RUCHI SOYA INDUSTRIES LIMITED

Head Office :
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7/5, South Tukoganj,
Nath Mandir Road,
INDORE - 1 (M.P.) India
Phone : 4065012, 2513281-82-83
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RSIL/2013 30/08/2013

BSE Ltd.
Floor No.25,
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,

Sub: Proceedings of Annual General Meeting under Clause 31 of the Listing Agreement

With reference to the above, we enclose herewith the certified true copy of Notice of the Annual General Meeting of the Company being the proceedings of the 27th Annual General Meeting, which was held on Friday, the 30th August, 2013 at 11.45 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 LIMITED

COMPANY SECRETARY

Encl: As above.

Ruchi

RUCHI SOYA INDUSTRIES LIMITED

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

NOTICE

Notice is hereby given that the Twenty Seventh 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 Friday, August 30, 2013 at 11.45 AM to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013 and the Profit & Loss Account for the year ended March 31, 2013 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. Prabhu Dayal Dwivedi, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. N. Murugan, who retires by rotation and being eligible, offers himself for re-appointment.
5. 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.
6. 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:

7. To consider and if though fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** in accordance with the provisions of Sections 198, 309 and 310 read with Schedule XIII and all other applicable provisions, if any of the Companies Act, 1956 (including any statutory modifications or re-enactments thereof, for the time being in force), the approval of members of the Company be and is hereby accorded to re-appoint Mr. A. B. Rao, as Director (Legal) of the Company for a further period of three years with effect from April 1, 2013 on the terms and conditions as mentioned in the explanatory statement to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions as it may deem fit and agreed to by Mr. A.B.Rao.

RESOLVED FURTHER THAT Mr. Dinesh Shahra, Managing Director, Mr. Vijay Kumar Jain, Director (Commercial) and Mr. R.L. Gupta, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary in this regard."

8. To consider and if though fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** in accordance with the provisions of Sections 198, 309 and 310 read with Schedule XIII and all other applicable provisions, if any of the Companies Act, 1956 (including any statutory modifications or re-enactments thereof, for the time being in force), the approval of members of the Company be and is hereby accorded to re-appoint Mr. Vijay Kumar Jain, as Director (Commercial) of the Company for a further period of three years with effect from April 1, 2013 on the terms and conditions as mentioned in the explanatory statement to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions as it may deem fit and agreed to by Mr. Vijay Kumar Jain.

RESOLVED FURTHER THAT Mr. Dinesh Shahra, Managing Director, Mr. A. B. Rao, Director (Legal) and Mr. R.L. Gupta, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary in this regard."

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

"**RESOLVED THAT** Mr. Sanjeev Kumar Asthana, who was appointed as an Additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956, read with Article 148 of the Articles of Association of the Company and who holds office upto this Annual General Meeting, be and is hereby appointed as a Director of the Company in terms of provisions of Section 257 of the Companies Act, 1956, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to provisions of Sections 198, 269, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and Articles of Association of the Company, the approval of members of the Company be and is hereby accorded for appointment of Mr. Sanjeev Kumar Asthana as Executive Director on the terms and conditions as mentioned in the explanatory statement to this resolution.

RESOLVED FURTHER THAT Mr. A. B. Rao, Director (Legal) and Mr. R. L. Gupta, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary in this regard."

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 : May 30, 2013
Place : Mumbai

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 statements pursuant to provisions of Section 173 (2) of the Companies Act, 1956, setting out the material facts in respect of the business under item No. 7 to 9 are annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, August 27, 2013 to Friday, August 30, 2013 (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 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. 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 2004-05, to the Investor Education and Protection Fund (the IEPF) established by the Central Government.

Certified True-Copy
For Ruchi Soya Industries Ltd.,
for Company Secretary

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 STATEMENTS PURSUANT TO PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956 :

Item No. 7 :

The Compensation Committee of the Board of Directors, subject to approval of members, re-appointed Mr. A.B. Rao as Director (Legal) for a further period of three years with effect from April 1, 2013 on the following terms and conditions:

1. Basic Salary : ₹ 91,015/- per month
2. House Rent Allowance : ₹ 40,000/- per month
3. Other Allowance : ₹ 52,677/- per month
4. Ex-gratia : ₹ 10,621/- per month
5. Re-imbursement of medical expenses subject to maximum of ₹ 1,250/- per month.
6. Re-imbursement of Vehicle running and maintenance expenses subject to a maximum of ₹ 20,500/- per month.
7. Leave travel allowance, leave encashment, contribution to provident fund and family pension fund, bonus, performance bonus and gratuity as per policy of the Company.

The Compensation Committee of the Board has recommended to revise remuneration payable to him from time to time, as may be approved by the Board or the Compensation committee, during his tenure, subject to a maximum ceiling of ₹ 60.00 lac (Rupees Sixty lac only) per annum including Salary, allowances, variable salary/performance bonus, perquisites, re-imbursement of expenses, Leave travel allowance, contribution to provident fund and family pension fund, leave encashment, bonus and gratuity as per policy of the Company.

