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
Fax : 91-731-4065019
E-mail : ruchisoya@ruchigroup.com

RSIL/2012 25/09/2012

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

Dear Sir,

Re: Annual General Meeting held on 25/09/2012.

With reference to the above, we enclose herewith the certified true copy of the Notice of the Annual General Meeting of the Company being the proceedings of the 26th Annual General Meeting, which was held on Tuesday, the 25th September, 2012 at 10.30 a.m. All the businesses as per the notice were transacted and duly approved at the said Annual General Meeting.

This is for your records please.

Thanking you,

Yours faithfully,
For RUCHI SOYA INDUSTRIES LTD.

COMPANY SECRETARY

Encl: As above.

RUCHI SOYA INDUSTRIES LIMITED

Registered Office : 614, Tulsiani Chambers, Nariman Point, Mumbai - 400 021

NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting of the members of Ruchi Soya Industries Limited will be held at Sunville Deluxe Pavilion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai - 400 018 on Tuesday, the September 25, 2012 at 10.30 AM to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2012 and the Profit & Loss Account for the year ended March 31, 2012 together with the reports of the Directors and Auditors thereon.
2. To declare dividend on Preference Shares and Equity Shares.
3. To appoint a Director in place of Mr. Kailash Shahra , who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. A. B. Rao, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Sanjeev Kumar Asthana, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.
7. To appoint Branch Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

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

"**RESOLVED THAT** in supersession to the special resolution passed by the members of the Company at their Annual General Meeting held on September 30, 2011, pursuant to the provisions of Section 81(1A) and other applicable provisions , if any, of the Companies Act, 1956 (the "Act") (including any amendment thereto or re-enactment thereof), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreement entered into with the Stock Exchanges where the Equity Shares of the Company are listed (the "Stock Exchanges"), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009 ("ICDR Regulations"), as amended, the Foreign Exchange Management Act, 1999 ("FEMA"), as amended and applicable rules, regulations, notifications and circulars issued thereunder, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and all other applicable statutory and/or regulatory requirements, and subject to such approvals, consents, permissions and sanctions as might be required and subject to such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) is hereby authorised to accept, the Board be and is hereby authorised on behalf of the Company to create, issue, offer and allot, including providing for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons, as may be permitted, in the course of one or more public or private offerings in domestic and/or one or more international market(s) with or without a green shoe option, Equity Shares and/or convertible securities, other than warrants, on Qualified Institutional Placement basis under ICDR Regulations, and/or Equity Shares through depository receipts, including American Depository Receipts (ADRs) and Global Depository Receipts (GDRs), and/or convertible bonds, including Foreign Currency Convertible Bonds (FCCBs), and/or other securities convertible into Equity Shares at the option of the Company and/or the holder(s) of such securities, and/or securities linked to Equity Shares, including non-convertible debentures with warrants or other securities with or without warrants, which may either be detachable or linked, and which warrant has a right exercisable by the warrant holder to subscribe for Equity Shares and/or warrants with an option exercisable by the warrant-holder to subscribe for Equity Shares and/or any instruments or securities representing either Equity Shares and/or convertible securities linked to Equity Shares (including the issue and allotment of Equity Shares pursuant to a Green Shoe Option, if any), (all of which are hereinafter collectively referred to as "Securities") to eligible investors, including Qualified Institutional Buyers, under applicable laws, regulations and guidelines (whether residents and/or non-residents and/or institutions/banks and/or incorporated bodies, mutual funds, venture capital funds, Foreign Institutional Investors (FIIs) and Indian and/or multi-lateral financial institutions and/or individuals and/or trustees and/or stabilising agents or otherwise, and whether or not such investors are members of the Company), through prospectus and/or placement document and/or letter of offer or circular and/or on public and/or private/preferential placement basis, such issue and allotment to be made at such time/times, in one or more tranches, for cash, at such price or prices, in such manner and where necessary, in consultation with the Book Running Lead Managers, Merchant Bankers and/or other Advisors or otherwise, on such terms and conditions, including terms as to appointment of Lead Managers, Underwriters, Advisors, Guarantors, Depositories, Custodians and/or other agencies, as the Board, may, in its absolute discretion, decide at the time of issue of Securities, provided that the total amount raised through the issuance of such Securities shall not exceed ₹1,500 Crore (Rupees One thousand five hundred crores) or its equivalent in one or more currencies, including premium, if any, as may be decided by the Board.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution and to settle any questions or disputes that may arise in relation thereto."

Registered Office :

Ruchi Soya Industries Limited
614, Tulsiani Chambers,
Nariman Point,
Mumbai - 400 021

By order of the Board of Directors

R.L. GUPTA
Company Secretary

Date : July 21, 2012
Place : Mumbai

Certified True-Copy

For Ruchi Soya Industries Ltd.,

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 AND SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.

2. Explanatory statement pursuant to provisions of section 173 (2) of the Companies Act, 1956, setting out the material facts in respect of the business under item 8 is annexed thereto.

3. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 22, 2012 to Tuesday, September 25, 2012 (both days inclusive) to ascertain the entitlement of Dividend declared, if any.

4. Members who attend the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.

5. Members are requested to bring their copies of the Annual Report at the time of attending the Annual General Meeting.

6. All documents referred to in accompanying Notice and Explanatory Statement 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. to 1.00 P.M. up to the date of Annual General Meeting.

