

Ruchi SOYA INDUSTRIES LIMITED

MAKERS OF HIGH PROTEIN SOYA FOOD Nutrela

Ruchi

Head Office :
301, Mahakosh House,
7/5, South Tukoganj,
Nath Mandir Road,
INDORE - 1 (M.P.) India
Phone : 4065012, 2513281-82-83
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RSIL/2011

17th January, 2011

The Secretary
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Ltd.,
“Exchange Plaza”,
Bandra-Kurla Complex,
Bandra (E),
Mumbai – 400 051

Delhi Stock Exchange Ltd.
DSE House, 3/1, Asaf Ali Road,
New Delhi – 110 002

Dear Sirs,

Sub: Outcome of Board Meeting held on 17th January, 2011

We may inform you that a meeting of Board of Directors of Ruchi Soya Industries Limited ('Ruchi Soya' or 'the Company') was held today i.e. 17th January, 2011. Inter alia, following is the outcome of the meeting -

A. Un-audited Results for the quarter and period ended 31st December, 2010

A copy of un-audited results for the quarter and nine months ended 31st December, 2010 duly approved by the Board of Directors at their meeting held on 17th January, 2011 is attached herewith for your records.

B. Amalgamation of Sunshine Oleochem Limited

The Board of Directors of the Company had on 3rd July, 2010 approved the Scheme of Amalgamation and Arrangement of Sunshine Oleochem Limited ('Sunshine') with the Company ("the Scheme"). Pursuant to the same, the necessary stock exchange approvals were sought and the shareholders of the Company, in a court convened meeting held on 21st October, 2010, approved the said Scheme of Amalgamation and Arrangement. The Hon'ble High Court of Judicature of Bombay vide its order dated 16th December, 2010,



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approved the said Scheme of Amalgamation and Arrangement of Sunshine Oleochem Limited with the Company.

The Board of Directors in its meeting held today has taken the order of the Hon'ble High Court on record. Further, the certified copy of the High Court order has been filed with the Registrar of Companies on 17th January, 2011, thereby making the Scheme effective. The appointed date under the Scheme is 1st July, 2010. The Board, at its meeting held today, also approved the following corporate actions :

1. Issue of 1 fully paid equity share of Rs.2 each of Ruchi Soya for every 13 fully paid equity shares of Rs. 2 each held by the equity shareholders of Sunshine.
2. Issue of 1 fully paid preference share of Rs. 100 each of Ruchi Soya for every 1 fully paid up preference share of Rs. 100 each held by the preference shareholders of Sunshine.
3. Cancellation of cross-holdings of Sunshine and Ruchi Soya, pursuant to the Scheme.

Post such Corporate Actions, the paid-up Share Capital of the Company is Rs.68.51 crores divided in 33,25,26,472 equity shares of Rs.2/- each fully paid up and 2,00,000 – 6% Redeemable Cumulative Preference Shares of Rs.100/- each fully paid up. Necessary compliances, including application of listing of 2,13,08,462 equity shares, will be made by the Company.

C. Shifting of Registered Office from 408, Tulsiani Chambers, Nariman Point, Mumbai – 400 021 to 614, Tulsiani Chambers, Nariman Point, Mumbai – 400 021 :

The Board, inter alia, approved the shifting of Registered Office from 408, Tulsiani Chambers, Nariman Point, Mumbai – 400 021 to 614, Tulsiani Chambers, Nariman Point, Mumbai – 400 021 for administrative convenience. Such change is effective from 17th January, 2011.

Thanking you,
Yours faithfully,

For RUCHI SOYA INDUSTRIES LTD.


(R.L.GUPTA)
COMPANY SECRETARY

Encl: As above

RUCHI SOYA INDUSTRIES LIMITED

Regd. Office :614, Tulsiani Chambers, Nariman Point, Mumbai – 400 021

UNAUDITED FINANCIAL RESULTS (PROVISIONAL) FOR THE QUARTER & NINE MONTHS ENDED 31ST DECEMBER, 2010

(Rs.in Crores)

