



## RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

Head Office :  
301, Mahakosh House,  
7/5, South Tukoganj,  
Nath Mandir Road,  
INDORE - 1 (M.P.) India  
Phone : 4065012, 2513281-82-83  
Fax : 91-731-4065019  
E-mail : ruchisoya@ruchisoya.com

RSIL/2020

14<sup>th</sup> February, 2020

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

Dear Sir,

This is further to our e-mail dated 27<sup>th</sup> January, 2020 with Notice of Extra Ordinary General Meeting (EGM) to be held at 11.00 A.M. on 20<sup>th</sup> February, 2020 at Astha Bhawan, A-105, Sector – 5, Noida – 201 301 and our letter dated 1<sup>st</sup> February, 2020, submitting therewith a Notice regarding completion of dispatch of Notice of Extra Ordinary General Meeting, we are submitting herewith the hard copy of Notice of EGM for your kind perusal and records.

Thanking you,

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

  
**Company Secretary**

Encl: As above.

# 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

## NOTICE

Notice is hereby given that an Extra-ordinary General Meeting of the Members of Ruchi Soya Industries Limited will be held at 11.00 AM on Thursday, the 20<sup>th</sup> February, 2020 at Astha Bhawan, A-105, Sector -5, NOIDA - 201301 to transact the following special business :

### ITEM NO. 1 :

#### APPROVAL FOR BORROWING LIMITS OF THE COMPANY

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 Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and that of the Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include person(s) authorised and/or committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to borrow monies from time to time whether in rupees or foreign currency, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, may exceed the aggregate of its total paid-up capital and free reserves which have not been set apart for any specific purpose, but such that the total amount up to which the monies may be so borrowed including the monies already borrowed shall not, at any time and from time to time, exceed INR 10,000 Crores, and all previous borrowings already made by the company hereby stands ratified by the shareholders.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

### ITEM NO. 2

#### APPROVAL FOR CREATION OF SECURITY AND EXECUTION OF SECURITY DOCUMENTS

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 Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and that of the Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to the Board for creation of charge, mortgage, hypothecation, assignment and/or charging all or any of the movable and/or immovable properties, both present and future, or the whole or substantially the whole of the undertaking(s) for securing any loan(s), obtained or as may be obtained from any bank, financial institution, bodies corporate, other entities, person or persons including securing those facilities which have already been sanctioned, including any enhancement therein together with interest, costs, charges, expenses and any other monies payable by the Company in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed INR 10,000 Crores at any time, and that the Board is further authorised to create a charge in whatsoever manner on the Company's current assets, present and future, in favour of banks, financial institutions, bodies corporate, other entities, person or persons who may provide such credit facilities to the Company, and any such security already created by the Company over any of its assets hereby stands ratified by the shareholders.

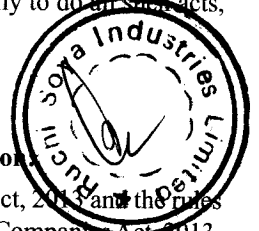
**RESOLVED THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

### ITEM NO. 3

#### APPROVAL FOR CONVERSION OF LOAN INTO EQUITY

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to provisions of Section 62 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) of the Companies Act, 2013, the consent of the shareholders of the Company be and is hereby accorded to the terms and conditions contained in the Facility Agreements, which *inter-alia* includes a clause stating that upon occurrence of an Event of Default and/or continuance thereof, the Lenders shall have the absolute right to convert the outstanding amounts and all monies due/payable by the Company to the Lenders in part/or full, in one or more tranches, into fully paid up equity shares of the Company, in accordance with the provisions of the Companies Act, 2013 and relevant guidelines issued by the Reserve Bank of India, as amended or modified or replaced from time to time by any rules, regulations, notifications, circulars, press notes or orders by the Reserve Bank of India in this regard or any other governmental agency in this regard, and the right of the Lenders to appoint a nominee director on its Board.



