

Ruchi SOYA INDUSTRIES LIMITED

ISO 9001:2008

MAKERS OF HIGH PROTEIN SOYA FOOD **Nutrela**


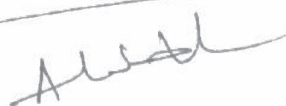


Ruchi

Factory :

Survey No. 217/2, Village : Mithi Rohar,
Ganghigham, Dist. Kutch(Bhuj) Gujarat.
Pin : 370 201.
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FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange

1.	Name of the company	Ruchi Soya Industries Ltd.
2.	Annual financial statements for the year ended	31 st March, 2014
3.	Type of Audit observation	Matter of Emphasis
4.	Frequency of observation	Repetitive since FY 2009-10
5.	To be signed by - <ul style="list-style-type: none">• CEO/Managing Director• General Manager – Corporate Accounts• Audit Committee Chairman• Auditor of the company	   For P. D. Kunte & CO., Chartered Accountants (Firm Reg. No. 105479W)  CA D. P. Sapre Membership No. 40740



Partnerships for sustainable growth

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Disclaimer

In this Annual Report, we have disclosed forward looking information to enable investors to comprehend our prospects and take investment decisions. This report and other statements – written and oral – that we periodically make contain forward looking statements that set out anticipated results based on the management's plans and assumptions. We have tried, wherever possible, to identify such statements by using words such as 'anticipate', 'estimate', 'expect', 'project', 'intend', 'plan', 'believe', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward looking statements will be realised, although we believe we have been prudent in our assumptions. The achievements of results are subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

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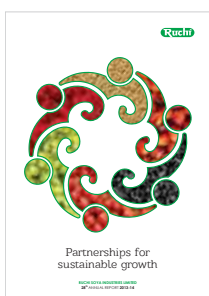
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View this annual report online at
www.ruchisoya.com



For over 25 years, we have engaged consumers and society and have lived by our principle of helping to ensure a healthier India by providing reliable and safe brands.

Now we are taking our market leadership further by enhanced technological innovation, along with backward and forward integration initiatives. We are accomplishing our targets by fostering responsible partnerships with key global players.

We are leveraging our strengths and the knowledge and knowhow of our partners to improve the quality of our products, ensure smooth sourcing of raw materials, enhance productivity and income for the farming community in India and build a sustainable business.

We wish to continually broaden our horizon with the everlasting objective of creating value for all stakeholders.



Know more about Ruchi Soya

*Our journey began back in 1986.
Today, Ruchi Soya is among
India's leading manufacturers and
marketers of edible oil and soya
products under well-known retail
brands, such as Nutrela, Mahakosh,
Sunrich and Ruchi Gold.*



27

Years of corporate existence

US\$ 4 Bn+

Annual Turnover

No. 1

Ruchi Gold – India's largest
selling single oil consumer
brand

No.1

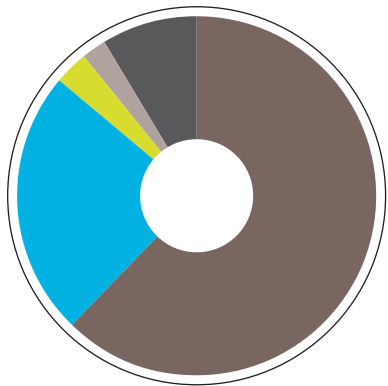
Exporter of soya meal
extractions

Moreover, we are the largest integrated oilseed solvent extraction and edible oil refining company in India. This capacity is spread across strategic locations in the country and has helped us serve our customers efficiently, thus making us one of the leading FMCG companies in India.

We have created an integrated value chain of products from farms to kitchens of India. Ruchi is a household name in the country; we have stepped up our efforts to sustain this leadership position in our core business. Our Company has continued to grow, partner and expand our business beyond India's borders across the globe.

REVENUE MIX IN 2013-14

(%)



- Oil - 61.72
- Extractions - 23.64
- Vanaspati - 3.21
- Food products - 2.08
- Others - 9.35

21

Manufacturing locations
across India

2 lakh+ hectares

Land access in India for palm
oil plantations with exclusive
procurement rights across
six states