PARTICULARS	QUARTER ENDED (UNAUDITED) 31.12.2010	QUARTER ENDED (UNAUDITED) 31.12.2009	NINE MONTH ENDED (UNAUDITED) 31.12.2010	NINE MONTH ENDED (UNAUDITED) 31.12.2009	YEAR ENDED (AUDITED) 31.03.2010
(1)	(2)	(3)	(4)	(5)	(6)
1 (a) Net Sales/Income from operations	4628.36	3799.45	11891.23	10086.21	13509.86
(b) Other Operating Income	1.44	0.67	2.60	2.03	3.74
2 Expenditure					
a. (Increase) / decrease in stock- in trade and work in progress	(391.22)	(269.35)	(458.38)	(259.64)	(37.98)
b. Consumption of raw materials	3218.19	2397.36	7233.19	5821.73	7535.76
c. Purchase of traded goods	1281.43	1337.28	3948.08	3615.23	4743.22
d. Employees cost	25.35	14.01	64.05	44.95	66.77
e. Depreciation	33.08	23.80	89.17	69.08	100.37
f. Other Expenditure	306.17	235.09	663.92	554.25	786.95
g. Total	4473.00	3738.19	11540.03	9845.60	13195.09
3 Profit from Operations before other income interest and Exceptional Items (1-2)	156.80	61.93	353.80	242.64	318.51
4 Other Income	3.93	27.18	7.70	34.12	17.89
5 Profit before interest and Exceptional Items (3+4)	160.73	89.11	361.50	276.76	336.40
6 Interest (Net)	53.11	25.36	77.50	59.24	67.44
7 Profit after interest but before Exceptional Items (5-6)	107.62	63.75	284.00	217.52	268.96
8 Exceptional Items	-	-	-	-	3.52
9 Profit(+)/Loss(-) from Ordinary Activities before tax (7- 8)	107.62	63.75	284.00	217.52	272.48
10 Tax Expenses	43.84	23.51	104.18	78.88	100.01
11 Net Profit (+)/Loss(-) from Ordinary Activities after tax (9-10)	63.78	40.24	179.82	138.64	172.47
12 Extraordinary items (net of tax expenses)	-	-	-	-	-
13 Net Profit (+)/Loss(-) for the period (11-12)	63.78	40.24	179.82	138.64	172.47
14 Paid-up Capital	66.51	43.80	66.51	43.80	52.58
Equity Share Capital					
Face value Rs.2/- per share					
Preference Share Capital	2.00	-	2.00	-	-
Face value Rs.100/- per share					
(including 2,13,08,462 equity shares and 2,00,000 preference shares to be issued to shareholders of Sunshine Oleochem Ltd. pursuant to Scheme of Amalgamation and Arrangement, involving Amalgamation of Sunshine Oleochem Ltd. with Ruchi Soya Industries Ltd., duly sanctioned by Hon'ble High Court of Bombay)					
15 Reserve excluding Revaluation Reserve(31.03.2010, audited)	-	-	-	-	1424.18
16 Earning per share (EPS) (in Rs.)					
a) Basic EPS for the period (not annualized)	1.92	1.84	5.65	6.73	6.92
b) Diluted EPS for the period (not annualized)	1.86	1.54	5.46	6.17	6.18
17 Public shareholding					
No. of shares	160510547	139631055	160510547	139631055	139631055
Percentage of Holding	51.57	63.76	51.57	63.76	53.11
18 Promoters and Promoters group shareholding					
a) Pledged/Encumbered					
- Number of shares	13372202	553100	13372202	553100	9037045
- Percentage of shares(as a % of the total shareholding of promoter and promoter group)	8.87	0.70	8.87	0.70	7.33
- Percentage of shares(as a % of the total share capital of the Company)	4.30	0.25	4.30	0.25	3.44
b) Non-encumbered					
- Number of shares	137335261	78804705	137335261	78804705	114220760
- Percentage of shares(as a % of the total shareholding of promoter and promoter group)	91.13	99.30	91.13	99.30	92.67
- Percentage of shares(as a % of the total share capital of the Company)	44.13	35.99	44.13	35.99	43.45

RUCHI SOYA INDUSTRIES LIMITED

Regd. Office : 614, Tulsiani Chambers, Nariman Point, Mumbai – 400 021

SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED

PARTICULARS (1)	(Rs. In Crores)				
	QUARTER ENDED (UNAUDITED)	QUARTER ENDED (UNAUDITED)	NINE MONTH ENDED (UNAUDITED)	NINE MONTH ENDED (UNAUDITED)	YEAR ENDED (AUDITED)
	31.12.2010 (2)	31.12.2009 (3)	31.12.2010 (4)	31.12.2009 (5)	31.03.2010 (6)
1 Segment Revenue (Net Sale/Income from operations & other Income)					
Oils	3019.12	2799.18	8496.68	7572.32	9894.86
Vanaspatti	335.73	244.18	850.70	723.69	913.81
Seed Extraction	1010.10	613.35	1964.04	1434.57	1950.65
Food Products	71.71	68.53	248.00	240.44	302.09
Wind Turbine Power Generation	6.31	2.95	27.78	16.89	21.68
Others	190.76	99.11	314.33	134.45	448.40
Net Sales/Income from operations	4633.73	3827.30	11901.53	10122.36	13531.49
2 Segment Results (Profit before interest and tax)					
Oils	99.17	57.84	229.98	200.05	214.51
Vanaspatti	13.85	6.48	22.50	14.63	18.36
Seed Extraction	32.49	23.26	64.35	51.70	60.26
Food Products	6.54	0.55	11.47	9.40	11.35
Wind Turbine Power Generation	2.54	0.89	16.25	10.88	12.35
Others	5.17	0.09	15.39	(10.53)	12.67
Total	159.76	89.11	359.94	276.13	329.50
Less: Interest (net)	53.11	25.36	77.50	59.24	67.44
Less: Other unallocable expenditure net of un-allocable income	(0.97)	-	(1.56)	(0.63)	(6.90)
Total Profit before tax	107.62	63.75	284.00	217.52	268.96
3 Capital Employed (Segment Assets less Segment Liabilities)					
Oils	1069.21	831.11	1069.21	831.11	753.89
Vanaspatti	292.30	271.23	292.30	271.23	327.92
Seed Extraction	2128.99	788.32	2128.99	788.32	811.73
Food Products	75.62	85.10	75.62	85.10	74.58
Wind Turbine Power Generation	277.00	213.15	277.00	213.15	278.86
Others	166.71	7.14	166.71	7.14	8.38
TOTAL	4009.83	2196.05	4009.83	2196.05	2255.36