**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution."

#### **ITEM No. 4**

##### **Approval for issue of equity shares on preferential basis**

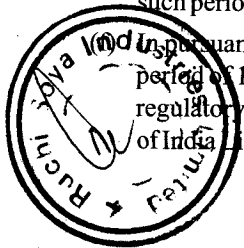
To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 42 and 62 (1) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 and other applicable provisions, if any, of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 and other applicable provisions, if any, of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the "Act"), all other applicable provisions of the Act, if any, Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") and enabling provisions in the Memorandum and Articles of Association of the Company, as amended and Listing Agreements entered into by the Company with the Stock Exchanges, where the equity shares of the Company are listed, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR"), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI ICDR"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (SEBI SAST), Foreign Exchange Management Act, 1999 as amended and rules and regulations framed thereunder ("FEMA") and subject to the other guidelines/rules/regulations made by the Securities and Exchange Board of India ("SEBI"), Stock Exchanges where the equity shares of the company are listed, Reserve Bank of India ("RBI"), Government of India and all other concerned regulatory, governmental, statutory and other authorities and departments in this regard and such other approvals, permissions, consents and sanctions, as may be required including necessary approval and consents from the lenders and creditors of the Company and the in-principle, listing and all other necessary approvals and consents from the Stock Exchanges where the equity shares of the Company are listed and subject to such conditions and modifications as may be prescribed or imposed by any of them in granting any such approvals, permissions and sanctions and 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 duly authorised committee thereof for the time being, exercising the powers conferred on the Board by this resolution), the consent of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, from time to time, in one or more tranches, not exceeding 1,86,70,213 (One Crore Eighty Six Lacs Seventy Thousand Two Hundred Thirteen) equity shares of the face value of Rs.2/- each at a price of Rs. 7/-per equity share which includes a premium of Rs. 5/- per equity share, on preferential basis, aggregating to Rs. 13,06,91,491/- (Rupees Thirteen Crores Six Lacs Ninety One Thousand Four Hundred Ninety One) to Ashav Advisory LLP. (LLPIN : AAQ-2310) ("Investor"), an entity which is neither a promoter of the Company, nor belongs to the promoter group of the Company, in accordance with the SEBI ICDR and other applicable laws and on such terms and conditions as mentioned in the explanatory statement annexed hereto and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members.

**RESOLVED FURTHER THAT** the preferential issue of the equity shares of the Company shall be, inter alia, on the following terms and conditions:

- (a) The 'Relevant Date' under SEBI ICDR for the purpose of determination of issue price of the equity shares shall be 21<sup>st</sup> January, 2020 i.e. the day 30 days prior to the date of this Meeting ("Relevant Date");
- (b) The equity shares shall be allotted to Investor at a price of Rs. 7/- (Rupees Seven) per equity share, being a price calculated as per Regulation 164 of the SEBI ICDR Regulations;
- (c) The Equity Shares shall be fully paid-up and shall rank pari passu in all respects with the existing Equity Shares of the Company in accordance with the Memorandum and Articles of Association of the Company;
- (d) The preferential issue of the equity shares shall only be made in dematerialized form and shall, subject to receipt of necessary approvals, be listed and traded on the National Stock Exchange of India Limited and the BSE Limited;
- (e) In pursuance of the preferential issue, as aforesaid, the equity shares to be issued and allotted to the Investor shall remain locked-in for such period as specified under the SEBI ICDR Regulations;

In pursuance of the preferential issue, as aforesaid, the equity shares to be issued and allotted to the Investor shall be allotted within a period of 15 (fifteen) days from the date of this resolution, provided that where the allotment is pending on account of pendency of any regulatory, statutory, government, Stock Exchange approval(s) (including the necessary approvals from the National Stock Exchange of India Limited and the BSE Limited), the allotment shall be completed within 15 (Fifteen) days of receipt of such approval(s);



**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the issue), to allot such number of equity shares in one or more tranches to the Investor pursuant to this resolution, as may be thought fit or decided by the Board, to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any questions or difficulties that may arise and appoint consultants, valuers, legal advisors, advisors and such other agencies as may be required for the preferential issue of the equity shares, including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of equity shares with the depositories, viz. NSDL and CDSL and for the credit of such shares to the respective dematerialized securities account of the proposed allottees, without being required to seek any further clarification, consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolutions to any director(s) or to any committee of the Board or any other officer(s) of the Company to give effect to the aforesaid resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

