shahra, Managing Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** subject to approval of Central Government under Section 197 and other applicable provisions, if any, of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to pay excess remuneration of ₹ 1,87,36,956/- (Rupees One Crore Eighty Seven Lacs Thirty Six Thousand Nine Hundred Fifty Six only) to Mr. Dinesh Shahra, Managing Director of the Company for the financial year 2014-15, over and above the limits prescribed under Section 196 and 197 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Mr. Vijay Kumar Jain (DIN : 00098298), Director (Commercial) and Mr. R.L. Gupta, Company Secretary of the Company be and are

hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013.”

9. To approve an offer or invitation to subscribe securities and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED that** subject to the provisions of the Companies Act, 2013 (to the extent notified) and the Companies Act, 1956 (to the extent valid) (including any amendment thereto or re-enactment thereof) (the “Companies Act”) to the extent applicable, the listing agreements with each of the stock exchanges where the Company’s equity shares are listed, the Foreign Exchange Management Act, 1999; as amended or restated, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended or restated, the Foreign Exchange Management (Borrowing or Lending in Rupees) Regulations, 2000, as amended or restated, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended or restated (“FCCB Scheme”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended or restated (the “ICDR Regulations”), and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant, each as amended or restated, and any guidelines/regulations issued under the Companies Act, the notifications issued by the Reserve Bank of India or any other relevant authority from time to time to the extent applicable and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, of the Government of India, the Reserve Bank of India (the “RBI”), the Foreign Investment Promotion Board (the “FIPB”), the Securities and Exchange Board of India (the “SEBI”), the relevant Registrar of Companies, the relevant stock exchanges and any other regulatory authority, institutions or bodies as may be required under applicable law or regulation, and subject to such conditions as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee

thereof for the time being exercising the powers conferred on the Board by this resolution), the consent of the Members be and is hereby accorded to offer, issue and allot in the course of one or more domestic/international offerings of, through a public issue and/or on a private placement basis, equity shares, debentures whether partly/fully convertible, non convertible debentures, and/or securities linked to equity shares and/or foreign currency convertible bonds ("FCCBs") convertible into equity shares or depository receipts including global depository receipts and/or securities convertible into equity shares at the option of the Company and/or the holder of such securities and/or equity shares through depository receipts (GDRs) and/or bonds (hereinafter collectively referred to as the "Securities"), in one or more tranches, whether rupee-denominated or denominated in foreign currency, to such investors who are eligible to acquire such Securities in accordance with all applicable laws, rules, regulations, guidelines and approvals, through public issue(s), rights issue(s), preferential issue(s), private placement(s), qualified institutions placement(s) or any combination thereof, through any prospectus, offer document, offer letter, offer circular, placement document or otherwise, at such time or times and at such price or prices subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, at a discount or premium to market price or prices in such manner and on such terms and conditions including as regards security, rate of interest, etc., as may be deemed appropriate by the Board in its absolute discretion, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, for an aggregate amount, in one or more offering(s) and/or in one or more tranches, not exceeding ₹ 1,000 Crore (Rupees One Thousand Crore only) or equivalent thereto in any foreign currency (inclusive of any green shoe or over-allotment option), either by way of offer for sale or a sponsored issue of Securities (by one or more existing shareholders of the Company) or through a fresh issue of Securities or in any combination thereof, and the Board shall have the discretion to determine the categories of eligible investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors at the time of such offer, issue and allotment considering the prevailing market conditions and all other relevant factors and wherever necessary in consultation with advisor(s), lead manager(s), and underwriter(s) appointed by the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot, from time to time,

such number of equity shares of the Company at such premium as may be decided by it in its absolute discretion, as may be required to be issued and allotted upon conversion, exchange, redemption or cancellation of any of the Securities or as may be necessary in accordance with the terms of the offering(s), including additional equity shares, all such shares ranking *pari passu* with the existing equity shares of the Company in all respects, except such right as to dividend as may be provided under the terms of the issue and in the offer document, if any and the Board is further authorized to execute necessary documents for the purpose of listing the equity shares on the relevant stock exchanges in India.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 the provisions of Chapter VIII of the ICDR Regulations and provisions of any other applicable laws and regulations, the Board may at its absolute discretion, issue, offer and allot the Securities of an aggregate amount of upto ₹ 1,000 Crore (Rupees One Thousand Crore only) in one or more foreign currency and / or Indian Rupee inclusive of such premium to qualified institutional buyers (as defined by the ICDR Regulations) pursuant to a qualified institutions placement as provided under chapter VIII of the ICDR Regulations and such Securities shall be fully paid up and the allotment of such Securities shall be completed within 12 months from the date of the shareholders' resolution approving the proposed issue or such time as may be allowed by the ICDR Regulations from time to time, at such price being not less than the floor price determined in accordance with the pricing formula prescribed by the ICDR Regulations.