60%+

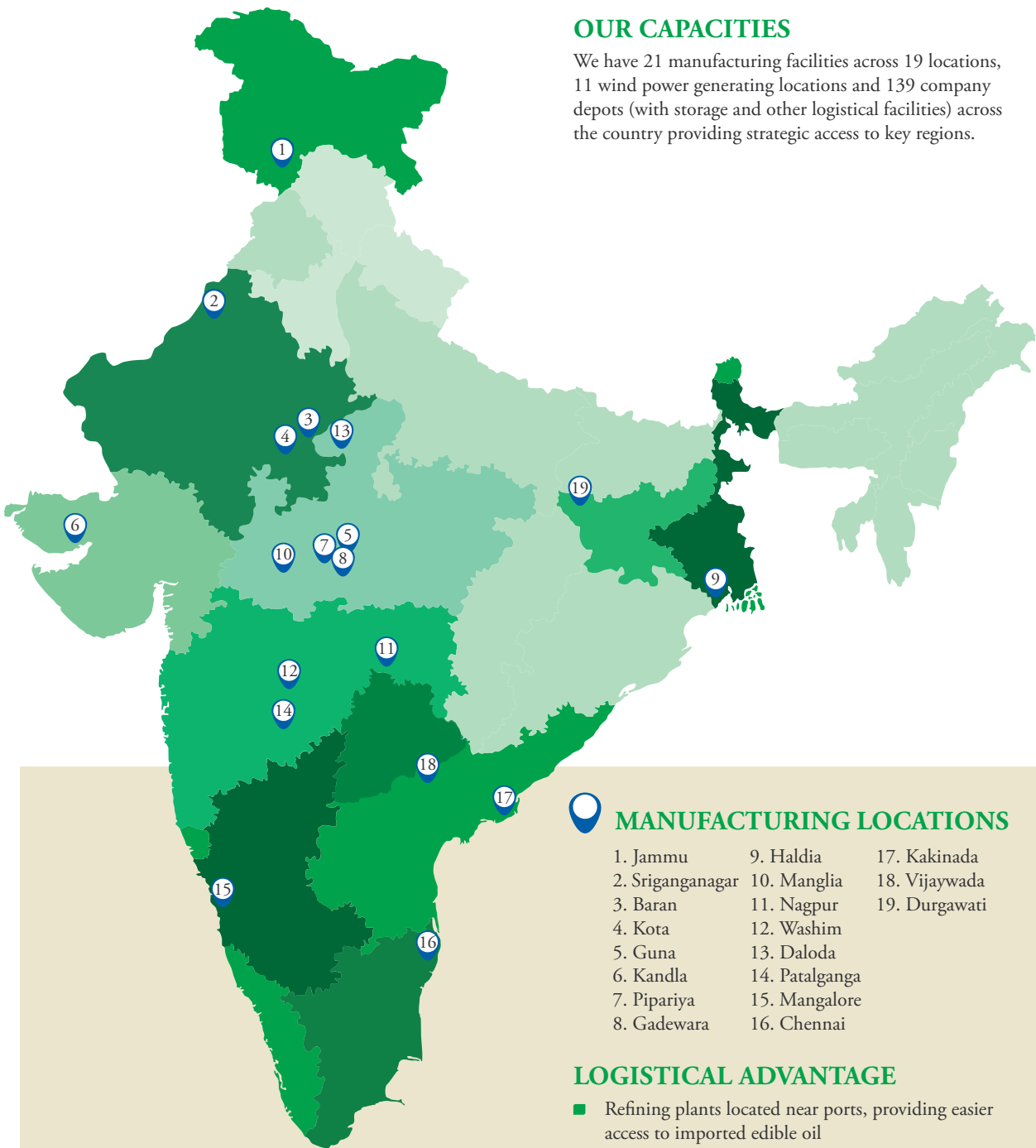
Market share (Nutraela is the
largest selling soya foods brand
in the country)

6 lakh+

Retail stores across India

OUR CAPACITIES

We have 21 manufacturing facilities across 19 locations, 11 wind power generating locations and 139 company depots (with storage and other logistical facilities) across the country providing strategic access to key regions.



MANUFACTURING LOCATIONS

- | | | |
|------------------|----------------|---------------|
| 1. Jammu | 9. Haldia | 17. Kakinada |
| 2. Sriganganagar | 10. Manglia | 18. Vijaywada |
| 3. Baran | 11. Nagpur | 19. Durgawati |
| 4. Kota | 12. Washim | |
| 5. Guna | 13. Daloda | |
| 6. Kandla | 14. Patalganga | |
| 7. Pipariya | 15. Mangalore | |
| 8. Gadewara | 16. Chennai | |

LOGISTICAL ADVANTAGE

- Refining plants located near ports, providing easier access to imported edible oil
- Distribution through dedicated pipelines at ports saves transportation loss, cost and time
- Inland crushing plants located in key soyabean and mustard-producing states

GLIMPSE OF OUR CAPACITIES		
Oilseed Extraction	Edible Oil Refining	Palm Fruit Processing
ANNUAL CAPACITY 3.72 million metric tonnes	ANNUAL CAPACITY 3.04 million metric tonnes	ANNUAL CAPACITY 0.90 million metric tonnes
FACILITY LOCATIONS 10	FACILITY LOCATIONS 13	FACILITY LOCATIONS 02
Vanaspati & Bakery Fats	Soya Meal Extraction	Wind Power Generation
ANNUAL CAPACITY 0.53 million metric tonnes	ANNUAL CAPACITY 3.05 million metric tonnes	ANNUAL CAPACITY 85.3 Megawatt
FACILITY LOCATIONS 07	FACILITY LOCATIONS 10	FACILITY LOCATIONS 11

STRATEGIC APPROACH

- To capitalise on the supply and demand gap in the edible oil industry in India
- To increase market share in branded edible oils and food products in India
- To continue our thrust on backward integration into plantations securing raw material
- To focus on innovation in our product range to deliver differentiated products suited to our consumer's preferences
- To strengthen our leadership position through strategic partnerships with key organisations

- To be a truly global company by way of expansion into key origin and destination markets in agri-commodities

PAN-INDIA REACH

We have a large distribution presence in India with 6,000+ distributors in India, covering over 2,210 towns and over 600,000 retail outlets.