By order of the Board  
For Ruchi Soya Industries Limited

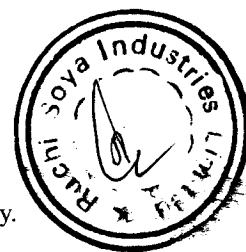
Date : January 17, 2020

Place : NOIDA (UP)

R.L. Gupta  
Company Secretary

**Notes :**

1. **A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The proxy form duly completed, signed and stamped should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.**
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 is annexed hereto.
3. Members who attend the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
4. All documents referred to in the accompanying Notice and Explanatory Statements 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. and 1.00 P.M. upto the date of Extraordinary General Meeting.
5. **The instructions for shareholders voting electronically through remote e-voting are as under:**
  - (i) The voting period begins on 17<sup>th</sup> February, 2020 at 10.00 AM and ends on 19<sup>th</sup> February, 2020 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 (record date) of 7<sup>th</sup> February, 2020 may cast their vote electronically through remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. A Person who is not a member as on the cut-off date should treat this notice for information purposes only and any member, who has voted by remote e-voting, can not vote at the meeting.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) Click on Shareholders / Members
  - (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](http://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                                                        | <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<br>OR<br>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 (iv).</li> </ul>                                                                                                                                                                                                                                                                                        |

(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 Ltd.

(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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the changed 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.

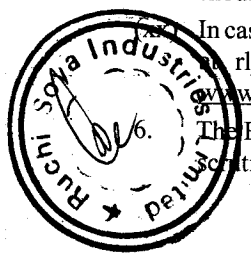
(xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(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 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 linked in the login 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.

In case you have any queries or issues regarding e-voting, you may contact Mr. R. L. Gupta, Company Secretary of the Company at [rl\\_gupta@ruchisoya.com](mailto:rl_gupta@ruchisoya.com) or 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).

The Board of Directors of the Company has appointed Mr. Hardev Singh, Practicing Company Secretary as the Scrutinizer to scrutinize the remote e-voting / ballot process in a fair and transparent manner.



7. The Scrutinizer shall not later than 48 hours of conclusion of extra ordinary general meeting, submit a consolidated scrutinizer's report and thereafter, the result of voting shall be declared forthwith.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO. 1 AND ITEM NO. 2**

The Patanjali Consortium Adhigrahan Private Limited (PCAPL) has been amalgamated with the Company. Hence the borrowings of PCAPL are now the borrowings of the Company. Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company.

Hence it is proposed to increase the maximum borrowing limits upto INR 10,000 Crores. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertakings of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting. The resolution proposed in Item No. 2 is an enabling resolution under Section 180(1)(a) of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013.

In view of the above, the resolutions proposed in Item No. 1 and Item No. 2 are recommended by Board of Directors of the Company to be passed as special resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, whether financially or otherwise, in the passing of the Resolution.

**ITEM NO. 3**

Pursuant to the order of Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") dated 15<sup>th</sup> December, 2017, the Company was under corporate insolvency resolution process ("CIRP") under the Insolvency and Bankruptcy Code, 2016 ("Code") and a resolution plan by consortium led by Patanjali Ayurved Limited was selected as resolution applicant. Thereafter, the resolution plan was finally approved by the committee of creditors of the Company on 30<sup>th</sup> April, 2019 and was filed for the approval of the NCLT, which was approved vide its order dated 24<sup>th</sup> July, 2019 read with NCLT order dated 4<sup>th</sup> September, 2019 (received on 6<sup>th</sup> September 2019). In terms of the resolution plan, the resolution applicant had incorporated a special purpose vehicle named Patanjali Consortium Adhigrahan Private Limited ("PCAPL") for the purpose of implementing the Resolution Plan.

