RUCHI SOYA INDUSTRIES LIMITED

(CIN : L15140MH1986PLC038536)
Registered Office : "Ruchi House", Royal Palms, Survey No.169, Aarey Milk Colony,
Near Mayur Nagar, Goregaon (East), Mumbai – 400 065
website : www.ruchisoya.com email : ruchisoyasecretarial@ruchigroup.com

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given that, pursuant to Section 110 of the Companies Act, 2013 and applicable provisions of the Companies (Management and Administration) Rules, 2014, read with Clause 35B of the Listing Agreements, the Company seeks consent of its members in respect of the special business proposed to be transacted by Postal Ballot which includes voting by electronic means. The details of proposed business are more specifically provided in the appended resolutions and explanatory statements thereto attached in terms of Section 102 (1) of the Companies Act, 2013.

The members are requested to send their assent or dissent within a period of 30 days from August 25, 2014, being the date of dispatch of this notice. Ballots received after September 23, 2014 will not be treated as valid.

The Board of Directors of your Company at its meeting held on 14th August, 2014, has appointed Mr. Prashant Diwan, a Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner. He will submit his report to the Managing Director on or before September 30, 2014 and the result will be communicated in accordance with the provisions of Companies Act, 2013 and the Listing Agreements, including placing thereof on the website of the Company.

Items of special business requiring consent of members through Postal Ballot:

1. To consider and if thought fit, to pass the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) and Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to,

   a) give any loan to any person or other body corporate ;

   b) give any guarantee or provide security in connection with a loan to any other body corporate or person ; and

   c) acquire by subscription, purchase or otherwise, the securities of any other body corporate,

   exceeding sixty per cent of the paid up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, which ever is more, provided that the maximum amount of aggregate of such loan, guarantee, security and acquisition by the Company shall not at any time exceed ₹ 2,000 Crores (Rupees two thousand crores only).

   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."

2. To consider and if thought fit, to pass the following resolution as a Special Resolution:

   "RESOLVED THAT in supersession of the resolutions passed earlier in this regard by the members of the Company through postal ballot or otherwise, consent of the Company be and is hereby given to the Board of Directors of the Company ("the Board" which term shall include any committee thereof), pursuant to provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, to create such mortgage, charges and hypothecations in addition to the existing mortgages, charges and hypothecations created by the Company, on such movable and immovable assets and properties of the Company, both present and future and in such manner as the Board may deem fit, together with power to take over substantial assets in certain events, in favour of all or any Banks, financial institutions, investment institutions and their subsidiaries, any other bodies corporate and any other lenders (hereinafter collectively referred to as "the lending agencies") and/or Trustees for the holders of debentures/ bonds/other instruments to secure the repayment of borrowings of the Company by way of rupee or foreign currency loans/issue of debentures/bonds/partly, fully or non convertible securities or other instruments, which have been/are proposed to be obtained from or privately placed with lending agencies, together with interest thereon at the agreed rates, further interest, liquidated damages, premium on prepayment or on redemption, costs, charges, expenses and all other monies payable by the Company to the Trustees under the Trust Deeds and/or to the lending agencies under their respective agreements/loan agreements/

Debenture Trust Deeds entered into / to be entered into by the Company in respect of the said borrowings.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalise with the lending agencies/trustees or any of them, the documents for creating the mortgages/charges/hypothecations and to accept or make any alterations/changes/variations to or in the terms and conditions and to do all such acts, deeds, matters and things and to execute all such documents and writings as it may consider necessary for the purpose of giving effect to this resolution."

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August 14, 2014

By order of the
Board of Directors

R.L. Gupta
Company Secretary

Notes :

1. Explanatory statements pursuant to section 102 (1) of the Companies Act, 2013 are annexed hereto.

2. The Notice is being sent to all the members, whose names appear in the Register of Members / Beneficiary Position maintained by the Depositories as on Thursday, the 14th August, 2014.

3. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the members as on Thursday, the 14th August, 2014.

4. In compliance with the provisions of Clause 35B of the Listing Agreements, the Company is pleased to provide e-voting facility as an alternative, for all members of the Company to enable them to cast their votes electronically instead of despatching physical Postal Ballot. E-voting is optional. The instructions for e-Voting are as under :

   (i) The voting period begins on Tuesday, September 16, 2014 at 10.00 am and ends Thursday, September 18, 2014 at 6.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 14, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

   (ii) The shareholders should log on to the e-voting website www.evotingindia.com.

   (iii) Click on Shareholders.

   (iv) 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.

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

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

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

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	■ 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 folio number in the PAN field.
	■ In case the folio 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 folio number 1 then enter RA00000001 in the PAN field
DOB #	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
# Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.	

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

(ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for "RUCHI SOYA INDUSTRIES LIMITED".

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) 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 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.
- After receiving the login details they have to create a compliance user should be created 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 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.

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 under help section or write an email to helpdesk.evoting@cdslindia.com.

5. Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs, are being sent Notice of Postal Ballot by e-mail and others are being sent by post (Registered/Speed) or Courier, along with the postal ballot form.

6. Members, who have received the Postal Ballot Notice by email and who do not wish to avail the electronic voting facility, such member may send a request for obtaining the Notice and physical Postal Ballot Form from the Share Transfer Agents of the Company, viz., Sarthak Global Ltd., Unit: Ruchi Soya Industries Limited, 170/10, Film Colony, RNT Marg, Indore – 452 001. On receipt of such request, the Share Transfer Agents will despatch the physical Postal Ballot Form. Members should ensure that duly completed Postal Ballot Form should reach the Scrutinizer not later than 6.00 p.m. on Tuesday, September 23, 2014. Postal Ballot Forms received after this date shall be strictly treated as if the reply from the members has not been received.

7. Members are requested to cast their vote on the Postal Ballot only through one mode (physical Postal Ballot Form or e-voting). In case members cast their votes through both the modes, votes cast through physical Postal Ballot Form shall only be considered and votes cast through e-voting would be rejected.

8. Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot form.

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

Item No.1:

The expansion plans of the Company and its subsidiaries require further investment in projects, plans and businesses, including, that in securities of other body corporate, as well giving/providing guarantee/security in connection with loan(s) to any other body corporate.

It is proposed to pass an enabling resolution, through postal ballot, in favour of the Board to authorise it to perform necessary corporate actions in accordance with provisions of Section 186 of the Companies Act, 2013 read with Section 110 and applicable Rules thereto.

The Board recommends that the proposed resolution be passed as a Special Resolution.

The directors/key managerial personnel of the Company/ their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of their directorship/ shareholding, if any, in the investee/borrower company.

Item No.2:

To meet its long-term fund requirements, the Company will be required to borrow monies from various lending agencies from time to time including through issue of debenture/bonds. As security for repayment of these borrowings/issue of debentures or bonds, the Company is required to create mortgages/charges on certain movable and immovable properties of the Company as may be required as per the terms of the borrowings/issue of debenture or bonds. In terms of Section 180 (1) (a) read with Section 110 of the Companies Act, 2013, it is necessary for the Company to obtain approval of the members by way of a Special Resolution, through postal ballot, for creation of mortgage/charge /hypothecation in favour of the lending agencies/debenture trustees.

It is hence, proposed that the approval of the members be accorded to Board to dispose of the properties (by way of creation / modification of mortgages/charges) of the Company to secure the repayment of borrowings of the Company, to comply with Section 180(1)(a) of the Companies Act, 2013.

The Board recommends that the proposed resolution be passed as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

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August 14, 2014

By order of the
Board of Directors

R.L. Gupta
Company Secretary