Products for All

Ruchi Soya offers one of the widest ranges of healthy cooking oils, nutritional soya foods and bakery fats. We are the undisputed market leader in the soya foods category.



PREMIUM

BRAND

Nutrela, Nutri Gold

PRODUCT

- Food products and edible oil
- Refined oils (soyabean, groundnut, cotton seed, rice bran, kachhi ghani mustard and sunflower)
- Fats

POWER

BRAND

Mahakosh, Sunrich

PRODUCT

- Edible Oils (soyabean, groundnut, cotton seed, sunflower and rice bran)

POPULAR

BRAND

Ruchi Gold, Ruchi Star, Ruchi No.1

PRODUCT

- Edible oils (mustard, soyabean and palmolein)
- Vanaspati



Chairman's Review



My father, late Shri Mahadeo Shahra was among the first to realise the potential of the protein rich soya crop in the early 1960s.

Dear Friends,

For a country like India where more than half of its population is under the age of 30, nutrition plays a critical role. At Ruchi Soya, we are committed to cater to the nutrition needs of this young and developing India.

Over the last decade, the Indian consumer has embraced varied food habits and nutritional content. Increasing per capita incomes and globalisation has also enhanced India's focus on healthy and quality food, especially towards protein rich diet.

Besides, increasing consumption of edible oil has led to rising palm oil consumption in India due to price competitiveness. The country, however, lacks sufficient domestic oil production and relies heavily on imports to meet the growing oil demand. Edible oil comprises 63% of agricultural imports. This offers a promising opportunity for all of us in India.

Protein deficiency in food has been a critical issue for India's growing population. We believe sustainable transformation requires higher yields from available land resources. It also calls for better seed quality, productivity and support to ensure better income and thriving farming communities.

POTENTIAL OF SOYA

My father, late Shri Mahadeo Shahra was among the first to realise the potential of the protein rich soya crop in the early 1960s. He created awareness about the golden opportunity of soya cultivation among the farmers in central India. This eventually led to Madhya Pradesh becoming the soya bowl of the country and India gaining importance as a leading soya producer in the world.

We have evolved since then, expanding across business verticals and are fortunate to be a multiple-product, multiple-brand and multi-location player. We diversified our portfolio to cater to the larger sections of the community to ensure a wider reach. We began with Nutrela and moved on to a varied range of other brands and value added soya products.

However, our commitment to quality and health has remained steadfast over the years. It touches every aspect of our operation and business strategy.

PARTNERING FOR GROWTH

We are embarking on new partnerships with key organisations that will help us realise our quest for growth in a responsible and beneficial manner.

The year 2013-14 saw us entering into three joint ventures with partners of international repute. Our new ventures have been undertaken for research, collaboration and knowledge transfer. We aim to improve the quality of soyabeans in India, add new and improved functional edible oils to our product portfolio, and create a presence in the processed tomato food market.

Moreover, these partnerships are also targeted at fulfilling our vision to enable farmer communities to increase their revenue realisation and also to improve India's agro-commodity independence and reduce our foreign exchange outgo. Our collaborations are not restricted to business only, but extend to society as well. We have partnered with farmers in central India on a pilot basis to educate them on the best crop management practices for soyabean varieties tailored for different agro-climatic zones in India. Our partnerships with the communities helped us create a positive impact through improved nutrition, better education and women's empowerment initiatives.

WAY FORWARD

Going forward, we will try to sustain, grow our market share and formulate our growth strategy through pivotal partnerships with our stakeholders. We will also strive to improve our bottom-