State Bank of India, Allahabad Bank, Punjab National Bank, Syndicate Bank and Union Bank of India ("Lenders") have already granted term loan facilities to PCAPL for an aggregate amount of INR 2,400 crores ("Term Loan Facility"), short term loan of INR 95.25 crores ("Short Term Loan") in accordance with the terms of the Rupee Loan Facility Agreement dated 12<sup>th</sup> December, 2019 ("Rupee Term Loan Agreement") and working capital facilities for an aggregate amount of INR 800 crores ("Working Capital Facility") in accordance with the terms of the working capital facility agreement dated 12<sup>th</sup> December, 2019 ("Working Capital Facility Agreement"), which has been utilized towards the repayment of the existing liabilities of the Company, implementation of the Approved Resolution Plan, towards acquisition of RSIL's current assets and continuing and future Working Capital requirements of RSIL, as the Resultant Entity (the "Transaction"). The Term Loan Facility, the Short Term Loan and the Working Capital Facility are collectively referred to as the "Facilities" and the "Rupee Term Loan Agreement" and the "Working Capital Facility Agreement" are collectively referred to as the "Facility Agreements".

Thereafter, PCAPL has merged into the Company with effect from 18<sup>th</sup> December, 2019, in accordance with the Resolution Plan and accordingly, all Facility Agreements are enforceable by and against the Company.

Pursuant to section 62 of the Companies Act, 2013, a company can increase its subscribed capital caused by the conversion of any outstanding amounts under any facility availed by a company into shares as a term attached to such facilities, provided a special resolution is passed by the company approving such terms. The proposed resolution is recommended under the provisions of Section 62 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013, in view of the fact that pursuant to the terms of the Transaction and under the Facility Agreements, the Lenders have an option to convert the outstanding amounts under each Facility into equity shares of the Company in the event of default under the Facility Agreements or any other finance document including the Ratified Documents and the Security Documents.

Although, Facility Agreements had already been approved by the PCAPL but in accordance with the Resolution Plan it has merged into the Company with effect from 18<sup>th</sup> December, 2019, therefore, Lenders have requested to take approval of the members of the Company for ratification of aforesaid Facility Agreements and pass a resolution under section 62 of the Companies Act, 2013.

In view of above, the Board recommends this resolution for the approval of the members as special resolution.

Except to the extent of shareholding, none of the Promoters, Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution except and to the extent of their shareholding in the company.



#### Item No. 4

The Company requires long term funds *inter alia* to fund the Company's growth capital requirements, to meet the Company's capital expenditure, to enhance its long term resources and thereby strengthening the financial structure of the Company and for meeting working capital requirements and for other general corporate purposes and purposes permitted by applicable laws. Hence the Board of Directors of the Company has approved the issue of 1,86,70,213 (One Crore Eighty Six Lacs Seventy Thousand Two Hundred Thirteen) equity shares of Rs. 2/- each to Ashav Advisory LLP ("Investor") on preferential basis, at its meeting held on 17<sup>th</sup> January, 2020. The Company proposes to offer, issue and allot 1,86,70,213 equity shares of the company, having a face value of Rs. 2/- (Rupees two) at a price of Rs. 7/- (Rupee Seven) including a premium of Rs. 5/- (Rupees Five) per equity share aggregating to Rs. 13,06,91,491/- (Rupees Thirteen Crores Six Lac Ninety One Thousand Four Hundred Ninety One) on preferential basis to Investor, entitling the Investor to subscribe to and be allotted the equity shares of the company for which the approval of the members is being sought.

As per Section 62(1)(c) of the Companies Act, 2013 (as amended) read with Rule 13 of the Companies (Share Capital and Debenture Rules, 2014, and Regulation 160 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements Regulations, 2015, as may be applicable, a listed issuer is permitted to make a preferential issue of specified securities, if a special resolution has been passed by its members.

The Investor has not sold any equity shares of the company during the six months preceding the Relevant Date i.e. 21<sup>st</sup> January, 2020.

The disclosures prescribed under the Act and SEBI ICDR, as may be applicable, in respect of the Resolution proposed at Item No. 4 are as follows:

#### **Objects of the issue :**

In order to meet long-term funding requirements of the Company *inter alia* to fund Company's growth capital requirements, to meet the Company's capital expenditure to enhance its long term resources and thereby strengthening of the financial structure of the Company and for meeting working capital requirements and for other general corporate purposes and purposes permitted by applicable laws.

