

Rationale for proxy voting in Ruchi Soya

Further, mentioned are the reason for proxy voting in Ruchi Soya for, namely 1) Name change to Patanjali Foods, 2) Approval for related party transaction in connection with acquisition of food retail business undertaking from Patanjali Ayurved Limited on a going concern basis by way of slump sale and 3) Related Party transaction with Patanjali Ayurveda

- At the time of recent FPO, Ruchi Soya Industries Limited submitted in Red Herring Prospectus (RHP) and statements filed with SEBI and other authorities that one of the Company's strategy is to "continue to leverage the Patanjali brand and enhance synergies with Patanjali Ayurved Limited ("PAL") food portfolio".
- On 18th May 2022, company entered into a Business Transfer Agreement with Patanjali Ayurved Limited to acquire the food retail business which consists of manufacturing, packaging labelling and retail trading of certain food products along with manufacturing plants located at Padartha, Haridwar, and Newasa, Maharashtra, as a going concern on a slump sale basis. Total consideration to be paid is Rs 690 crs.
- By acquisition of PAL's food business portfolio, Ruchi's food portfolio is expected to contribute to ~ 18 % of total revenue in current fiscal (FY2023) compared to 6% revenue in FY2022. This will have positive impact on the margin profile as well and will re-position Ruchi from largely commodity-oriented company to leading Food company of India.
- Patanjali Food Business is growing at 2 – 2.5 times industry growth. In FY 2022, Patanjali's food business cloaked revenue of Rs. 4,174 crore, registering 28% growth over previous fiscal i.e. FY2021 whereas the industry's growth is pegged at 11%.
- The merger will translate to stronger food portfolio for Ruchi along with synergy across manufacturing, distribution, R&D and human capital.
- Overall, this transaction is significantly value accretive for Ruchi Soya's shareholders given fast growing and high margin food business was transferred from Patanjali Ayurved Ltd at very nominal valuation of Rs690Cr.

| Instruction Date (ddmmyyy) * | Instructi on Ref. no. * | TYPE OF INSTRUCTION (NEW / REVISED /CANCELLED)* | Group Number ** | Account no** | ISIN* | COMPANY_NAME* | EVENT_DATE (ddmmyy)* | MEETING _TYPE* | RESOLUT ION NO* | SUMMARY_ PROPOSAL (optional) | VOTE (FOR/ AGAINST/ ABSTAIN)* | REASON SUPPORTING THE VOTE DECISION (optional) | Quantity / Record date Quantity [R]* | Previous Instructon Ref. no (to be filled with Instruction ref no. of the NEWmessage, in case of Revised / Cancellation instruction) | Investee company's Management Recommendation | Proposal (Management /Shareholder) |
|------------------------------|-------------------------|---|-----------------|--------------|--------------|-------------------------------|----------------------|----------------|-----------------|------------------------------|-------------------------------|--|--------------------------------------|--|--|------------------------------------|
| 21062022 | 1 | New | | 001123594000 | INE619A01035 | Ruchi Soya Industries Limited | 220622 | PBL | 1 | | FOR | | 2,43,013.00 | NA | | |
| 21062022 | 2 | New | | 001123594000 | INE619A01035 | Ruchi Soya Industries Limited | 220622 | PBL | 2 | | FOR | | 2,43,013.00 | NA | | |
| 21062022 | 3 | New | | 001123594000 | INE619A01035 | Ruchi Soya Industries Limited | 220622 | PBL | 3 | | FOR | | 2,43,013.00 | NA | | |
| 21062022 | 4 | New | | 001187114000 | INE619A01035 | Ruchi Soya Industries Limited | 220622 | PBL | 1 | | FOR | | 3,21,735.00 | NA | | |
| 21062022 | 5 | New | | 001187114000 | INE619A01035 | Ruchi Soya Industries Limited | 220622 | PBL | 2 | | FOR | | 3,21,735.00 | NA | | |
| 21062022 | 6 | New | | 001187114000 | INE619A01035 | Ruchi Soya Industries Limited | 220622 | PBL | 3 | | FOR | | 3,21,735.00 | NA | | |
| 21062022 | 7 | New | | 001187454000 | INE619A01035 | Ruchi Soya Industries Limited | 220622 | PBL | 1 | | FOR | | 38,623.00 | NA | | |
| 21062022 | 8 | New | | 001187454000 | INE619A01035 | Ruchi Soya Industries Limited | 220622 | PBL | 2 | | FOR | | 38,623.00 | NA | | |
| 21062022 | 9 | New | | 001187454000 | INE619A01035 | Ruchi Soya Industries Limited | 220622 | PBL | 3 | | FOR | | 38,623.00 | NA | | |
| 21062022 | 10 | New | | 001412594000 | INE619A01035 | Ruchi Soya Industries Limited | 220622 | PBL | 1 | | FOR | | 4,28,623.00 | NA | | |
| 21062022 | 11 | New | | 001412594000 | INE619A01035 | Ruchi Soya Industries Limited | 220622 | PBL | 2 | | FOR | | 4,28,623.00 | NA | | |
| 21062022 | 12 | New | | 001412594000 | INE619A01035 | Ruchi Soya Industries Limited | 220622 | PBL | 3 | | FOR | | 4,28,623.00 | NA | | |
| 21062022 | 13 | New | | 001605804000 | INE619A01035 | Ruchi Soya Industries Limited | 220622 | PBL | 1 | | FOR | | 2,32,095.00 | NA | | |
| 21062022 | 14 | New | | 001605804000 | INE619A01035 | Ruchi Soya Industries Limited | 220622 | PBL | 2 | | FOR | | 2,32,095.00 | NA | | |
| 21062022 | 15 | New | | 001605804000 | INE619A01035 | Ruchi Soya Industries Limited | 220622 | PBL | 3 | | FOR | | 2,32,095.00 | NA | | |
| 21062022 | 16 | New | | 01607704000 | INE619A01035 | Ruchi Soya Industries Limited | 220622 | PBL | 1 | | FOR | | 12,735.00 | NA | | |
| 21062022 | 17 | New | | 01607704000 | INE619A01035 | Ruchi Soya Industries Limited | 220622 | PBL | 2 | | FOR | | 12,735.00 | NA | | |
| 21062022 | 18 | New | | 01607704000 | INE619A01035 | Ruchi Soya Industries Limited | 220622 | PBL | 3 | | FOR | | 12,735.00 | NA | | |
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RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