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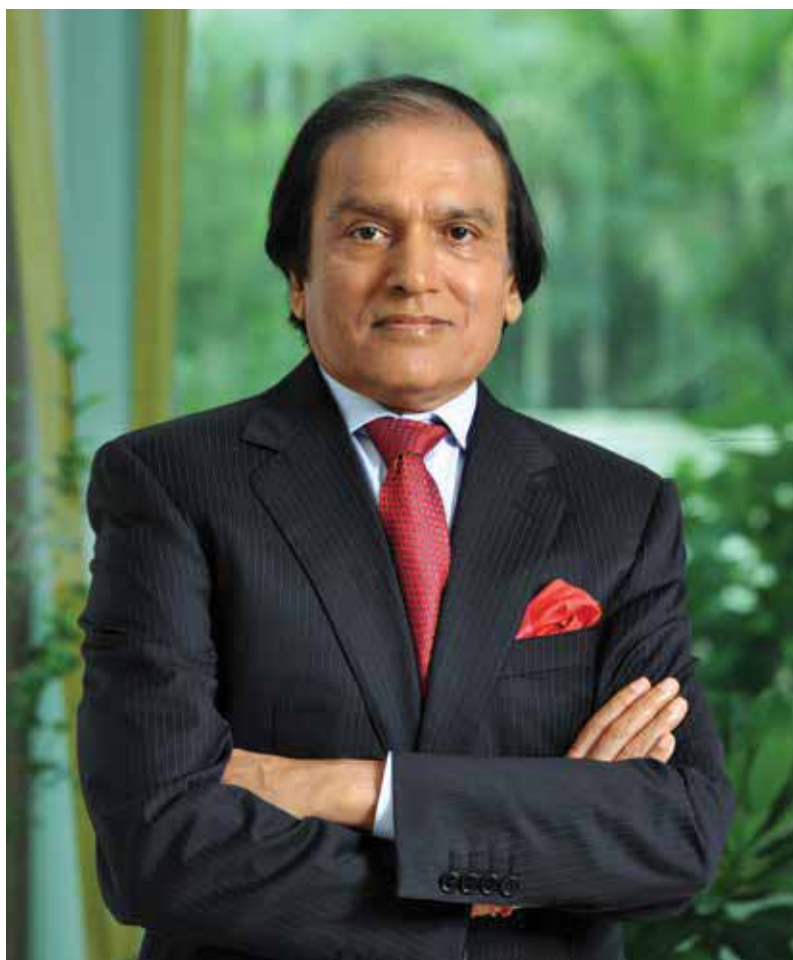
line and generate stronger returns and continually strive to reduce overheads wherever possible.

We believe this can only be achieved through the vital efforts of our employees who deliver best-in-class performance. I would like to thank the Ruchi Soya team for their hard work and dedication throughout the year. I would also like to thank our shareholders, bankers and financial institutions for their unwavering trust in us.

Regards,

Kailash Shahra
Chairman

Message from the Managing Director



We are optimistic about our performance and have oriented ourselves to further brand development. Recognising that there is a vast potential in India for branded goods that offer consistent value to discerning consumers, we are positioning ourselves to increase our brand visibility and retail presence across the country.

Dear Friends,

India's FMCG sector is transforming rapidly, driven by lifestyle changes across various consumer classes in India, especially the evolving tastes and preferences of the Indian middle class. These changes continue to open up opportunities to organisations that are geared to innovate and meet this dynamic demand.

At Ruchi Soya, we have had the good fortune to be able to nourish and provide for our country for many generations. This is only possible because we have anticipated future needs and adjusted ourselves accordingly.

We began our experiments with soya initially, and went on to become one of the leading edible oil companies in the overall refined oil- in-consumer packs (ROCP) segment in India. With a leading market share in this segment, we continue to evolve into a farm-to-fork integrated entity today.

PERFORMANCE IN 2013-14

The business environment was challenging during the financial year 2013-14 mainly on account of an anomaly in India's import duty regime for oils, a lower soya crop due to unfavourable monsoons, and increased hedging costs that were consequently faced.

However, our balanced and integrated business model has insulated us to some degree as our focus is on the higher end of the value chain. This strategy has aided us in combating these challenging business conditions. We have also diversified into additional agri-product offerings that have a relatively inelastic export demand to help us maintain our revenues.

Going forward, we are optimistic about our performance and have oriented ourselves to further brand development. Recognising that there is a vast potential in India for branded goods that offer consistent value to discerning consumers, we are positioning ourselves to increase our brand visibility and retail presence across the country.

GROWTH STRATEGY

This year, we are anticipating our growth to emanate from the following five-pronged strategy:

Firstly, until India is able to improve its domestic output, the demand-supply

gap will continue to increase. This year we are expecting a larger import dependence and we will be able to better handle these imports due to our strategic manufacturing presence at various ports. Our strength lies in supply chain management and multi-process technology which will aid us to serve our customers efficiently. We will continue to utilise our competitive position to expand our market share and provide efficient pricing to the consumers.

Secondly, as mentioned earlier, branded edible oils as a category has been witnessing tremendous growth. There is significant headroom for enhanced focus on our branded sales. Our investments in brands and distribution will give us a sustainable outlet to our processing and imports.

Thirdly, in keeping with our continuous drive for innovation, we are looking to deliver new and differentiated products to the market. This will include oils that are fortified with vitamins for the health conscious consumers. We are also introducing soya foods that have been improvised to cater to the ready-to-cook food segment in India, which is growing leaps and bounds due to urbanisation.

Fourthly, we will continue to expand our backward integration strategy through development of palm plantations in India.

Finally, we have envisaged the growth potential in related businesses by leveraging our sourcing expertise in agriculture commodities, processing capabilities and our international distribution strengths. We are diversifying into other agri-commodities and are looking to be India's premier agricultural and FMCG company.