**RESOLVED FURTHER THAT** the Board may at its absolute discretion issue Equity Shares at a discount as may be permitted under the applicable regulations to the floor price as determined in accordance with the ICDR Regulations.

**RESOLVED FURTHER THAT** the Securities may be redeemed and/or converted into and/or exchanged for the equity shares of the Company, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, in a manner as may be provided in the terms of their issue.

**RESOLVED FURTHER THAT** the Company and/ or an agency/body authorized by the Board may, subject to compliance with all applicable laws, rules, regulations,

guidelines and approvals, issue depository receipts representing the Securities or issue FCCBs or such other Securities in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and providing for the tradability or free transferability thereof as per international practices and regulations, and under the forms and practices prevalent in the international/domestic capital markets.

**RESOLVED FURTHER THAT** where the Securities are offered in accordance with the provisions of Chapter VIII of the ICDR Regulations, the relevant date for determining the price of the equity shares to be issued upon conversion of the securities shall be the date of the meeting in which the Board decides to open the proposed issue of the Securities or such other date as may be prescribed by applicable laws and regulations.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue(s) of Securities may, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, have all or any terms, or combination of terms, in accordance with domestic and/or international practice, including, but not limited to, conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever and all other such terms as are provided in offerings of such nature including terms for issue of additional equity shares or variation of the conversion price of the Securities during the duration of the Securities.

**RESOLVED FURTHER THAT** the Company may enter into any arrangement with any agency or body for the issue, upon conversion of the Securities, of equity shares of the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the international practices and regulations, and under the forms and practices prevalent in international capital markets.

**RESOLVED FURTHER THAT** a committee of Directors comprising the following Directors (hereinafter referred to as the "Issue Committee"):

1. Mr. Dinesh Shahra (DIN: 00533055)
2. Mr. Vijay Kumar Jain (DIN: 00098298)

be and is hereby authorized to decide on matters relating to the proposed issue including the type of instrument,

class of investors, to whom the Securities are to be allotted, terms and conditions and timing of the proposed issue of the aforesaid Securities in one or more tranches, the date of opening of the issue, issue price, face value, premium amount on issue/conversion of Securities/redemption of the Securities, rate of interest, redemption period, listings on one or more stock exchanges in India and/or overseas as they in their absolute discretion deems fit and to make and accept any amendments or modifications in the proposal as may be required by the authorities involved in such issues in India and/or overseas, to do all acts, deeds, matters and things as may be necessary and to settle any questions or difficulties that may arise in connection with or incidental to the said issue(s).

**RESOLVED FURTHER THAT** members of the Issue Committee, be and are hereby severally authorized to make appointments as may be required of managers (including lead managers), merchant bankers, underwriters, guarantors, financial and/ or legal advisors, depositories, custodians, listing agents, registrars, trustees and all other agencies, whether in India or overseas, and to finalize the terms and conditions (including the payment of fees, commission, out of pocket expenses and their charges subject to requisite approvals of Reserve Bank of India, if any) of the aforesaid appointments and also to renew or terminate the appointments so made, as they may in their absolute discretion think fit.

**RESOLVED FURTHER THAT** the preliminary as well as the final Offer Document for the aforesaid issue be finalized, approved and signed singly by any one of the members of the Issue Committee for and behalf of the Company with authority to amend, vary, modify the same as may be considered desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, undertakings, certificates, consents, authorities as may be necessary and required from time to time,

**RESOLVED FURTHER THAT** members of the Issue Committee be and are hereby severally authorized to sign, execute and issue consolidated receipt(s) for the Securities, listing application, various agreements (including but not limited to subscription agreement, depository agreement, trustee agreement), undertaking, deeds, declarations, any applications to the Reserve Bank of India and/or other regulatory authorities and all other documents and to do all such things, deeds and acts and to comply with all the formalities as may be required in connection with and incidental to the aforesaid offering of securities, including for the post issue formalities.