7. Members seeking any further information about the accounts are requested to write to the Company at least ten days before the date of Annual General Meeting so as to enable the management to keep the information ready at the meeting.

8. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the financial years 1995-96 to 2003-04, to the Investor Education and Protection Fund (the IEPF) established by the Central Government.

9. The Securities and Exchange Board of India (SEBI) has vide circular ref. no. MRD/DoP/Cir-05/2009 May 20, 2009 mandated Permanent Account Number (PAN) requirement for transfer of shares in physical form. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents.

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 173 (2) OF THE COMPANIES ACT, 1956

Item No. 8

The Company intends to raise additional long-term finance for various corporate purposes, including but not limiting to, capital expenditures, working capital requirement, expansion, investment in subsidiaries/ wholly owned subsidiaries and acquisition of manufacturing and/or other facilities. The additional long-term finance is proposed to be raised by issue of securities in domestic and/or international markets.

The proposed resolution contained in the Notice seeks the enabling authorisation by the Members to the Board of Directors, to raise additional funds through issue of Securities in domestic and/or international markets, including by way of Qualified Institutions Placement ("QIP") with the Qualified Institutional Buyers ("QIB"), in accordance with the provisions contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and/or Depository Receipts in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipts Mechanism) Scheme, 1993 and/or any other Securities for an amount not exceeding ₹1,500 Crore (Rupees One thousand five hundred crores only) or its equivalent, in one or more currencies, in one or more tranches, in such form, on such terms, in such manner, at such price and at such time as may be considered appropriate by the Board to the various category of investors in the domestic and/or international markets.

As per the current regulations, the pricing of equity shares or convertible securities in the case of Qualified Institutional Placement will not be less than the average of weekly high and low of the closing prices of the equity shares quoted on Stock Exchanges during two weeks preceding the "Relevant Date". The "Relevant Date", in terms of the current Regulations is as under :-

a) In case of allotment of equity shares, the date of meeting in which the Board decides to open the proposed issue ;

b) In case of allotment of convertible securities, either the date of the meeting in which the Board decides to open the issue or the date on which the holders of convertible securities become entitled to apply for Equity Shares.

Under the circumstances, an enabling resolution is being proposed to be passed to provide adequate flexibility and discretion to the Board of Directors of the Company to finalise the terms of the issue of Securities.

The Special Resolution contained in the Notice seeks the approval of the Members, pursuant to Section 81 (1A) of the Companies Act, 1956, to offer the proposed issue of securities to various categories of investors who may or may not be holding equity shares in the Company on the date of the offer.

Your Directors recommend adoption of the Resolution as Special Resolution. The directors of the Company may be deemed to be concerned or interested in the resolution to the extent of securities that may be subscribed to by the companies/institutions of which they are Directors or members.

Registered Office :

Ruchi Soya Industries Limited
614, Tulsiani Chambers,
Nariman Point,
Mumbai – 400 021

By order of the Board of Directors

R.L. GUPTA
Company Secretary

Date : July 21, 2012
Place : Mumbai

For Ruchi Soya Industries Ltd.,

for Kamila
Company Secretary

RUCHI SOYA INDUSTRIES LIMITED

Registered Office : 614, Tulsiani Chambers, Nariman Point, Mumbai - 400 021

(PLEASE COMPLETE THIS SLIP AND HAND IT OVER AT THE ENTRANCE OF MEETING HALL)

ATTENDANCE SLIP

TWENTY SIXTH ANNUAL GENERAL MEETING

at Sunville Deluxe Pavilion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai – 400 018 on Tuesday, the September 25, 2012 at 10.30 AM

Member's Name (in capital letters) .....

Folio No..... No. of Shares held .....

Member's signature

RUCHI SOYA INDUSTRIES LIMITED

Registered Office : 614, Tulsiani Chambers, Nariman Point, Mumbai - 400 021

PROXY

I/We .....of.....
.....being a member/s of the Company, hereby appoint .....
of.....in district of.....or failing him.....of.....
in the district of ..... or failing him. ..... of ..... in the district of ..... as my/our Proxy to vote for me / our behalf at the Twenty Sixth Annual General Meeting of the Company to be held on Tuesday, the September 25, 2012 at 10.30 AM and at any adjournment thereof.

My/Our Registered Folio No. is .....

Signed this ..... day of ..... 2012.

Revenue Stamp

Proxy's Name (in capital letters) .....

Proxy's Signature

RUCHI SOYA INDUSTRIES LIMITED

Registered Office : 614, Tulsiani Chambers, Nariman Point, Mumbai - 400 021

BANK MANDATE PARTICULARS

Dear Shareholders,

The Board of Directors has recommended a dividend of 16% on equity shares for the financial year 2011-2012. Members holding shares in physical mode, may provide the particulars mentioned below and confirm to avail Electronic Clearance Services (ECS) for payment of dividend declared, if any. It may be noted that the payment of dividend declared, if any, to the members holding shares in dematerialised form will be through ECS based on their particulars noted with depository participants. Such members need not to provide the under-mentioned particulars.

Please fill in the following particulars and send to the Company or its Registrar and Share Transfer Agent.

I/We opt for payment of dividend declared, if any for the financial year 2011-2012 by way of electronic credit to my / our bank account, the particulars of which and my/our shareholding are as under :

1. Folio Number : .....
2. Name & Address .....
3. No. of shares held : .....
4. Name & Address of Bank : .....
5. MICR Code (9 digits code) : .....
6. Type and Number of Account : .....

Member's Signature