PARTNERSHIPS FOR SUSTAINABLE GROWTH

Customers today are increasingly turning to nutrition and quality food. We have fostered partnerships and delivered focused investments to meet our long-term strategic intent

to generate enduring growth, going forward.

Strategic partnerships are founded on long-term goals. We share our strengths with our partners and co-creators and are happy to invest in our mutual success. We have charted a joint venture (JV) with J Oil Mills and Toyota Tsusho Corporation for the production and marketing of value-added and functional edible oils. The soya processing business at Shujalpur, Madhya Pradesh, is now a part of the JV.

We have also partnered with DJ Hendrick International, a Canadian Non-Genetically Modified research organisation and KMDI, a Japanese supply chain company of food grade soyabeans. This JV aims to develop and distribute high-yielding non-genetically modified soyabean seeds in India through a systematic breeding programme.

Adding to our diversification strategy, we are now ready to seize opportunities in the processed foods sector through our processed tomato food venture with Kagome Co. Ltd and Mitsui & Co. Ltd. Our JV plant at Nasik in Maharashtra will strive to meet the needs of the rapidly advancing food industry.

All in all, we have strengthened our branding initiatives and bolstered our distribution network across the country. We are committed to deliver quality products in all our diversified and differentiated offerings. For this purpose, we have partnered with the best global companies in our business segments and our integrated operations continue to help us enhance our efficiencies.

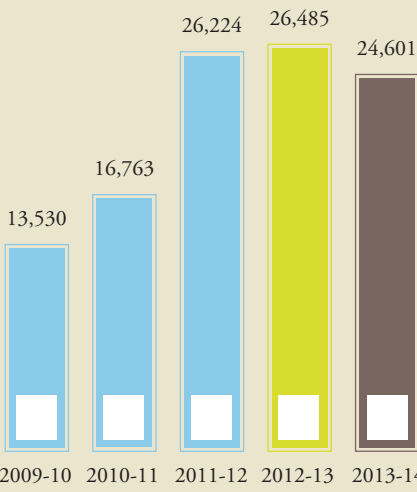
We are certain that these initiatives will help us add value to all our stakeholders.