**RESOLVED FURTHER THAT** Mr. Dinesh Shahra (DIN: 00533055), Managing Director, Mr. Vijay Kumar Jain (DIN : 00098298), Director (Commercial) and Mr. R.L. Gupta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013 and to settle any questions or disputes that may arise in relation thereto."

10. To approve the payment of remuneration to Mr. Sarvesh Shahra and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

"**RESOLVED THAT** pursuant to the provisions of Sections 188(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of members of the Company be and is hereby accorded for payment of remuneration to Mr. Sarvesh Shahra, President (Food) of the Company, who is a relative of Mr. Dinesh Shahra, Managing Director, for the remaining period of his appointment i.e. from 1st October, 2015 to 31st December, 2016, as mentioned in the explanatory statement annexed to the notice.

**RESOLVED FURTHER THAT** Mr. Vijay Kumar Jain, Director (Commercial) and Mr. R.L. Gupta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013."

By order of the Board of Directors

**Registered Office:**

**Ruchi Soya Industries Ltd.**  
"Ruchi House", Royal Palms,  
Survey No. 169, Aarey Milk Colony,  
Near Mayur Nagar, Goregaon (E),  
Mumbai - 400 065

**R. L. Gupta**  
Company Secretary

Date : August 14, 2015  
Place : Mumbai

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Explanatory statement pursuant to provisions of section 102 (1) of the Companies Act, 2013, setting out the material facts in respect of the special business to be transacted at the meeting is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, September 21, 2015 to Wednesday, September 23, 2015 (both days inclusive) to ascertain the entitlement of Dividend declared, if any.
4. Members who attend the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
5. Members are requested to bring their copies of the Annual Report at the time of attending the Annual General Meeting.
6. All documents referred to in accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days except Saturday between 11.00 A.M. to 1.00 P.M. up to the date of Annual General Meeting.
7. Members seeking any further information about the accounts are requested to write to the Company at least ten days before the date of Annual General Meeting so as to enable the management to keep the information ready at the meeting.

8. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956 and Section 124 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividends upto the financial years 2006-07, to the Investor Education and Protection Fund established by the Central Government.
9. The Securities and Exchange Board of India (SEBI) has vide circular ref. no. MRD/DoP/Cir-05/2009 May 20, 2009 mandated Permanent Account Number (PAN) requirement for transfer of shares in physical form. Members holding shares in physical form are requested to submit their PAN details to the Company / Registrars and Transfer Agents.
10. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
11. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to the members the facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). The facility for voting through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

A. The instructions for e-voting are as under :

- (i) The voting period begins on Sunday, September 20, 2015 at 10.00 am and ends on Tuesday, September 22, 2015 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 16, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now enter your user ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>● In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen.

However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for "RUCHI SOYA INDUSTRIES LIMITED".
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non - Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user id using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- B. Mr. Prashant D. Diwan, Practicing Company Secretary has been appointed as Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner.
- C. The Scrutinizer shall not later than three days of conclusion of 29th Annual General Meeting, submit a consolidated scrutiniser's report to the Chairman/Managing Director of the Company, who shall declare the results forthwith.

#### STATEMENTS PURSUANT TO PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013

##### Item No. 6

The Board of Directors of the Company has appointed Mrs. Meera Dinesh Rajda, as an Additional Director of the Company from 26<sup>th</sup> March, 2015 and pursuant to the provisions of Section 161 of the Companies Act, 2013, she holds the office up to the date of this Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing candidature of Mrs. Meera Dinesh Rajda for the office of Director of the Company.

Mrs. Meera Dinesh Rajda is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence to appoint an Independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he/she shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mrs. Meera Dinesh Rajda that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Mrs. Meera Dinesh Rajda is a Bachelor of Arts from Bombay University and has done MLL and LW from Pune University. She has more than 34 years vast experience in Corporate Social Work and worked as Head - HR and Head - Social Initiatives etc. in different organisations.