Head Office :
601, Part B-2, 6th Floor,
Metro Tower, Vijay Nagar,
A.B. Road, Indore - 452 010 (M.P.) India
Tel.: +91-731-4767009/109
E-mail : ruchisoya@ruchisoya.com

RSIL/2022**Date: 23.05.2022**

To
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

BSE Scrip Code: 500368**NSE Symbol: RUCHI**

Dear Sirs,

Sub. : Postal Ballot Notice as per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This has reference to our letter dated May 18, 2022, notifying the Stock Exchanges about the outcome of the board meeting held on May 18, 2022 which inter alia includes approval of Board of Directors for (i) Business Transfer Agreement (“BTA”) with Patanjali Ayurved Limited (“PAL”) to acquire the food retail business undertaking of PAL; (ii) change in name of Company from “Ruchi Soya Industries Limited” to “Patanjali Foods Limited”; and (iii) approval of Notice of Postal Ballot. In this regard, please find attached herewith the copy of the Postal Ballot Notice which is being sent to the Members of the Company through electronic means whose name appear in the Register of Members/Beneficial Owners received from the Registrar and Share Transfer Agent of the Company, National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on May 19, 2022 (“cut-off date”) for seeking members’ approval for the following resolutions:

1. Approval for change in name of Company and consequent alteration in the Memorandum of Association and Articles of Association of the Company;
2. Approval for related party transaction in connection with acquisition of food retail business undertaking from Patanjali Ayurved Limited on a going concern basis by way of slump sale; and
3. Approval for related party transactions with Patanjali Ayurved Limited.

Copy of Postal Ballot Notice is also made available on the website of the Company at www.ruchisoya.com and website of the Registrar and Share Transfer Agent at www.sarthakglobal.com.



RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

Head Office :
601, Part B-2, 6th Floor,
Metro Tower, Vijay Nagar,
A.B. Road, Indore - 452 010 (M.P.) India
Tel.: +91-731-4767009/109
E-mail : ruchisoya@ruchisoya.com

We request you to take the above information on record.

Thanking you,

Yours faithfully,

For Ruchi Soya Industries Limited


Ramji Lal Gupta
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 - 400065, Maharashtra, India

Email: ruchisoyasecretarial@ruchisoya.com; **Telephone:** (+91-22) 61090100 / 200

Website: www.ruchisoya.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, (the “**Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given to the Members (“**the Members**” or “**the Shareholders**”) that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“**Rules**”), Regulation 44 and 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), General Circular No. 14/2020 dated 8th April, 2020 read with General Circular Nos. 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022 in relation to extension of the framework provided in the aforementioned circulars up to 31st December, 2022, issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by The Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below are proposed to be passed by the Members of Ruchi Soya Industries Limited (“**the Company**”) by means of Postal Ballot, only by way of e-voting (“**e-voting**”) process.

The proposed resolutions and explanatory statement pursuant to Section 102(1) of the Act, read with Rules framed thereunder are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and Section 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Pursuant to rule 22(5) of the Rules, the Board of Directors of the Company has appointed CS Prashant Diwan, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

Members are requested to carefully read the instructions mentioned in this Notice and record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolutions through the e-voting process not later than 5:00 p.m. (IST) on 22nd day of June, 2022, failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of National Securities Depository Limited (hereinafter referred to as “NSDL” or “Service Provider”) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements to enable the Members whose email addresses are not registered with their Depository Participant or the Registrar (RTA) to register their e-mail address by following the procedure set out in the Postal Ballot Notice. The postal ballot results will be submitted within two working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer’s Report will also be displayed on the website of the Company at <https://www.ruchisoya.com> and the Service Provider at www.evoting.nsdl.com while simultaneously being communicated to National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. 22nd day of June, 2022.