Place : Gurgaon

Date : 17th January, 2011

For AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

MANAGING DIRECTOR

Notes :

1. The above results have been reviewed by the Audit Committee and have been approved by the Board of Directors of the Company at the meeting held on 17th January, 2010 and subject to review by the Statutory Auditors of the Company.
2. During the quarter, Company received 23 investors' complaints with no complaint pending at the beginning of quarter. At the end of quarter, no complaint was pending to be redressed.
3. The Board of Directors of the Company at its meeting held on 3rd July, 2010 approved the Scheme of Amalgamation and Arrangement involving Amalgamation of Sunshine Oleochem Limited and Ruchi Soya Industries Limited and their respective shareholders under Sections 391 to 394 read with Section 78 and Sections 100 to 103 and other applicable provisions of the Companies Act, 1956. The Scheme has been approved by the Hon'ble Bombay High Court on December 16, 2010. The appointed date under the Scheme is 1st July, 2010. The Board at its meeting held on 17th January, 2011, has, inter alia, taken on record the Order of Hon'ble High Court of Bombay and allotted/cancelled requisite numbers of Equity/Preference Shares in accordance with the Scheme. Post such corporate actions, the paid-up equity share Capital of the Company is Rs.66.51 crores divided in 33,25,26,472 equity shares of Rs.2/- each fully paid up. Post such corporate actions, the promoters' holding has increased to 51.63%. Effect to the said Scheme has been given while preparing the unaudited financial results for the quarter and period ended 31st December, 2010. However, no effect has been given in the unaudited results for the quarter and period ended 31st December, 2009.
4. At the end of quarter, 1,36,00,000 warrants, each convertible into one equity share of Rs.2/-, were outstanding. The same were duly converted into equivalent number of equity shares of Rs.2/- at the meeting of Board of Directors held on 17th January, 2011. As per the Scheme referred to in para 3 above, such 1,36,00,000 equity shares were cancelled by the Board while implementing the Scheme.
5. The Board of Directors of the Company at their meetings held on 16th November, 2009 and 8th February 2010 approved the Scheme of Amalgamation and Arrangement between Ruchi Soya Industries Limited and Mac Oil Palm Limited and their respective shareholders (under Sections 391 to 394 read with Section 78 and Sections 100 to 103 and other applicable provisions of the Companies Act, 1956) and Scheme of Amalgamation between Ruchi Soya Industries Limited and Palm Tech India Limited and their respective shareholders (under Sections 391 to 394 and other applicable provisions of the Companies Act, 1956) respectively. Both the Schemes became operative from 1st April, 2009. The said Schemes were duly approved by the jurisdictional High Courts. The required formalities in relation thereto were completed during the quarter ended 30th September 2010. Necessary effect to the said Schemes was given in the audited accounts of the Company for the year ended 31st March, 2010. Effect to the said Schemes has been given while preparing the unaudited financial results for the quarter and period ended 31st December, 2010. However, no effect has been given in the unaudited results for the quarter and period ended 31st December, 2009.
6. At the end of quarter, options for 1962550 equity shares were outstanding under Employees Stock Options Scheme – 2007 of the Company.
7. The results of subsidiary companies and material investee Company will be consolidated at the year end only.
8. Interest income of Rs.16.10 Crores and Rs.65.76 Crores for the quarter and nine months ended 31st December, 2010 respectively have been netted off against interest cost.
9. The figures for the corresponding periods have been re-grouped/re-arranged, wherever required.

Place : Gurgaon

For AND ON BEHALF OF THE BOARD OF DIRECTORS

Date : 17th January, 2011

Sd/-
MANAGING DIRECTOR