In the opinion of the Board, Mrs. Meera Dinesh Rajda fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement. She is an independent of the management.

Brief resume of Mrs. Meera Dinesh Rajda, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships/chairmanships of Board, Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are also provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view her vast experience and knowledge, it will be in the interest of the Company to appoint Mrs. Meera Dinesh Rajda as an Independent Director of the Company.

Copy of the draft letter for appointment of Mrs. Meera Dinesh Rajda as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Board recommends the Ordinary Resolution as set out at Item No. 6 of the Notice for approval of the members.

Save and except Mrs. Meera Dinesh Rajda and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 6 of the Notice.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

#### **Item No. 7**

The Board, on the recommendation of the Audit Committee, has approved the appointment and payment of remuneration to

M/s K G Goyal & Co., Cost Accountants as cost auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016 at a remuneration of ₹ 4,40,000./- (Rupees Four Lacs Forty Thousand only) subject to payment of applicable taxes thereon and re-imburement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the applicable Rules, the remuneration payable to the cost auditors has to be ratified by the shareholders of the Company. The Board of Directors recommends the proposed resolution for your approval.

None of the directors / key managerial personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

#### **Item No. 8**

The members of the Company at their Annual General Meeting held on 30th September, 2010 re-appointed Mr. Dinesh Shahra as Managing Director of the Company for a period of five years with effect from January 7, 2011 and approved the remuneration payable to him in accordance with the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions of the Companies Act, 1956.

Due to inadequate profit earned by the Company during the financial year 2014-15 (hereinafter referred to as 'the year'), the remuneration paid to Mr. Dinesh Shahra, Managing Director of the Company for the year in accordance with the aforesaid approval accorded by members, had exceeded the limits prescribed under Section 197 of the Companies Act, 2013 by ₹ 1,87,36,956/- (Rupees One Crore Eighty Seven Lacs Thirty Six Thousand Nine Hundred Fifty Six only). Having noted that during the year under review, the profits of the Company have been low for reasons beyond control, the Board of Directors at its meeting held on May 27, 2015 decided, subject to approvals of the members of the Company and the Central Government, if any, to pay him such amount of ₹ 1,87,36,956/- (Rupees One Crore Eighty Seven Lacs Thirty Six Thousand Nine Hundred Fifty Six only) towards remuneration for the year, over and above the amount received and retained by him for the year in accordance with the provisions of Section 197 of the Companies Act, 2013. Such payment has also been approved by the Nomination and Remuneration Committee of the Company at its meeting held on May 26, 2015.

In terms of proviso(s) to Section 197 (1) read with Section 197 (10) of the Companies Act, 2013, such excess payment may be made to the Managing Director subject to approval of members and Central Government.



The Board of Directors recommends the proposed resolution for your approval. Mr. Dinesh Shahra (DIN: 00533055), Managing Director and Mr. Kailash Shahra (DIN : 00062698), Chairman of the Company, being his relative, are interested in the resolution. None of the other directors / key managerial personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

#### Item No. 9

The Company is desirous of raising additional long term funds/ resources for its business and operations. Therefore the Company is proposing to raise capital by issuance and allotment of, through public or private placement basis, debentures, equity shares, equity linked securities, global depository receipts or foreign currency convertible bonds, subject to the applicable laws and receipt of necessary consents and approvals from governmental authorities, to eligible investors, for an amount not exceeding ₹ 1,000 crore (Rupees one thousand crore only) or equivalent thereto in any foreign currency.

For the proposed raising of capital, the Company has constituted an issue committee comprising, Mr. Dinesh Shahra (DIN: 00533055) and Mr. Vijay Kumar Jain (DIN: 00098298), which has been delegated with the necessary powers to decide on matters pertaining to the proposed issue.

The proposed resolution seeks to empower the Board to raise capital through issuance of debentures, equity shares, equity linked securities, global depository receipts or foreign currency convertible bonds and such other securities through public issue(s), rights issue(s), preferential issue(s), private placement(s), qualified institutions placement(s) or any combination thereof.

The Board may in its discretion adopt any one or more of the mechanisms, prescribed above, to meet its objective as stated aforesaid without the need for fresh approval from the shareholders of the Company.