SPECIAL BUSINESS:

1. Approval for change in the name of the Company and consequent amendments in Memorandum and Articles of Association of the Company:

To consider and if thought fit, to pass the following Resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 4, section 5, section 13 and section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to approval of the Central Registration Centre, Registrar of Companies and/ or any other statutory authority (**“the Authority”**) as may be necessary, approval of the members of the Company be and is hereby accorded for change of name of the Company from **“Ruchi Soya Industries Limited”** to **“Patanjali Foods Limited”** or such other name as may be approved by the Authority.

RESOLVED FURTHER THAT subject to the approval and upon issuance of fresh certificate of incorporation by the Central Registration Centre, Registrar of Companies and / or any other statutory authority, the name clause being clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

I. The name of the Company is Patanjali Foods Limited.

RESOLVED FURTHER THAT upon issuance of fresh certificate of incorporation by the Authority consequent upon change of name of the Company, the old name “Ruchi Soya Industries Limited” wherever appearing in the Memorandum of Association and Articles of Association of the Company and other documents and places be substituted with the new name as “Patanjali Foods Limited” or such other name as may be approved by the Authority.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally and/ or jointly authorised to sign, execute and file necessary applications, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalise all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to the foregoing resolutions and to further authorise and delegate all or any of the powers conferred herein in any manner as they may deem fit”.

2. Approval for related party transaction in connection with acquisition of food retail business undertaking from Patanjali Ayurved Limited on a going concern basis by way of slump sale

To consider and if thought fit, to pass the following Resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions Section 188 and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with relevant rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Act, Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the Memorandum and Articles of Association of the Company and the Company’s Policy on materiality of related party transactions and on dealing with related party transactions, approval of the Members of the Company be and is hereby accorded for entering into a transaction with Patanjali Ayurved Limited (“**PAL**”), a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, for acquisition of food retail business undertaking of PAL along with manufacturing plants located at Padartha, Haridwar and Newasa, Maharashtra (“**Food Retail Business Undertaking**”) as a going concern on a slump sale basis for an aggregate consideration of INR 690,00,00,000/- (Rupees Six Hundred Ninety Crores only) subject to adjustments, on such terms and conditions, and with effect from such date, as may be approved by the board of directors of the Company (hereinafter referred to as the “**Board**” which term shall include any Committee constituted by the Board of Directors of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board of Directors of the Company by this resolution).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board, be and is hereby authorised to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to implementation of the above mentioned resolution (including finalizing, settling and executing of such documents / writings / deeds / papers / agreements as may be necessary or incidental thereto), and also to take all other decisions as it may, in its absolute discretion, deem appropriate and to deal with all questions or difficulties that may arise in the course of implementing the above resolution.”

3. Approval for related party transactions with Patanjali Ayurved Limited

To consider and if thought fit, to pass the following Resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the applicable provisions of the Companies Act, 2013 along with the rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof, the Company’s Policy on materiality of related party transactions and on dealing with related party transactions and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company,

approval of the members of the Company be and is hereby accorded to the Company for entering into and/or continuing to enter into transaction(s) with Patanjali Ayurved Limited, a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, for sale/ purchase of goods, packing materials, rendering of services and other transactions in the ordinary course of business of the Company, from time to time, during the financial year ending 31st March, 2023 upto an amount not exceeding Rs. 950 crores, on such terms and conditions as may be decided by the Audit Committee / Board of Directors of the Company as they may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers conferred on it to any Committee of Directors and/or Managing Director of the Company and to do all such acts, deeds, matters and things and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Audit Committee and Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors
For **Ruchi Soya Industries Limited**

Place : Mumbai
Date : May 18, 2022

Ramji Lal Gupta
Company Secretary

Registered Office:
“**Ruchi House**”, Royal Palms,
Survey No. 169, Aarey Milk Colony,
Near Mayur Nagar, Goregaon (East),
Mumbai - 400065, Maharashtra, India

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions of the Act read with the rules framed thereunder concerning the special business in respect of item nos. 1 to 3 as set out above is annexed hereto and forms part of this Notice.
2. In accordance with the General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, and General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs, Government of India (“**the MCA Circulars**”) and the Circulars issued by the Securities and Exchange Board of India (“**SEBI**”) from time to time (“**the SEBI Circulars**”), this Postal Ballot Notice is being sent only by electronic mode to those Members whose names would appear on the Register of Members / List of Beneficial Owners as on 19th May, 2022 (“**the Cut-off Date**”), to be received from National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) (collectively referred to as “**Depositories**”) and whose e-mail address is registered with the Company/ Depositories/ Depository Participants. A copy of this Postal Ballot Notice will also be available on the website of the Company at www.ruchisoya.com, BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) at www.bseindia.com and www.nseindia.com respectively and the website of NSDL, the e-voting service providing agency to the Company (www.evoting.nsdl.com).
3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only. A person who is not a Member on the relevant date should treat this notice for information purpose only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS-2) issued by The Institute of Company Secretaries of India on General Meetings, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. As required by Rule 20 and 22 of the Rules read with the Listing Regulations, the dispatch of the Postal Ballot Notice and Explanatory Statement will be announced through an advertisement in at least one English language and one vernacular language newspaper where the Registered Office of the Company is situated.
6. The e-voting rights of the Shareholders / beneficial owners shall be reckoned on the shares held by them as on 19th day of May, 2022 being the Cut-off date for the purpose. The shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-off date, can cast their vote electronically.
7. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up equity share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
8. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

9. Postal Ballot (e-voting) commences on Tuesday, the 24th day of May, 2022 (9.00 a.m. IST) and ends on Wednesday, the 22nd day of June, 2022 (5.00 p.m. IST). At the end of the e-voting period, the facility shall forthwith be blocked and e-voting shall not be allowed beyond the said date and time.
10. The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be 22nd June, 2022. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
11. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to ruchisoyasecretarial@ruchisoya.com.
12. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: **1800 1020 990 /1800 224 430** or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre (Senior Manager-NSDL), Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013, at the designated email id - evoting@nsdl.co.in or at telephone nos.: **1800 1020 990 /1800 224 430**, who will also address the grievances connected with the voting by electronic means.