#### **Relevant Date:**

The Relevant Date for the preferential issue, as per the SEBI ICDR, as amended from time to time, for the determination of minimum price for the issue and allotment of equity shares as mentioned above shall be 21<sup>st</sup> January, 2020, being the 30 (Thirty) days prior to the date of this Extra Ordinary General Meeting (i.e. 20<sup>th</sup> February, 2020)

#### **Pricing of the Preferential Issue:**

The price of the equity shares to be issued is fixed at Rs. 7/- per equity share which consists of Rs. 2/- face value and Rs 5/- premium per equity share, in accordance with the price determined in accordance with the applicable provisions of the SEBI ICDR.

#### **Basis on which the price has been arrived at:**

The equity shares of the company are listed on BSE Limited and National Stock Exchange of India Limited and the equity shares of the company are frequently traded in accordance with Regulation 164(5) of the SEBI ICDR.

In terms of the applicable provisions of SEBI ICDR, the price at which equity shares shall be allotted shall not be less than higher of the following:

- (a) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Twenty Six (26) weeks preceding the Relevant Date; or
- (b) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Two (2) weeks preceding the Relevant Date.

For the purpose of computation of the price per equity share, National Stock Exchange of India Limited, the Stock Exchange which has the highest trading volume in respect of the equity shares of the company, during the preceding 26 weeks prior to the Relevant Date has been considered.

Since the equity shares of the company have been listed on recognized stock exchanges for a period of more than 26 weeks prior to the relevant date, the company is neither required to re-compute the price per equity share nor to submit undertakings specified under Regulation 163(1) (g) and (h) of the ICDR Regulations.

#### **Maximum number of equity shares to be issued :**

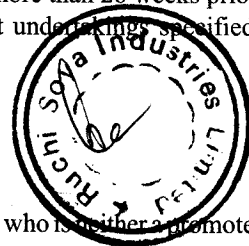
The Company will issue not exceeding 1,86,70,213 equity shares on preferential basis to the Investor.

#### **Class or classes of persons to whom the allotment is proposed to be made :**

The issue and allotment of equity shares of the Company as aforesaid is proposed to be made to the Investor, who is neither a promoter, nor a member of the promoter group of the Company.

#### **Intention of promoters / directors / key management persons to subscribe to the offer :**

None of the promoters, directors or key management persons intends to subscribe to the proposed preferential issue of equity shares. The existing promoters of the Company will continue to be in the control of the Company and there will not be any change in the management/control of the Company as a result of the above preferential allotment of equity shares.



**Name(s) of the proposed allottees and the percentage of post preferential offer capital that may be held by them:**

Name of Investor: Ashav Advisory LLP

Registered Address: 43A/16C, Molarband Ext. Badlapur, Delhi - 110044

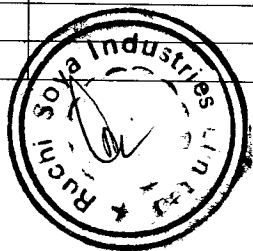
LLPIN: AAQ-2310

Background of Investor: The LLP was formed on 9<sup>th</sup> August, 2019 to provide consultancy for management services.

No. of equity shares that may be held by the Investor: 1,86,70,213 (5.94% of the share capital, as determined on a fully diluted basis)