The pricing of the Securities that may be issued shall be freely determined after taking into account the relevant market price of the equity shares of the Company, subject to such price not being less than the floor price, as applicable in accordance with all applicable laws, rules, regulations, guidelines and approvals including without limitation:

- (1) in case of an issuance of equity shares through a qualified institutions placement, the provisions of Chapter VIII of the ICDR Regulations; and
- (2) in case of an issuance of the FCCBs/ ADRs/ GDRs, the provisions of the FCCB Scheme.

However, in case of a qualified institutions placement, the Board may at its absolute discretion issue equity shares at a discount as may be permitted under the applicable regulations to the floor price as determined in accordance with the ICDR Regulations.

The Equity Shares allotted or arising out of conversion of any Securities would be listed. The offer/issue/allotment/ conversion/redemption would be subject to the availability of regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Listing Agreement.

The Board therefore, submits the resolution for your consideration and recommends it to be passed as a special resolution.

None of the directors / key managerial personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

#### Item No. 10

Mr. Sarvesh Shahra was appointed by the members in their Annual General Meeting held on 30th September, 2011 as Business Head (Consumer Brands Division) of the Company for a period of five years from January 1, 2012. The Company has received the approval of Central Government for appointment of Mr. Sarvesh Shahra for a period of five years from January 1, 2012 to December 31, 2016 and for payment of remuneration from January 1, 2012 to December 31, 2014. With the implementation of Section 188(1)(f) of the Companies Act, 2013 with effect from April 1, 2014 in place of Section 314 of the Companies Act, 1956, the approval of Central Government is no more applicable. The Nomination and Remuneration Committee as well as the Board of Directors of the Company have approved the promotion of Mr. Sarvesh Shahra to President (Food). In his new role, he will be responsible for performance of joint ventures of the Company, food division, domestic palm plantation and human resources etc. in addition to his existing responsibilities of consumer brands division. The Nomination and Remuneration Committee and the Board of Directors have also approved payment of remuneration to him from October 1, 2015 to December 31, 2016 as follows :

1. Basic Salary & Allowances - ₹ 7,60,430/- per month.
2. Leave travel allowance, contribution to provident fund, bonus and gratuity as per policy of the Company.

3. Annual Performance Bonus subject to a maximum of ₹ 28,50,000/-.

The proposed remuneration of Mr. Sarvesh Shahra is commensurate with his experience, knowledge and responsibilities undertaken by him and is in line with the industry standards. Mr. Sarvesh Shahra is a relative i.e. son of Mr. Dinesh Shahra, Managing Director of the Company.

Pursuant to the provisions of Section 188 (1)(f) read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time, the resolution seeks the approval of members for payment of remuneration to Mr. Sarvesh Shahra. The Board recommends the resolution set forth in Item No. 10 as special resolution for approval of the members.

Mr. Dinesh Shahra (DIN: 00533055), Managing Director and Mr. Kailash Shahra (DIN: 00062698), Chairman of the Company, being his relative, are interested in the resolution. None of the other directors/key managerial personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

By order of the Board of Directors

**Registered Office:**

**Ruchi Soya Industries Ltd.**

"Ruchi House", Royal Palms,  
Survey No. 169, Aarey Milk Colony,  
Near Mayur Nagar, Goregaon (E),  
Mumbai - 400 065