Regards,

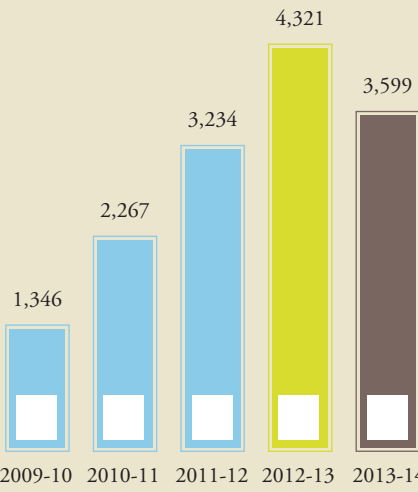
Dinesh Shahra
Managing Director

Performance Highlights

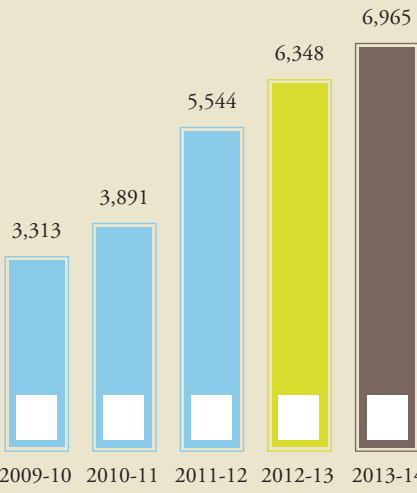
Total Revenue ₹ in crore



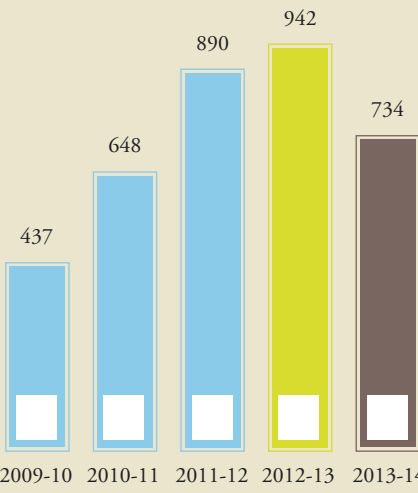
Export Sales ₹ in crore



Branded Sales ₹ in crore

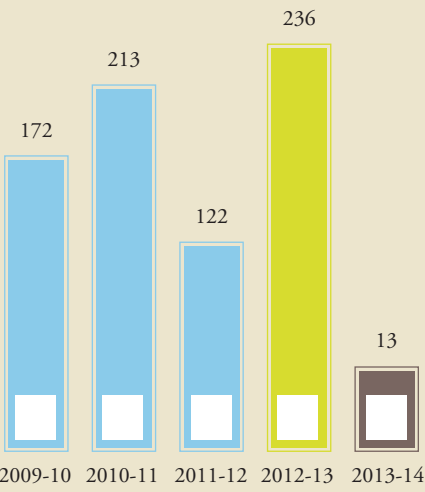


EBITDA ₹ in crore



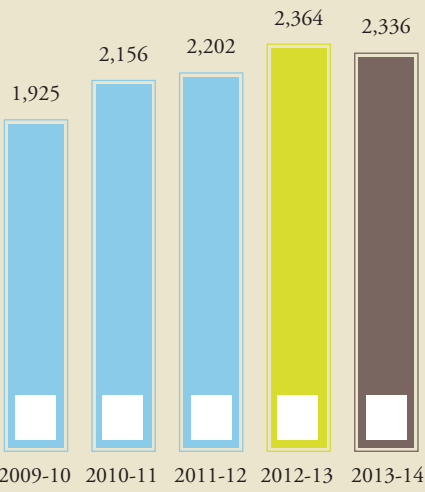
PAT

₹ in crore



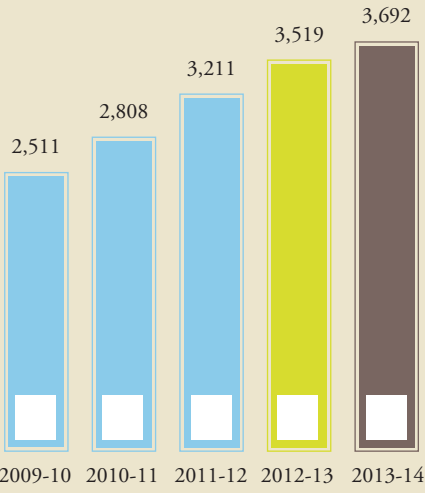
Net Worth

₹ in crore

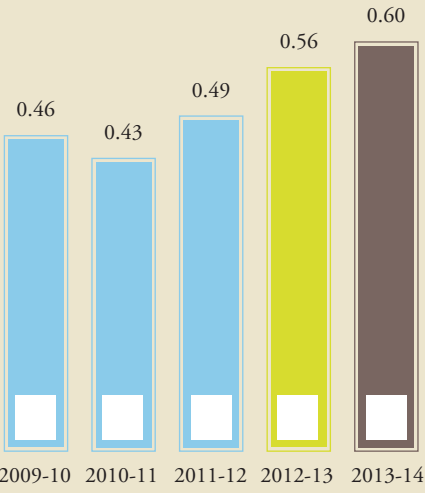


Gross Fixed Assets

₹ in crore



Long-term debt-equity ratio



Partnerships for sustainable growth

STRIVING TOWARDS BETTER HEALTH AND WELL-BEING FOR THE NATION





'Mahakosh' will now have additional health benefits of Vitamin A and D.

Eating healthy is gaining more and more importance globally. Indian consumers too, are demanding world class products offering health and well being. We are determined to continue our focus on quality offerings. We are looking to maintain our leadership position in edible oil by catering to new and dynamic demand by providing healthy alternatives and enhanced product offerings.

JOINT VENTURE WITH J OIL MILLS AND TOYOTA TSUSHO CORPORATION

Ruchi Soya has a Joint Venture (JV) with J Oil Mills and Toyota Tsusho Corporation for the production and marketing of high quality, functional edible oils. We have transferred the soya processing business at Shujalpur, Madhya Pradesh to the JV.

VENTURE OBJECTIVE

- We will expand our product portfolio by creating value-added and healthier products.
- Ruchi Soya will provide the raw materials and necessary marketing and distribution assistance to the JV and the partnership will benefit from technical and managerial expertise of its Japanese partners.
- We will introduce new innovative product offerings to Indian consumers.

PARTNERSHIP WITH 'CECOEDECON' AND 'GAIN' FOR THE FORTIFICATION OF MAHAKOSH SOYABEAN OIL

We have spearheaded the project on 'Soyabean oil fortification' in Madhya Pradesh. Under this project, the largest selling soyabean oil brand in the state 'Mahakosh,' now contains additional health benefits of Vitamin A and D.

The Centre for Community Economics and Development Consultants Society (CECOEDECON) has been working on 'Soyabean oil fortification' in collaboration with the United Nations affiliated body, Global Alliance for Improved Nutrition (GAIN) and edible oil manufacturers in Madhya Pradesh. Under this project, soyabean oil is fortified with the essential vitamins A and D.


The objective of the soyabean oil fortification project in Madhya Pradesh is to reduce health-related problems arising due to Vitamin A and D deficiencies in India.

Partnerships for sustainable growth

QUEST FOR BETTER YIELD



At Ruchi Soya, we consider soyabean a critical nutrient for Indians to fight malnutrition, and provide the growing Indian population with the requisite calorific values and take a step closer to food security for the nation. Soyabean is and will continue to remain a key oilseed for India's population. In keeping with this vision, we have ventured into the research and production of high-yielding, non-GM soyabean in India.