PROCEDURE FOR REGISTRATION OF EMAIL IDS WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND FOR E-VOTING ON THE RESOLUTIONS SET OUT IN THIS NOTICE:

- i) In case the shares are held in physical mode, shareholders are requested to provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN and Aadhar Card by e-mail to the Company at ruchisoyasecretarial@ruchisoya.com or Company's RTA i.e. Sarthak Global Limited at investors@sarthakglobal.com.
- ii) In case the shares are held in demat mode, please provide DPID & CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, self-attested scanned copy of client master or copy of Consolidated Account statement, PAN and Aadhar to the respective Depository Participants.
- iii) If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained below i.e. Login method for e-Voting.
- iv) Alternatively shareholders/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- v) Members are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

After successful submission of the e-mail ID, the Company or NSDL will share an electronic copy of the Postal Ballot Notice within 48 hours of receiving details of e-mail ID.

General information and instructions relating to e-voting:

- (i) The voting period begins on Tuesday, the 24th day of May, 2022 (9.00 a.m. IST) and ends on Wednesday, the 22nd day of June, 2022 (5.00 p.m. IST). During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date viz. 19th May, 2022 may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide e-voting facility to its shareholders, in respect of all shareholders' resolutions. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.

Pursuant to above said SEBI Circular, Login method for e-voting for Individual shareholders holding securities in Demat mode is given below:

Instruction for E-Voting:

The Company has engaged the services of NSDL for providing e-voting facility to the eligible members, enabling them to cast their vote electronically, in a secured manner.

The manner of e-voting by (i) individual shareholders holding Equity Shares of the Company in demat mode (ii) shareholders other than individuals holding Equity Shares of the Company in demat mode (iii) shareholders holding Equity Shares of the Company in physical mode and (iv) shareholders who have not registered their e-mail address, is explained in the instructions given herein below.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select |

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| | <p>“Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="border: 1px solid black; padding: 10px; margin: 10px 0;"> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, |

| | |
|--|---|
| | user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43 |

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member/creditor’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.

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|--|
| 9. After you click on the “Login” button, Home page of e-Voting will open. |
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Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pddiwan@yahoo.co.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to

ruchisoyasecretarial@ruchisoya.com or companies RTA i.e. Sarthak Global Limited at investors@sarthakglobal.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ruchisoyasecretarial@ruchisoya.com or companies RTA i.e. Sarthak Global Limited at investors@sarthakglobal.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT THE MATERIAL FACTS CONCERNING ITEMS OF SPECIAL BUSINESS:

Item No. 1

Members of the Company are hereby informed that the Company was acquired by the consortium led by Patanjali Ayurved Limited pursuant to a resolution plan, which was duly approved by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") order(s) dated 24th July, 2019 read with order dated 4th September, 2019, under corporate insolvency resolution process ("CIRP") under the Insolvency and Bankruptcy Code, 2016 ("Code"). At present, the Company is part of the Patanjali group which holds 80.82% of the paid up equity share capital of the company.

Members may note that the Company is presently engaged in the business of edible oils, vanaspati, food, nutraceutical and health products. However, the Company's present name "Ruchi Soya Industries Limited" contains only "soya" in its name and hence, it no longer justifies with all the commercial activities being undertaken by the Company. Accordingly, it is proposed to change the existing name of the Company as to depict the rich legacy and brand name of the Patanjali group in name of the Company.

In view of the above, the Board of Directors ("Board") of the Company at their meeting held on 18th May, 2022, subject to the approval of the Shareholders of the Company by way of special resolution and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the change in name of the Company from "Ruchi Soya Industries Limited" to "Patanjali Foods Limited" along with the consequential amendments required to be made in the Memorandum of Association and Articles of Association of the Company.

Members of the Company are hereby further informed that the Company had made application for reservation of name to Central Registration Centre ("CRC"), Ministry of Corporate Affairs, which has been approved by CRC vide its letter dated 29th April, 2022 and it has been confirmed that the new name i.e. "Patanjali Foods Limited" is available for registration.

As per the provisions of Section 13 and section 14 of the Companies Act, 2013, approval of the shareholders is required for changing the name of the Company and consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution.

Therefore, the Board recommends the resolution as set out at Item No. 1 of this notice for your approval as a special resolution.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

Certificate obtained from M/s Tibrewala & Associates, Chartered Accountants, Indore (Firm registration number 023851C dated May 06, 2022 in terms of Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) stating compliance of conditions as provided under Regulation 45(1) of SEBI Listing Regulations is annexed hereto and forms part of this postal ballot notice and explanatory statement thereon.

