JM FINANCIAL

May 7, 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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Disclosure 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	**National Stock Exchange of India Limited** **BSE 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	**3,63,92,156**[a]	**10.92%**	**10.92%**
(2) JM Financial Services Pvt Ltd	**5,38,550**[b]	**0.16%**	**0.16%**
~~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)	**3,69,30,706**	**11.08%**	**11.08%**
Details of acquisition/(sale)			
a) Shares carrying voting rights acquired/(sold)[c]			
(1) JM Financial Products Limited	**59,18,059**	**1.77%**	**1.77%**
(2) JM Financial Services Pvt Ltd	**3,20,175**	**0.10%**	**0.10%**
~~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)	**62,38,234**	**1.87%**	**1.87%**

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After the acquisition/(sale), holding of :			
a) Shares carrying voting rights			
(1) JM Financial Products Limited	**4,23,10,215[d]**	**12.69%**	**12.69%**
(2) JM Financial Services Pvt Ltd	**8,58,725[e]**	**0.26%**	**0.26%**
~~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.~~	-	-	-
Total (a+b+c)	**4,31,68,940**	**12.95%**	**12.95%**
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 on shares and acquisition of shares resulting in aggregation of more than 2% on May 3, 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 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 borrower(s) as on February 24, 2012.

b. 1,92,000 shares are held by JM Financial Services Private Limited (in its own account) and 3,46,550 shares are held as margin from the client(s) as on February 24, 2012.

c. This disclosure for acquisition of shares/creation of encumbrance (net) on 62,38,234 shares representing 1.87% is made since the creation of encumbrance/acquisition of shares (gross) between February 27, 2012 and May 3, 2012 aggregates 73,20,220 shares representing 2.20%. During the said period, there was also a release of encumbrance/ disposal of shares (gross) on 10,81,986 shares representing 0.33%.

d. These shares are held as collateral, to secure the loan sanctioned/ given to borrower(s) as on May 3, 2012.

e. 7,73,991 shares are held by JM Financial Services Private Limited (in its own account) and 84,734 shares are held as margin from the client(s) as on May 3, 2012.

for JM Financial Products Limited

Ankur Shah
Company Secretary
Place: Mumbai
Date: May 7, 2012