Ruchi Soya wishes to continually play its part in providing food security to its country. In the 1960's, the Shahra family introduced the soyabean seed to the farmers of India. Today, we are embarking on a research project that will aim to improve the productivity of the same seed to bring it in line with global averages. With a concerted and dedicated effort, we are hoping to improve the overall yield potential and production of non-GM soyabeans in India. This project recognises the importance of soyabeans to India as a key oilseed that has the ability to fight malnutrition and provide the growing population with the requisite calorific values.

DRIVING SOYABEAN YIELD

We entered into a joint venture with D J Hendrick International Inc, a Canadian soyabean research corporation and Center of Excellence for development of healthy non-genetically modified (non-GM) soyabean and KMDI International, a Japanese supply chain provider and marketer of high quality food grade soyabeans. This venture will bring together global expertise and know-how from Indian, Canadian and Japanese firms and strive to boost soyabean productivity and oil yield in India.

The JV plans to research, produce, market and distribute high yielding non-GM soyabean seeds with higher

oil percentage and nutritional value. A comprehensive marketing and distribution programme of the soyabean seeds that are researched and bred is under way in a phased manner. We aim to create a positive impact on the lives of Indian farmers by bringing to them the best crop management practices for soyabean varieties tailored for different agro-climatic zones in India.

India is a net importer of soyabean oil and imports almost 1.2 million MT annually. Soyabean oil consumption is rising at a much rapid pace than the local production. India produces an average of 1.017 MT of soyabean per hectare. Productivity in India is far lower compared with the global average at 2.5 MT per hectare. The JV aims at inching towards the global standard of productivity, thereby India may produce more from the existing resources and aim at reducing edible oil imports.

RUCHI SOYA PARTNERS A GLOBAL SUSTAINABILITY INITIATIVE

Farmer livelihood development has always been at the core of corporate philosophy of Ruchi Soya. We are proud to be a partner in introducing India's first long-term sustainability programme which will enable Indian soya cultivators to obtain necessary certification for their sustainable ways and practices of cultivation. This

initiative is part of a global alliance that aims at rewarding Indian farmers for their efforts towards sustainability.

Ruchi Soya has joined hands with global partners, such as RF Solutions, ProTerra Foundation and Solidaridad to support and increase sustainably produced soya in India for international markets. The European Union has emerged as the main buyer of non-GMO soyabeans and sustainably produced soya derivatives, such as lecithin and soya meal. There has been an increasing demand for sustainable soya derivatives sourced from India. Ruchi Soya with its partners has organised training for Indian farmers for conservation of resources towards sustainability. The initiative has benefited thousands of farmers participating in the programme.

Better yield

We also envision an increase in the supply of specially designed functional, nutritious and affordable soya food products for the population, especially women and children. This is aligned to the Company's business objective of making and building a healthy India.

Partnerships for sustainable growth

CONSISTENT FOCUS ON ATTRACTIVE OPPORTUNITIES





India is the second largest producer of tomatoes and yet it is one of the major importers of processed tomato products. India processes only one percent of the total domestic produce, while the US and China process to the extent of 90% and 50%, respectively. This means, India, despite being the second largest tomato producer, has 99% of its domestic production unprocessed due to several reasons. At Ruchi, we are ready to explore this untapped opportunity and create more value for our customers.

FORWARD FOCUS

Living by its vision of nourishing India, Ruchi Soya has entered into a JV with Kagome Co. Ltd, a leading tomato product company of Japan and Mitsui & Co. Ltd, one of the world's largest trading, investment and services companies. The JV, Ruchi Kagome, with a manufacturing plant at Nashik in Maharashtra, is in process to commence commercial production by 2015.

Ruchi Kagome plans to partner with farmers to take Indian tomatoes to global standards and enable India to create an import substitution. The Company aims at handholding farmers by introducing better yielding seeds, facilitating education and global knowledge transfer, besides setting up support centres for local tomato producers. We thus envision bringing a 'tomato revolution' to transform the Indian tomato market.

Through this JV, we aim to launch a range of tomato products like premium tomato puree, sauces and ketchup, based on world class technology. These products will be marketed at first in food processing (business to business) segments in select markets and may be subsequently launched in the retail segment.

₹ 44 Cr

Initial investment for setting up the manufacturing plant in Maharashtra

Contributing to Empowerment

'Empowerment' is embedded in our vision of a self-reliant society. We work closely with the community and collaborate with NGOs to work relentlessly in our focused areas of Education, Health and Women's Empowerment. Our social initiatives are executed through Shri Mahadeo Shahra Sukrat Trust (SMSST) and Dinesh Shahra Foundation.