The Board believes that the change in the name of the Company which is being undertaken as part of corporate rebranding would make the name of the Company simple, sharp, focused and more relatable to the activities of the Company.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the aforesaid resolution, except to the extent of their shareholding, if any.

Item No. 2

Members are hereby informed that the Board of Directors (**“Board”**) at their meeting held on April 10, 2022 had accorded their in-principle approval for evaluating the most efficient mode of enhancing synergies with Patanjali Ayurved Limited (**“PAL”**) food portfolio in any manner. Accordingly, in view of the Company’s long-term strategy to strengthen its presence as a leading FMCG player by expanding its food business product portfolio and leveraging the established Nutrela and Patanjali licensed products, the Company had been deliberating on the acquisition of food retail business undertaking (**“Food Retail Business Undertaking”**) from PAL as a going concern on a slump sale basis.

The Audit Committee and Board of Directors of the Company in their respective meeting(s) held on Wednesday, May 18, 2022, considered and subject to the shareholders’ approval, approved the related party transaction relating to the acquisition of Food Retail Business Undertaking of PAL as a going concern on a slump sale basis for an aggregate consideration of INR 690,00,00,000/- (Rupees Six Hundred Ninety Crores only) payable in three tranches - 15% on signing/ execution of the Business Transfer Agreement (**“BTA”**) or within 3 days from the execution of the BTA, 42.5% on the Closing Date (*as defined under the business transfer agreement*) and balance 42.5% within a period of 90 days of the Closing Date (*as defined under the business transfer agreement*).

The acquisition of Food Retail Business Undertaking would consist the acquisition of PAL owned manufacturing units situated at Padartha Dist. Haridwar in Uttarakhand and Newasa unit in Maharashtra. The acquisition will also include transfer of employees, assets (excluding Patanjali’s brand, trademarks, designs and copyrights), current assets (excluding debtors, vehicles, cash and bank balance), distribution network, customers, contracts, licenses and permits related to the Food Retail Business Undertaking of PAL. The proposed transaction shall be in the interest of the Company as after acquisition of food business portfolio, the Company shall have a significant share in the FMCG space which shall contribute to healthy margins growth for the Company’s overall business and financial performance.

Members are hereby further informed that the Company and PAL, being related parties, have agreed to execute the transaction on an arms’ length basis and have agreed to enter into a non-compete

arrangement under which PAL and its respective affiliates cannot enter into competing business of food products proposed to be transferred as part of Food Retail Business Undertaking in India (including entering into joint ventures, partnerships, associations, consultancy or other relationships (directly or indirectly) for any competing business), except that PAL shall continue to manufacturing, processing, labelling and trading of certain products through its Tezpur Unit and undertake exclusive sale to the Company.

The acquisition of the Food Retail Business Undertaking as a going concern on a slump sale basis will be in conformity with all the applicable laws and regulations. The Company will be executing the relevant ancillary, incidental and related documents, agreements, letters, deeds, papers etc. necessary to give effect to the transaction contemplated thereunder in connection with or incidental to the acquisition of the Food Retail Business Undertaking. The valuation report in relation to the said acquisition as obtained from Navigant Corporate Advisors Limited, a SEBI Registered Category 1 Merchant Banker will be made available to the shareholders on request.

Members are hereby further informed that PAL is a related party of the Company in terms of Listing Regulations and the Act and the proposed acquisition of Food Retail Business Undertaking shall be a related party transaction under the Act and Listing Regulations requiring shareholders' approval. Accordingly, shareholders' approval is being sought for acquisition of Food Retail Business Undertaking from PAL.

Pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, read with SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, particulars of the proposed transaction are as follows:

| S. no. | Particulars | Details |
|--------|---|---|
| 1. | Name of the Related Party | Patanjali Ayurved Limited |
| 2. | Name of the director or key managerial personnel who is related, if any | Shri Ram Bharat and Shri Acharya Balkrishna |
| 3. | Nature of relationship | Patanjali Ayurved Limited (" PAL ") is one of the promoters of the Company. Furthermore, Shri Ram Bharat, Managing Director and one of the promoters of the Company, is also a Director of PAL. Shri Acharya Balkrishna, one of the promoters and Chairman of the Company holds 98.54% of the paid up equity share capital of PAL. |
| 4. | Justification for why the proposed transaction is in the interest of the listed entity | By acquisition of PAL's food business portfolio, the Company shall have a significant share in the FMCG space which shall contribute to healthy margin growth for Company's overall business and financial performance. |
| 5. | Nature, material terms, monetary value and particulars of the contracts or arrangements | The acquisition will include transfer of employees, assets (excluding Patanjali's brand, trademarks, designs and copyrights), current assets (excluding debtors, vehicles, cash and bank balance), distribution network, |

