JM FINANCIAL

February 28, 2012

National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C-1, G Block,
Bandra Kurla Complex,
Bandra (East),
Mumbai – 400 051

Dear Sirs,

Re: Disclosure u/r 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Symbol: RUCHISOYA

Pursuant to Regulation 29(2) read with Regulation 29(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the said Regulations), we make the necessary disclosure in the form specified under the said Regulations.

Kindly take the same on your record and acknowledge receipt.

Thank you

Yours faithfully,
for JM Financial Products Limited

Ankur Shah
Company Secretary

Encl: a/a

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Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. Name of the Target Company (TC)	**Ruchi Soya Industries Limited**		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Acquirer: **JM Financial Products Limited** PAC: **JM Financial Services Private Limited**		
3. Whether the acquirer belongs to Promoter/Promoter Group	**No**		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	**BSE Limited** **National Stock Exchange of India Limited** **Delhi Stock Exchange Limited**		
5. Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t total share/voting capital wherever applicable (#)	% w.r.t total diluted share/voting capital of the TC (*) (#)
Before the acquisition/disposal under consideration, holding of:			
a) Shares carrying voting rights			
(1) JM Financial Products Limited	**3,31,40,152**[a]	**9.94%**	**9.94%**
(2) JM Financial Services Pvt Limited	**7,32,290**[b]	**0.22%**	**0.22%**
~~b) Voting rights (VR) otherwise than by shares~~	-	-	-
~~c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)~~	-	-	-
Total (a+b+c)	**3,38,72,442**	**10.16%**	**10.16%**
Details of acquisition/(sale)			
a) Shares carrying voting rights acquired/(sold)[c]			
(1) JM Financial Products Limited	**32,52,004**	**0.98%**	**0.98%**
(2) JM Financial Services Pvt Limited	**(1,93,740)**	**(0.06%)**	**(0.06%)**
~~b) VRs acquired /sold otherwise than by shares~~	-	-	-
c) ~~Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold~~	-	-	-
Total (a+b+c)	**30,58,264**	**0.92%**	**0.92%**

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After the acquisition/~~sale~~, holding of : a) Shares carrying voting rights **(1) JM Financial Products Limited** **(2) JM Financial Services Pvt Limited** ~~b) VRs otherwise than by shares~~ c) ~~Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition.~~	**3,63,92,156[d]** **5,38,550[e]** - -	**10.92%** **0.16%** - -	**10.92%** **0.16%** - -
Total (a+b+c)	**3,69,30,706**	**11.08%**	**11.08%**
6. Mode of acquisition / sale (e.g. open market / off- market / public issue / rights issue / preferential allotment / inter-se transfer etc).	**Off market**		
7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	**Creation of encumbrance and acquisition of shares, resulting in aggregation of more than 2% as on February 24, 2012**		
8. Equity share capital / total voting capital of the TC before the said acquisition / sale (#)	**33,33,58,572 Equity Shares**		
9. Equity share capital/total voting capital of the TC after the said acquisition /sale (#)	**33,33,58,572 Equity Shares**		
10. Total diluted share/voting capital of the TC after the said acquisition/sale. (*) (#)	**33,33,58,572 Equity Shares**		

(*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(#) The total shares/voting capital and the total diluted shares/voting capital of the TC has been derived from the latest shareholding pattern of TC available on the website of the National Stock Exchange of India Limited (i.e. www.nseindia.com).

a. These shares are held as collateral to secure the loan sanctioned/given to the borrower(s) as on January 23, 2012.

b. These shares are held as margin from the client(s) as on January 23, 2012.

c. The disclosure for creation of encumbrance on 28,66,264 shares (net) and acquisition of 1,92,000 shares (net) aggregating to 30,58,264 shares representing 0.92% is made since the creation of encumbrance (gross) on 72,40,908 shares (2.17%) between January 24, 2012 and February 24, 2012 and acquisition (gross) of 2,30,000 shares (0.07%) aggregates to 74,70,908 shares representing 2.24%. During the said period there was a release of encumbrance (gross) on 43,74,644 shares representing 1.31% and disposal (gross) of 38,000 shares representing 0.01%.

d. These shares are held as collateral to secure the loan sanctioned/given to the borrower(s) as on February 24, 2012.

e. 3,46,550 shares are held as margin from the client(s) and 1,92,000 shares are held in its own account as on February 24, 2012.

for JM Financial Products Limited

Ankur Shah
Company Secretary
Place: Mumbai
Date: February 28, 2012