RUCHI SOYA INDUSTRIES LIMITED

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

CIN : L15140MH1986PLC038536

RSIL/2014 27/09/2014

BSE Limited
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 : Declaration of result and submission of requisite details under Clause 35A of the Listing Agreement .
Ref : 28th AGM held on Friday, the 26th September, 2014.

In continuation and with reference to our letter dated 26th September, 2014 intimating you the outcome of the 28th Annual General Meeting of the Company held on Friday, 26th September, 2014 at 11.45 AM at Sunville Deluxe Pavilion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai – 400 018, we may submit that all the business of the Notice were duly transacted and approved by requisite majority.

The Company had provided e-voting / postal ballot facility in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and in accordance with Clause 35B of the Listing Agreement. The Company appointed Mr. Prashant Diwan, Practicing Company Secretary as the scrutinzer for the voting process (e-voting/postal ballot). He submitted his report on 25th September, 2014. No poll was demanded at the 28th AGM and no facility of video conference was made available thereat.

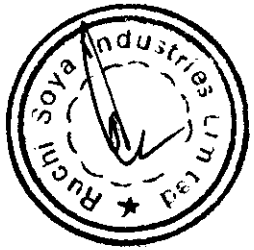
Kindly do find the requisite details of voting results in accordance with Clause 35A in order and acknowledge a receipt hereof.

Thanking you,
Yours faithfully,
For Ruchi Soya Industries Ltd.

Company Secretary

Encl: As above.

Date of the AGM	26th September, 2014
Total number of shareholders on record date :	29,561 Shareholders
No. of shareholders present in the meeting either in person or through proxy: • Promoters and Promoter Group • Public	 37 Shareholders 91 Shareholders
No. of Shareholders attended the meeting through Video Conferencing • Promoters and Promoter Group • Public	 - Not Applicable - Not Applicable

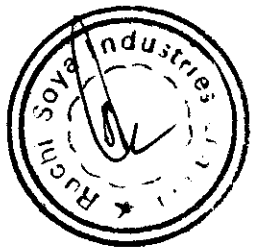


Ordinary Resolution No 1

Adoption of Financial Statements, Directors and Auditor's Report for the year ended 31st March, 2014.

Mode of voting : E-voting and Postal Ballots

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes Polled Invalid (4)	No of Votes Polled valid (5) = [(2)-(4)]	No of Votes - in Favour (6)	No of Votes Against (7)	% of Votes in favour on Votes polled (8)=[(6)/(5)]*100	% of Votes Against on Votes polled (9)=[(7)/(5)]*100
Promoter and Promoter Group	186697442	186694942	100	0	186694942	186694942	0	100	0
Public - Institutional Holders	56603813	579758	1.02	0	579758	579758	0	100	0
Public- Others	90759167	39273149	43.27	4250245	35022904	35022892	12	100	-
Total	**334060422**	**226547849**	**67.82**	**4250245**	**222297604**	**222297592**	**12**	**100**	-



Ordinary Resolution No 2 Declaration of dividend on preference and equity shares. Mode of voting : E-voting and Postal Ballots									
Promoter /Public	**No of Shares held (1)**	**No of Votes Polled (2)**	**% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100**	**No of Votes Polled Invalid (4)**	**No of Votes Polled valid (5) = [(2)-(4)]**	**No of Votes - in Favour (6)**	**No of Votes Against (7)**	**% of Votes in favour on Votes polled (8)=[(6)/(5)]*100**	**% of Votes Against on Votes polled (9)=[(7)/(5)]*100**
Promoter and Promoter Group	186697442	186694942	100	0	186694942	186694942	0	100	0
Public - Institutional Holders	56603813	579758	1.02	0	579758	579758	0	100	0
Public- Others	90759167	39273149	43.27	4250245	35022904	35022392	512	100	-
Total	**334060422**	**226547849**	**67.82**	**4250245**	**222297604**	**222297092**	**512**	**100**	**-**

Ruchi Soya Industries Limited

Ordinary Resolution No 3

Re-appointment of Mr. Vijay Kumar Jain as Director who retires by rotation.