| | | |
|--|--|--|
| | | <p>customers, contracts, licenses and permits related to the Food Retail Business Undertaking of PAL.</p> <p>The amount of consideration for the acquisition agreed upon under the Business Transfer Agreement (“BTA”) is INR 690,00,00,000/- (Rupees Six Hundred Ninety Crores only) (“Purchase Consideration”), subject to certain adjustments.</p> <p>The Purchase Consideration shall be payable in three tranches in the following manner:</p> <ul style="list-style-type: none"> • Rs. 103,50,00,000/- (Rupees One Hundred Three Crores Fifty Lakhs only) being 15% of the total Purchase Consideration shall be paid simultaneously with the execution of the BTA or within 3 days from the execution of the BTA; • Rs. 293,25,00,000/- (Rupees Two Hundred Ninety Three Crores Twenty Five Lakhs only) being 42.5% of the total Purchase Consideration shall be paid on the Closing Date (defined under the BTA); • Rs. 293,25,00,000/- (Rupees Two Hundred Ninety Three Crores Twenty Five Lakhs only) being 42.5% of the total Purchase Consideration shall be paid within 90 days from the Closing Date. |
|--|--|--|

Any other information relevant or important for the members to take a decision on the proposed resolution:

Shri Ram Bharat and Shri Acharya Balkrishna, being common directors in both the Companies, along with their relatives, may be considered as interested in this resolution.

No member(s) of the Company, who is considered as a related party within the definition of “related party” as per Listing Regulations, for the purpose of this transaction, shall vote to approve the resolution proposed in item no. 2 in this notice.

All important information has been mentioned in the foregoing paragraphs.

The Board of Directors recommends the passing of the resolution proposed in item no. 2 of the Notice for the approval of the members.

Except as disclosed hereinabove and to the extent of shareholding in the Company, Directors and Key Managerial Personnel of the Company and their respective relatives are not, whether financially or otherwise, concerned or interested, in the resolution set out at item No. 2.

Item No. 3

As per the provisions of Section 188 of the Companies Act, 2013 (**“the Act”**), transactions with related parties which are on an arm’s length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, as per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), such transactions which are material as per the provisions of SEBI Listing Regulations requires the approval of shareholders through a resolution, notwithstanding the fact that the same are on an arm’s length basis and in the ordinary course of business. With effect from April 1, 2022, as per Regulation 23 of SEBI Listing Regulations, a Related Party Transaction will be considered as ‘material’ if the transaction(s), to be entered into, individually or taken together with previous transactions, during a financial year exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

The Company has been entering into transactions of sale/purchase of goods, packing materials, rendering of services and other transactions with Patanjali Ayurved Limited, in its ordinary course of business and on an arms’ length basis. The Audit Committee of the Company had provided its omnibus approval for entering into transactions with Patanjali Ayurved Limited (**“PAL”**) upto an amount of Rs. 950 crores (Rupees Nine Hundred Fifty Crores only) during the financial year (**“FY”**) 2022-23 which, at that point of time, did not exceed the threshold of material related party transactions within the meaning of Regulation 23(1) of SEBI Listing Regulations i.e. Rs. 1,000 crores (Rupees One Thousand Crores) or 10% of the annual consolidated turnover of the Company as per its last audited financial statement. However, all transactions of the Company with PAL (i.e. aggregate of the omnibus approval obtained from the Audit Committee for FY 2022-23 and the acquisition of Food Retail Business Undertaking as proposed in Item no. 2 of this notice) during FY 2022-23 may exceed the threshold of material related party transaction as provided in the SEBI Listing Regulations of the Company. Therefore, it is proposed to obtain prior approval of the shareholders of the Company for all transactions with PAL.

The approval from shareholders of the Company for specific related party transactions with PAL i.e. for acquisition of Food Retail Business Undertaking from PAL is sought in Item no. 2 of this notice and omnibus approval of shareholders for related party transactions with PAL up to Rs. 950 crores during FY 2022-23 is being sought under Item no. 3. The Company has in place a balanced and structured policy and process for approval of Related Party Transactions. The Company’s Policy on materiality of related party transactions and on dealing with related party transactions provides the details required to be provided to the Audit Committee for the purpose of review of such transactions and grant their approval for the proposed transactions. A justification for each and every related party transaction is provided to the Audit Committee which enables them to arrive at the decisions in the interest of the Company. Additionally, an update on the actual related party transactions entered into during every quarter is provided to the Audit Committee for review.

Details of the Material Related Party Transactions as required, under SEBI Circular no. SEBI /HO/CFD/ CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

| Sr.No. | Particulars | Details |
|--------|---|---|
| 1. | Name of the Related Party | Patanjali Ayurved Limited (PAL) |
| 2. | Name of the director or key managerial personnel who is related, if any | Shri Ram Bharat and Shri Acharya Balkrishna |
| 3. | Nature of Relationship | PAL is one of the promoters of the Company. Furthermore, Shri Ram Bharat, Managing Director and one of the promoters of the |

| | | |
|----|---|---|
| | | Company, is also a Director of PAL. Shri Acharya Balkrishna, one of the promoters and Chairman of the Company holds 98.54 % of the paid up equity share capital of PAL. |
| 4. | Type, material terms and particulars of the proposed transaction | Entering into transactions of sale/purchase of goods, packing materials, rendering of services and other transactions, in the ordinary course of business, during the year 2022-23. |
| 5. | Tenure of the proposed transaction | Financial year 2022-23 |
| 6. | Value of the proposed transaction | Not exceeding Rs. 950 Crores (Rupees Nine Hundred Fifty Crores only). The proposal seeks to provide enabling authority to the Board and Audit Committee to undertake the transactions with PAL as and when required within, the aforesaid limits. |
| 7. | Percentage of the Company's annual consolidated turnover (approx.) for the year 2021-22 | 3.96% (Approx.) |
| 8. | Justification as to why the RPT is in the interest of the Company | PAL is having very efficient supply chain and wide sales/procurement network due to its nature of business. For increasing the Company's sales volume and product reach, the sales/supply chain network of the PAL is beneficial for the Company. |