Date : August 14, 2015

Place : Mumbai

**R. L. Gupta**  
Company Secretary

**Ruchi Soya Industries Limited**

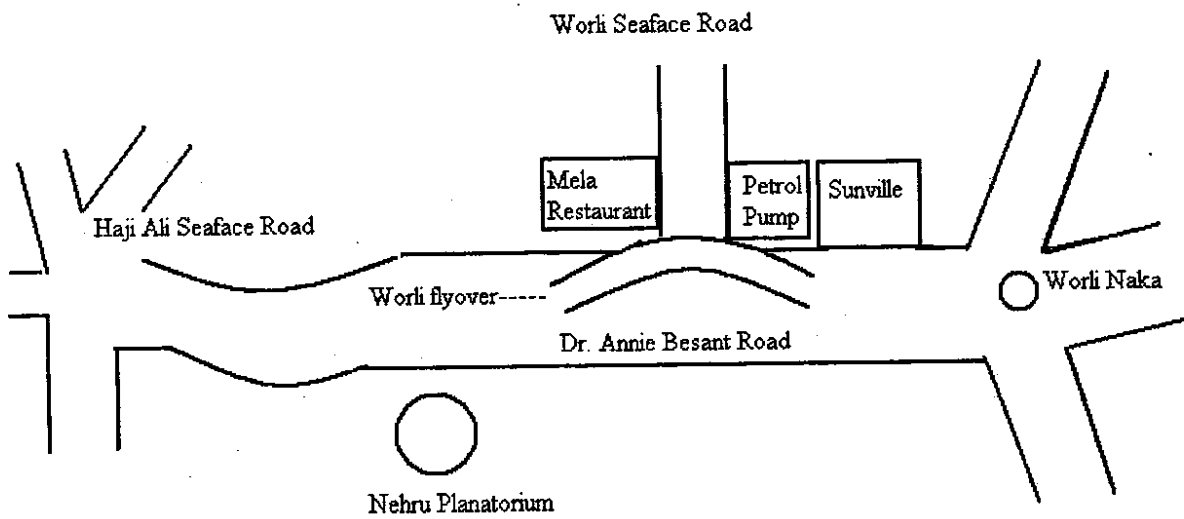
**29th Annual General Meeting**

on

**Wednesday, September 23, 2015**

**at 11.45 am**

**at Sunville Deluxe Pavilion,  
9, Dr. Annie Besant Road, Worli, Mumbai – 400 018.**



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**RUCHI SOYA INDUSTRIES LIMITED**

(CIN - L15140MH1986PLC038536)

**Regd. Office :** "Ruchi House", Royal Palms, Survey, No.169, Aarey Milk Colony, Near Mayur Nagar, Goregaon (East), Mumbai - 400 065.

**FORM NO.MGT-11**

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) :	.....
Registered address :	.....
E-mail id :	.....
Folio No./Client Id* :	..... DP ID* : .....

\*Applicable to shareholders holding shares in electronic form.

I/We ..... (name) of .....  
(place) being the holder(s) of ..... shares of the above named Company, hereby appoint :

- Name: .....  
Address: .....  
E-mail Id: ..... Signature: ....., or failing him
- Name: .....  
Address: .....  
E-mail Id: ..... Signature: ....., or failing him
- Name: .....  
Address: .....  
E-mail Id: ..... Signature: ....., or failing him

*Continued overleaf*



**RUCHI SOYA INDUSTRIES LIMITED**

(CIN - L15140MH1986PLC038536)

**Regd. Office :** "Ruchi House", Royal Palms, Survey, No.169, Aarey Milk Colony, Near Mayur Nagar, Goregaon (East), Mumbai - 400 065.

**ATTENDANCE SLIP**

DP.Id*	.....	Folio No.	.....
Client Id* :	.....	No. of Shares	.....

\*Applicable to shareholders holding shares in electronic form

Name and Address of Shareholder : .....

I hereby record my presence at the 29<sup>th</sup> Annual General Meeting of the Company held at Sunville Deluxe Pavillion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai - 400 018 on Wednesday, the 23<sup>rd</sup> September, 2015 at 11.45 am.

Signature of Shareholder: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29<sup>th</sup> Annual General Meeting of the Company to be held on 23<sup>rd</sup> September, 2015 at 11.45 a.m. at Sunville Deluxe Pavillion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai – 400 018 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolution	For	Against
1	To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of Board of Directors and Auditors thereon; and the audited consolidated financial statement of the Company for the financial year ended March 31, 2015.		
2	To declare dividend on preference and equity shares		
3	To appoint a Director in place of Mr. Kailash Chandra Shahra (DIN : 00062698) who retires by rotation and being eligible, offers himself for re-appointment.		
4	To ratify the appointment of Auditors and to fix their remuneration.		
5	To ratify the appointment of Branch Auditors and to fix their remuneration.		
6	To appoint Mrs. Meera Dinesh Rajda (DIN: 07130303) as an Independent Director.		
7	To approve the remuneration of the Cost Auditors for the financial year ended March 31, 2016.		
8	To approve the remuneration paid to Mr. Dinesh Shahra, Managing Director.		
9	To approve an offer or invitation to subscribe securities.		
10	To approve payment of remuneration to Mr. Sarvesh Shahra.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of Proxy holder

Note :This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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