Mode of voting : E-voting and Postal Ballots

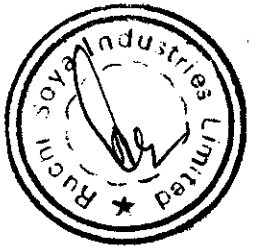
Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes Polled Invalid (4)	No of Votes Polled valid (5) = [(2)-(4)]	No of Votes - in Favour (6)	No of Votes Against (7)	% of Votes in favour on Votes polled (8)=[(6)/(5)]*100	% of Votes Against on Votes polled (9)=[(7)/(5)]*100
Promoter and Promoter Group	186697442	186694942	100	0	186694942	186694942	0	100	0
Public - Institutional Holders	56603813	579758	1.02	0	579758	0	579758	0	100
Public- Others	90759167	39273149	43.27	4250386	35022763	35022750	13	100	-
Total	**334060422**	**226547849**	**67.82**	**4250386**	**222297463**	**221717692**	**579771**	**99.74**	**0.26**

Ruchi Soya Industries Ltd.

Ordinary Resolution No 4 Appointment of Statutory Auditors. Mode of voting : E-voting and Postal Ballots									
Promoter /Public	**No of Shares held (1)**	**No of Votes Polled (2)**	**% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100**	**No of Votes Polled Invalid (4)**	**No of Votes Polled valid (5) = [(2)-(4)]**	**No of Votes - in Favour (6)**	**No of Votes Against (7)**	**% of Votes in favour on Votes polled (8)=[(6)/(5)]*100**	**% of Votes Against on Votes polled (9)=[(7)/(5)]*100**
Promoter and Promoter Group	186697442	186694942	100	0	186694942	186694942	0	100	0
Public - Institutional Holders	56603813	579758	1.02	0	579758	579758	0	100	0
Public- Others	90759167	39273149	43.27	4250245	35022904	35022891	13	100	-
Total	**334060422**	**226547849**	**67.82**	**4250245**	**222297604**	**222297591**	**13**	**100**	-

Ruchi Soya Industries Ltd.

Ordinary Resolution No 5 Appointment of Branch Auditors. Mode of voting : E-voting and Postal Ballots									
Promoter /Public	**No of Shares held (1)**	**No of Votes Polled (2)**	**% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100**	**No of Votes Polled Invalid (4)**	**No of Votes Polled valid (5) = [(2)-(4)]**	**No of Votes - in Favour (6)**	**No of Votes Against (7)**	**% of Votes in favour on Votes polled (8)=[(6)/(5)]*100**	**% of Votes Against on Votes polled (9)=[(7)/(5)]*100**
Promoter and Promoter Group	186697442	186694942	100	0	186694942	186694942	0	100	0
Public - Institutional Holders	56603813	579758	1.02	0	579758	579758	0	100	0
Public- Others	90759167	39273149	43.27	4250245	35022904	35022891	13	100	-
Total	**334060422**	**226547849**	**67.82**	**4250245**	**222297604**	**222297591**	**13**	**100**	**-**



Ordinary Resolution No 6

Appointment of Mr. Sajeve Deora as an Independent Director.

Mode of voting : E-voting and Postal Ballots

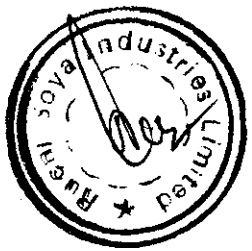
Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes Polled Invalid (4)	No of Votes Polled valid (5) = [(2)-(4)]	No of Votes - in Favour (6)	No of Votes Against (7)	% of Votes in favour on Votes polled (8)=[(6)/(5)]*100	% of Votes Against on Votes polled (9)=[(7)/(5)]*100
Promoter and Promoter Group	186697442	186694942	100	0	186694942	186694942	0	100	0
Public - Institutional Holders	56603813	579758	1.02	0	579758	0	579758	0	100
Public- Others	90759167	39273149	43.27	4250245	35022904	35022792	112	100	-
Total	**334060422**	**226547849**	**67.82**	**4250245**	**222297604**	**221717734**	**579870**	**99.74**	**0.26**