The transactions shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company and any subsequent material modification in the proposed transaction, as may be defined by the Audit Committee as a part of Company's Policy on materiality of related party transactions and on dealing with related party transactions, shall be placed before the shareholders for approval in terms of Regulation 23(4) of the SEBI Listing Regulations.

The Board recommends the resolution set out at Item No. 3 for approval of the Shareholders. No member(s) of the Company, who is considered as a related party within the definition of "related party" as per Listing Regulations, for the purpose of this transaction, shall vote to approve the resolution proposed in item no. 3 in this notice.

Except as disclosed hereinabove and to the extent of shareholding in the Company, Directors and Key Managerial Personnel of the Company and their respective relatives are not, whether financially or otherwise, concerned or interested, in the resolution set out at item No. 3.

By Order of the Board of Directors
For **Ruchi Soya Industries Limited**

Place : Mumbai
Date : May 18, 2022

Ramji Lal Gupta
Company Secretary

Registered Office:
"Ruchi House", Royal Palms,
Survey No. 169, Aarey Milk Colony,
Near Mayur Nagar, Goregaon (East),
Mumbai - 400065, Maharashtra, India

ANNEXURE TO NOTICE

Certificate from Practicing Chartered Accountant pursuant to Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

TIBREWALA & ASSOCIATES

CHARTERED ACCOUNTANTS

CA KANAK TIBREWALA

B.Com, FCA, CS, ACMA

HD : 202-A, Shekhar Paradise, Nipania Main
Road, Indore – 452010

Ph. : 9669668003, 7490004075

e-mail ID : tibrewalaandassociates@gmail.com
tibrewala48@gmail.com

TO WHOM SO EVER IT MAY CONCERN

On the basis of review of necessary documents, records and available information as on the date of certificate and explanation provided to us by Ruchi Soya Industries Limited (CIN L15140MH1986PLC038536) (the “Company”), having its registered office at, “Ruchi House”, Royal Palms, Survey No.169, Aarey Milk Colony, Near Mayur Nagar, Goregaon (East), Mumbai – 400 065, we certify the following in terms of Regulation 45(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 :

- a. the Company was incorporated on January 6, 1986 and ever since there has been no change in the name of the Company. In view of the same, complying with the condition of a time period of at least one year being elapsed from the last name change does not arise.
- b. the condition of at least fifty percent of the total revenue in the preceding one year period to be accounted for by the new activity suggested by the new name is not applicable as there is no change in the activity suggested by new name.
- c. since there is no new activity / project, the condition of investment of amount of atleast fifty percent of the assets in the new activity/project is not applicable.

This certificate is issued as per requirements of Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For TIBREWALA AND ASSOCIATES

Chartered Accountants

CA Kanak Tibrewala

Proprietor

M. No.141754

FRN : 023851C

UDIN : 22141754AIOFPN6572

Place : Indore

Dated : 06/05/2022



RUCHI SOYA INDUSTRIES LIMITED

CIN : L15140MH1986PLC038536

Corporate Office :
601, Part B-2, 6th Floor,
Metro Tower, Vijay Nagar,
A.B. Road, Indore - 452 010 (M.P.) India
Tel.: +91-731-4767009/109
E-mail : corporate@ruchisoya.com

RSIL/ 2022

May 18, 2022

To,
BSE Limited
P.J. Towers
Dalal Street
Mumbai – 400 001

To,
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No.C-1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

Scrip Code: 500368

Scrip Code: RUCHI

Dear Sirs,

Sub: Note for investor meeting

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith a note for investor meeting for your records.

Thanking you,

Yours Faithfully,

For Ruchi Soya Industries Ltd.

Ramji Lal Gupta

Company Secretary

Encl.: As Above

RUCHI SOYA INDUSTRIES LIMITED

Promise Less Deliver More

The Board of Directors of Ruchi at its meeting held on May 18, 2022, approved signing of the Business Transfer Agreement (“BTA”) with PAL to acquire the food retail business of PAL (“Food Retail Business Undertaking”). This shall consist of acquisition of PAL owned manufacturing units situated at Padartha District Haridwar in Uttarakhand and Newasa unit in Maharashtra, Transfer of employees, distribution network, customers etc.

Ruchi Soya Industries Limited submitted in Red Herring Prospectus (RHP) and statements filed with SEBI and other authorities that one of the Company’s strategy is to “**continue to leverage the Patanjali brand and enhance synergies with Patanjali Ayurved Limited (“PAL”) food portfolio**”. In furtherance of the same, Ruchi has acquired Patanjali’s Food business to increase the food portfolio and this will directionally change Ruchi’s growth trajectory. **In next 5 years, Ruchi will become World Class Indian FMCG Company** and will create immense value for Ruchi Soya’s shareholders and investors.