**Shareholding pattern before and after the issue:**

| Sr. No.  | Category                                                                                   | Pre issue        |               | Post Issue       |               |
|----------|--------------------------------------------------------------------------------------------|------------------|---------------|------------------|---------------|
|          |                                                                                            | No. of Shares    | % of Holding  | No. of Shares    | % of Holding  |
| <b>A</b> | <b>Promoters' Holding</b>                                                                  |                  |               |                  |               |
| <b>1</b> | <b>Indian</b>                                                                              |                  |               |                  |               |
|          | Individual                                                                                 | 0                | 0             | 0                | 0             |
|          | Others (Trust)                                                                             | 100000000        | 33.80         | 100000000        | 31.80         |
|          | Bodies Corporate                                                                           | 192500000        | 65.07         | 192500000        | 61.20         |
|          | <b>Sub Total</b>                                                                           | <b>292500000</b> | <b>98.87</b>  | <b>292500000</b> | <b>93.00</b>  |
| <b>2</b> | <b>Foreign Promoters</b>                                                                   | <b>0</b>         | <b>0</b>      | <b>0</b>         | <b>0.00</b>   |
|          | <b>Sub Total (A)</b>                                                                       | <b>292500000</b> | <b>98.87</b>  | <b>292500000</b> | <b>93.00</b>  |
| <b>B</b> | <b>Non - promoters' Holding</b>                                                            |                  |               |                  |               |
| <b>1</b> | <b>Institutional Investors</b>                                                             | <b>2877</b>      | <b>0.00</b>   | <b>2877</b>      | <b>0.00</b>   |
| <b>2</b> | <b>Non-Institutional Investors</b>                                                         |                  |               |                  |               |
|          | Private Corporate Bodies                                                                   | 597270           | 0.20          | 597270           | 0.19          |
|          | Directors and relatives                                                                    | 0                |               |                  |               |
|          | Indian public                                                                              | 2541885          | 0.86          | 2541885          | 0.81          |
|          | Others [including non-resident Indians (NRIs), ESOP, Central Govt., Clearing Members, LLP] | 198975           | 0.07          | 18869188         | 6.00          |
|          | <b>Sub Total (B)</b>                                                                       | <b>3341007</b>   | <b>1.13</b>   | <b>22011220</b>  | <b>7.00</b>   |
|          | <b>Grand Total</b>                                                                         | <b>295841007</b> | <b>100.00</b> | <b>314511220</b> | <b>100.00</b> |



**Time within which the allotment shall be completed :**

The proposed allotment of equity shares will be completed within fifteen days from the date of passing of the Special Resolution by the members or where the allotment on preferential basis requires any approval from any regulatory, statutory, government authority or Central Government (including the necessary approvals from the National Stock Exchange of India Limited and the BSE Limited), the allotment of equity shares will be completed within 15 days from the date of such requisite approval.

**Change in control, if any, in the Company that would occur consequent to the preferential offer:**

The existing promoters of the Company will continue to be in the control of the Company and there will not be any change in the management/control of the Company as a result of the above preferential allotment of equity shares.

**No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

29,25,00,000 equity shares of Rs. 2/- each have been allotted in favour of the shareholders of amalgamating company i.e. Patanjali Consortium Adhigrahan Private Limited, pursuant to resolution plan sanctioned by Hon'ble National Company Law Tribunal, Mumbai Bench vide its Orders dated 24<sup>th</sup> July, 2019 and 4<sup>th</sup> September, 2019 under section 31 of the Insolvency and Bankruptcy Code, 2016.

**Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue :**

The Investor will be holding 5.94% shareholding of the post issue capital of the Company. The ultimate beneficiaries of the Investor are Mrs. Tribeni Agarwal and Mr. Utkarsh Parasramka. There will not be any change in control in the Company consequent to the preferential issue.

**Lock-in :**

The equity shares to be issued shall be locked in for a period as prescribed under SEBI ICDR, as amended from time to time.

**Disclosure regarding wilful defaulter :**

In terms of the Resolution Plan approved by Hon'ble NCLT and the no-dues certificate issued by lenders, the Company has been declassified and accordingly we have approached to lenders to record the same. Hence the disclosures specified in schedule VI of the ICDR are not applicable.

**Certification by Statutory Auditors :**

Necessary certificate from M/s. Chaturvedi & Shah, the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of the SEBI ICDR, and the applicable provisions of the SEBI LODR shall be laid before the Extra-Ordinary General Meeting ("EGM") and will be kept open for inspection at the registered office of the Company between 11.00 AM and 1.00 PM on all working days between Monday and Friday of every week, upto the date of the proposed EGM.

Since the equity shares are not being issued to the existing equity shareholders of the Company, the proposed preferential issue requires approval of members in general meeting in terms of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with the relevant provisions of SEBI ICDR. The Board of Directors recommends that the present resolution be passed as a special resolution.

None of the Promoters, Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution except and to the extent of their shareholding in the company.

By order of the Board  
For Ruchi Soya Industries Limited

Date : January 17, 2020

Place : NOIDA (UP)

R.L. Gupta  
Company Secretary