Ruchi Soya Industries Limited

Ordinary Resolution No 7 Appointment of Mr. Navin Khandelwal as an Independent Director. Mode of voting : E-voting and Postal Ballots									
Promoter /Public	**No of Shares held (1)**	**No of Votes Polled (2)**	**% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100**	**No of Votes Polled Invalid (4)**	**No of Votes Polled valid (5) = [(2)-(4)]**	**No of Votes - in Favour (6)**	**No of Votes Against (7)**	**% of Votes in favour on Votes polled (8)=[(6)/(5)]*100**	**% of Votes Against on Votes polled (9)=[(7)/(5)]*100**
Promoter and Promoter Group	186697442	186694942	100	0	186694942	186694942	0	100	0
Public - Institutional Holders	56603813	579758	1.02	0	579758	0	579758	0	100
Public- Others	90759167	39273149	43.27	4250245	35022904	35022892	12	100	-
Total	**334060422**	**226547849**	**67.82**	**4250245**	**222297604**	**221717834**	**579770**	**99.74**	**0.26**



Ordinary Resolution No 8 Appointment of Mr. N. Murugan as an Independent Director. Mode of voting : E-voting and Postal Ballots									
Promoter /Public	**No of Shares held (1)**	**No of Votes Polled (2)**	**% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100**	**No of Votes Polled Invalid (4)**	**No of Votes Polled valid (5) = [(2)-(4)]**	**No of Votes - in Favour (6)**	**No of Votes Against (7)**	**% of Votes in favour on Votes polled (8)=[(6)/(5)]*100**	**% of Votes Against on Votes polled (9)=[(7)/(5)]*100**
Promoter and Promoter Group	186697442	186694942	100	0	186694942	186694942	0	100	0
Public - Institutional Holders	56603813	579758	1.02	0	579758	579758	0	100	0
Public- Others	90759167	39273149	43.27	4250245	35022904	35022792	112	100	-
Total	**334060422**	**226547849**	**67.82**	**4250245**	**222297604**	**222297492**	**112**	**100**	-



Ordinary Resolution No 9

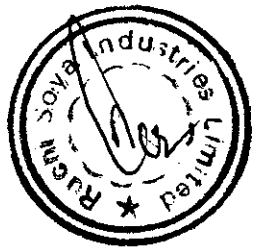
Appointment of Mr. Prabhu Dayal Dwivedi as an Independent Director.

Mode of voting : E-voting and Postal Ballots

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes Polled Invalid (4)	No of Votes Polled valid (5) = [(2)-(4)]	No of Votes - in Favour (6)	No of Votes Against (7)	% of Votes in favour on Votes polled (8)=[(6)/(5)]*100	% of Votes Against on Votes polled (9)=[(7)/(5)]*100
Promoter and Promoter Group	186697442	186694942	100	0	186694942	186694942	0	100	0
Public - Institutional Holders	56603813	579758	1.02	0	579758	579758	0	100	0
Public- Others	90759167	39273149	43.27	4250245	35022904	35022892	12	100	-
Total	**334060422**	**226547849**	**67.82**	**4250245**	**222297604**	**222297592**	**12**	**100**	-

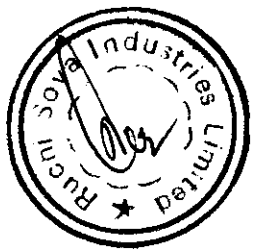


Special Resolution No 10 Adoption of new set of Articles of Association. Mode of voting : E-voting and Postal Ballots									
Promoter /Public	**No of Shares held (1)**	**No of Votes Polled (2)**	**% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100**	**No of Votes Polled Invalid (4)**	**No of Votes Polled valid (5) = [(2)-(4)]**	**No of Votes - in Favour (6)**	**No of Votes Against (7)**	**% of Votes in favour on Votes polled (8)=[(6)/(5)]*100**	**% of Votes Against on Votes polled (9)=[(7)/(5)]*100**
Promoter and Promoter Group	186697442	186694942	100	0	186694942	186694942	0	100	0
Public - Institutional Holders	56603813	579758	1.02	0	579758	579758	0	100	0
Public- Others	90759167	39273149	43.27	4250245	35022904	35022792	112	100	-
Total	**334060422**	**226547849**	**67.82**	**4250245**	**222297604**	**222297492**	**112**	**100**	-