In the previous financial year (FY2021-22), **Ruchi forayed into the biscuits, breakfast cereals and noodles category** by acquiring the business under a slump sale on a going concern basis.

By acquisition of PAL’s food business portfolio, Ruchi’s **food portfolio is expected to contribute to ~ 18 % of total revenue in current fiscal (FY2023) compared to 6% revenue in FY2022**. This will have positive impact on the margin profile as well and will re-position Ruchi from largely commodity oriented company to leading Food company of India.

PAL’s Food business comprises of 536 SKUs across 8 product categories viz, Staples, Oil, Beverages, Spices & Condiments, Ghee, Honey, Herbal Products and Dry Fruits.

| S. No. | Category | Products |
|--------|---------------------|--|
| 1 | Edible Oil | Mustard Oil, Rice Bran Oil, Other physically refined oil |
| 2 | Cow Ghee | Cow Ghee |
| 3 | Staples | Whole wheat, traditional chakki aata, Pulses, sugar and jiggery, other staples |
| 4 | Beverages | Aloevera Juice, Amla Juice, Medicated Juice, Fruit Juice and Beverages |
| 5 | Spices & Condiments | Spices, Candy, Murabba, Pickle, Jam, ketchup |
| 6 | Ghee | Cow Ghee |
| 7 | Herbal Products | Badam Pak, Musli Pak, Herbal Powervita, Chayawanprash |
| 8 | Dry Fruits | Dry Fruits, Madhuram, Kesar etc. |

Patanjali has diversified food portfolio comprising of both high volume – low margin – moderate growth products such as Staples, Edible Oil etc. and high margin – high growth products such as Cow ghee, Beverages, Dry fruits etc. We are market leaders in products such as cow ghee, Chayawanprash, medicated juices.

Within the overall portfolio, **edible oil is the largest category**, accounting for ~ 35% share, followed by Cow Ghee at 31% share in total revenue. Within the edible oil, mustard oil account for 60% share. Edible oil segment will get strong growth impetus by riding on the widespread and robust edible oil distribution network of Ruchi Soya.

Patanjali Food Business is growing at 2 – 2.5 times industry growth. In FY 2022, Patanjali's food business cloaked revenue of Rs. 4,174 crore, registering 28% growth over previous fiscal i.e. FY2021 whereas the industry's growth is pegged at 11%.

Ruchi Soya's existing food portfolio mainly comprise of TSP (soya nuggets), Biscuits, Noodles and Confectionary products. The combined Food Portfolio of Ruchi and recently acquired Patanjali Food business is estimated to cross revenue of Rs. 6,600 - 6,800 crore in FY2023. At a conservative growth estimate of about 25% CAGR; it is expected that **Ruchi's combined food portfolio will cross revenue of Rs. 22,000 crore in next 5 years** at constant price (excluding oil).

Patanjali Foods has reach extensive distribution network across 26 states of India. Uttar Pradesh and Maharashtra accounting for about 1/3rd of total sale. Bihar, Haryana, Madhya Pradesh and Rajasthan are also strong markets contributing to 26% of sale. Together, these 6 states contribute to 54% of total revenue. The combined distribution network of Ruchi & Patanjali will give impetus to sales growth.

SYNERGY

The merger will translate to stronger food portfolio for Ruchi along with synergy across manufacturing, distribution, R&D and human capital. The key synergies that are expected to be arrived at with this acquisition are:

1. **Brand Equity:** Patanjali has a strong brand equity in the market and is known for offering quality products at reasonable price. Patanjali is amongst the most significant success story in Indian FMCG space that achieved a record of achieving 100% yoy growth in past and building a strong home grown brand. The brand has high trust and following amongst its customers
2. **Formidable Distribution Network:** The combined distribution strength of Ruchi and Patanjali will be formidable in Indian FMCG space.

Ruchi products of our Company are sold through a Pan-India network of over **100 sale depots, 4,700+ distributors** who in turn reach out to **over 4.5 lakh retail outlets** (General Trade channel) in the urban, semi-urban and rural areas of the country. In addition to GT, we are present in over 4,600 modern grocery stores. Ruchi is also presence on e-commerce platforms such as Flipkart, Amazon, Big Basket etc.

Patanjali super distributors and Patanjali distributors provide access to over **5.5 lakh retail points** including approx. 47,316 Pharmacies, Chemist & Medical Stores.

With increase in product portfolio, our distributors will have access to larger product basket that will translate to higher RoI for them.

3. **Research & Development Capabilities** of Patanjali group: Patanjali has strong R&D facility at Haridwar, Uttarakhand and it has state of art facilities and experienced R&D team to ensure that we continue to develop world class products at reasonable prices.
4. **Human Capital:** Ruchi has over 10,500 employees; out of which 3,396 are on-roll employees. With this acquisition, 1,850 Patanjali employees will be transferred to Ruchi across departments including sale, R&D, quality etc. On-boarding of experienced team will bring synergy across the board; however, it is expected that the combined sales team of Ruchi & Patanjali will help in quick growth in reach across states, cities and retail stores across the country. The sales team efficiency will also increase manifold considering larger product basket.