The re-appointment of Mr. A.B. Rao is in accordance with the provisions of Schedule XIII of the Companies Act, 1956 and requires approval of members.

The explanatory statement together with the accompanying notice should be treated as an abstract of the terms of the contract of appointment of the Director (Legal) in terms of provisions of Sub-Section (2) of Section 302 of the Companies Act, 1956.

The Board of Directors recommends the proposed resolution for your approval. None of the Directors, except Mr. A.B. Rao is interested in the resolution.

Item No. 8 :

The Compensation Committee of the Board of Directors, subject to approval of members, re-appointed Mr. Vijay Kumar Jain as Director (Commercial) for a further period of three years with effect from April 1, 2013 on the following terms and conditions:

1. Basic Salary : ₹ 83,925/- per month
2. House Rent Allowance : ₹ 41,960/- per month
3. Other Allowance : ₹ 38,061/- per month
4. Ex-gratia : ₹ 9,793/- per month
5. Re-imbursement of medical expenses subject to maximum of ₹ 1,250/- per month.
6. Re-imbursement of Vehicle running and maintenance expenses subject to a maximum of ₹ 20,500/- per month.
7. Leave travel allowance, leave encashment, contribution to provident fund and family pension fund, bonus, performance bonus and gratuity as per policy of the Company.

The Compensation Committee of the Board has recommended to revise remuneration payable to him from time to time, as may be approved by the Board or the Compensation committee, during his tenure, subject to a maximum ceiling of ₹ 60.00 lac (Rupees Sixty lac only) per annum including Salary, allowances, variable salary/performance bonus, perquisites, re-imbursement of expenses, Leave travel allowance, contribution to provident fund and family pension fund, leave encashment, bonus and gratuity as per policy of the Company.

The re-appointment of Mr. Vijay Kumar Jain is in accordance with the provisions of Schedule XIII of the Companies Act, 1956 and requires approval of members.

The explanatory statement together with the accompanying notice should be treated as an abstract of the terms of the contract of the Director (Commercial) in terms of provisions of Sub-Section (2) of Section 302 of the Companies Act, 1956.

The Board of Directors recommends the proposed resolution for your approval. None of the Directors, except Mr. Vijay Kumar Jain is interested in the resolution.

Item No. 9 :

Mr. Sanjeev Kumar Asthana was appointed as an Additional Director of the Company on May 30, 2013 by the Board of Directors of the Company. He is MBA and eminent expert in agri and food sector and is associated with the Company for last three years. He serves on several executive committees of national business associations and is also affiliated to international forums. He is an avid speaker on commodity trade, food supply chain, risk management etc. He is 49 years old.

In accordance with the provisions of Section 260 of the Companies Act, 1956, the term of Mr. Sanjeev Kumar Asthana as an Additional Director would expire at the forthcoming Annual General Meeting. Notice for his candidature as Director has been received from a member of the Company, with a deposit of Rupees five hundred only in terms of provisions of Section 257 of the Companies Act, 1956. He may be appointed as Director, liable to retire by rotation.

Subject to approval of members, the Board of Directors also appointed Mr. Sanjeev Kumar Asthana as Executive Director in terms of provisions of Section 269 of the Companies Act, 1956, for a period of three years with effect from May 30, 2013 on the following terms and conditions :

1. Basic salary : ₹ 2,58,333/- per month
2. Special Allowance : ₹ 3,31,580/- per month
3. House Rent Allowance : ₹ 1,29,167/- per month
4. Fuel Reimbursement : ₹ 10,000/- per month
5. Driver Reimbursement : ₹ 10,000/- per month
6. Residential Phone Reimbursement : ₹ 2,500/- per month
7. Newspaper/Magazine Allowances : ₹ 1,000/- per month
8. Medical Reimbursement : ₹ 1,250/- per month
9. Food Coupon : ₹ 2,000/- per month
10. Personal Pay : ₹ 22,138/- per month
11. Annual Gift : ₹ 5,000/- per annum
12. Leave Travel Allowance : Equal to one month's basic salary per annum
13. Contribution to Provident Fund : As per rules of the Company
14. Gratuity : As per rules of the Company

He is entitled for mediclaim for him and his family and his accidental insurance cover. He is also entitled for performance linked variable pay monetary value of which will not exceed ₹ 50.00 lac (Rupees fifty lac only) on annual basis.

The appointment of Mr. Sanjeev Kumar Asthana as Executive Director and his remuneration has also been approved by the Compensation Committee of the Board at its meeting held on May 28, 2013. The same is in accordance with the provisions of Schedule XIII of the Companies Act, 1956 and requires approval of the members.

The explanatory statement together with the accompanying notice should be treated as an abstract of the terms of the contract of appointment of the Executive Director in terms of provisions of Sub-Section (2) of Section 302 of the Companies Act, 1956.

The Board of Directors recommends the proposed resolution for your approval. None of the Directors, except Mr. Sanjeev Kumar Asthana is interested in the resolution.

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 : May 30, 2013
Place : Mumbai

Certified True-Copy
For Ruchi Soya Industries Ltd.,
Company Secretary