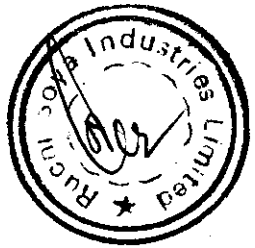


Special Resolution No 11 Approval for further issue of securities. Mode of voting : E-voting and Postal Ballots									
Promoter /Public	**No of Shares held (1)**	**No of Votes Polled (2)**	**% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100**	**No of Votes Polled Invalid (4)**	**No of Votes Polled valid (5) = [(2)-(4)]**	**No of Votes - in Favour (6)**	**No of Votes Against (7)**	**% of Votes in favour on Votes polled (8)=[(6)/(5)]*100**	**% of Votes Against on Votes polled (9)=[(7)/(5)]*100**
Promoter and Promoter Group	186697442	186694942	100	0	186694942	186694942	0	100	0
Public - Institutional Holders	56603813	579758	1.02	0	579758	0	579758	0	100
Public- Others	90759167	39273149	43.27	4250245	35022904	35022192	712	100	-
Total	**334060422**	**226547849**	**67.82**	**4250245**	**222297604**	**221717134**	**580470**	**99.74**	**0.26**

Special Resolution No 12 Approval of borrowing power pursuant to Section 180(1)(c) Mode of voting : E-voting and Postal Ballots									
Promoter /Public	**No of Shares held (1)**	**No of Votes Polled (2)**	**% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100**	**No of Votes Polled Invalid (4)**	**No of Votes Polled valid (5) = [(2)-(4)]**	**No of Votes - in Favour (6)**	**No of Votes Against (7)**	**% of Votes in favour on Votes polled (8)=[(6)/(5)]*100**	**% of Votes Against on Votes polled (9)=[(7)/(5)]*100**
Promoter and Promoter Group	186697442	186694942	100	0	186694942	186694942	0	100	0
Public - Institutional Holders	56603813	579758	1.02	0	579758	550343	29415	94.93	5.07
Public- Others	90759167	39273149	43.27	4250245	35022904	35022192	712	100	-
Total	**334060422**	**226547849**	**67.82**	**4250245**	**222297604**	**222267477**	**30127**	**99.99**	**0.01**



Ordinary Resolution No 13 Ratification of remuneration of Cost Auditor Mode of voting : E-voting and Postal Ballots									
Promoter /Public	**No of Shares held (1)**	**No of Votes Polled (2)**	**% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100**	**No of Votes Polled Invalid (4)**	**No of Votes Polled valid (5) = [(2)-(4)]**	**No of Votes - in Favour (6)**	**No of Votes Against (7)**	**% of Votes in favour on Votes polled (8)=[(6)/(5)]*100**	**% of Votes Against on Votes polled (9)=[(7)/(5)]*100**
Promoter and Promoter Group	186697442	186694942	100	0	186694942	186694942	0	100	0
Public - Institutional Holders	56603813	579758	1.02	0	579758	579758	0	100	0
Public- Others	90759167	39273149	43.27	4250745	35022404	35022291	113	100	-
Total	**334060422**	**226547849**	**67.82**	**4250745**	**222297104**	**222296991**	**113**	**100**	-



Ordinary Resolution No 14 Approval for payment of excess remuneration to MD. Mode of voting : E-voting and Postal Ballots									
Promoter /Public	**No of Shares held (1)**	**No of Votes Polled (2)**	**% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100**	**No of Votes Polled Invalid (4)**	**No of Votes Polled valid (5) = [(2)-(4)]**	**No of Votes - in Favour (6)**	**No of Votes Against (7)**	**% of Votes in favour on Votes polled (8)=[(6)/(5)]*100**	**% of Votes Against on Votes polled (9)=[(7)/(5)]*100**
Promoter and Promoter Group	186697442	112307258	60.15	0	112307258	112307258	0	100	0
Public - Institutional Holders	56603813	579758	1.02	0	579758	0	579758	0	100
Public- Others	90759167	39273149	43.27	4250245	35022904	35022504	400	100	-
Total	**334060422**	**152160165**	**45.55**	**4250245**	**147909920**	**147329762**	**580158**	**99.61**	**0.39**