85.3 MW

Ruchi Soya has also ventured into renewable energy, having set up a cumulative 85.3 MW of wind power



Participants sharing their experiences during the Cataract Detection Camp organised by the Dinesh Shahra Foundation, December 2013

OUR EMPOWERMENT AGENDA IS BASED ON THE FUNDAMENTALS OF:

- Giving back to society
- Working as facilitators and enablers
- Working with the people
- Taking a participatory approach

BENEFITING LOCAL FARMERS IN OIL PALM CULTIVATION

The Company works closely with farmers in Andhra Pradesh, Gujarat, Mizoram, Tamil Nadu, Odisha, Karnataka and Chhattisgarh and maintains 22 nurseries with 3.39 millions seedling stocks for its plantations at the oil palm division.

The tripartite agreement between Ruchi, the state governments and farmers grants exclusive rights to the Company to procure fresh fruit bunches (FFBs) from farmers, who are paid fortnightly by direct bank transfers. This eliminates intermediaries and benefits farmers with prices in line with global markets.



Immediate relief being delivered by volunteers of Ruchi Soya in the flood affected parts of Odisha, October 2013

ORGANISING EYE CHECK-UP AND CATARACT CAMPS

The Dinesh Shahra Foundation and Shri Mahadeo Shahra Sukrat Trust organised the 11th free eye check-up and cataract detection camp for villages in Raigad district in Maharashtra. More than 200 people were benefited. Sixty six patients were detected with cataract and received assistance for a corrective surgery.

REDUCING CARBON FOOTPRINT

Ruchi Soya has also ventured into renewable energy, having set up a cumulative 85.3 MW of wind power generation turbines at 11 locations across the country.

Awards and Accolades



Mr. Sarvesh Shahra, Business Head, FMCG and Specialty Ingredients, Ruchi Soya Industries Limited; Mr. Sumikazu Umeda, President & CEO of J-Oil Mills; Mr. Dinesh Shahra, Founder and MD of Ruchi Soya Industries Limited and Mr. Yoshiki Miura, Managing Director of Toyota Tsusho Corporation announcing the Joint Venture of Ruchi Soya with J Oil Mills and Toyota Tsusho Corporation, June 2013



Mr. Dinesh Shahra, MD Ruchi Soya receives CSR Award from Mr. Naveen Patnaik, Hon'ble Chief Minister, Odisha, August 2013



Mr. Jayant Kumar Banthia, Chief Secretary, Govt of Maharashtra hands over Dun & Bradstreet Award to Mr. Dinesh Shahra as Ruchi Soya emerges as the top Food and Agro Processing Company in India, May 2013

- Ruchi Soya Industries was bestowed with the top Indian Company under the sector Food and Agro Processing at the Dun & Bradstreet Corporate Awards; the Award was conferred in May 2013. We were selected as one of the top companies in the Food and Agro Processing Business sector, based on our performance in business, profitability, efficiency, leverage, solvency and corporate governance norms.
- Ruchi Soya has been featured in the Global Powers of Consumer Products 2014 report issued by Deloitte, showcasing the top 250 consumer products companies globally. Ruchi Soya ranks among the 50 fastest growing consumer companies globally and leads among the only two companies from India.
- Ruchi Soya has been granted the status of India's largest processor in the Indian edible oil industry by Solvent Extractors' Association in an event held in September 2013
- Ruchi Soya was honoured as India's largest exporter of soya meal during the Globoil, held in September 2013.

Directors' Report

Dear Shareholders,

Your directors have pleasure in presenting the Twenty Eighth Annual Report together with the Audited Statement of accounts of the Company for the year ended March 31, 2014.

FINANCIAL RESULTS

(₹ in crore)

	2013-14	2012-13
Total Revenue	24,601.08	26,484.85
Profit before depreciation, amortisation, impairment and tax	203.15	457.81
Depreciation, amortisation and impairment expenses (net)	164.49	154.26
Profit before taxation and exceptional item	38.66	303.55
Exceptional Item	11.06	-
Profit before taxation	49.72	303.55
Tax expenses	35.67	58.80
Tax for earlier years (net)	0.63	8.48
Profit after taxation	13.42	236.27
Balance brought forward from previous year	907.02	708.40
Amount available for appropriation	920.44	944.67
APPROPRIATION		
General Reserve	10.00	25.00
Proposed dividend - Preference	0.12	0.12
- Equity	5.34	10.69
Dividend distribution tax	0.93	1.84
Balance as at end of the year	904.05	907.02
	920.44	944.67

DIVIDEND

Your directors recommend dividend on 2,00,000 6% Non Convertible Redeemable Cumulative Preference Shares of ₹ 100/- each.

Your directors also recommend dividend of 8% (₹ 0.16 per share on face value of ₹ 2/-) on equity capital of ₹ 66.81 crore for the year under review as against 16% (₹ 0.32 per share on face value of ₹ 2/-) for the previous year. The total cash outgo on account of equity and preference dividend and tax thereon amounts to ₹ 6.39 crore as against ₹ 12.65 crore in the previous year.

OPERATIONS

During the year under review, the Total Income (Revenue) of your Company has decreased to ₹ 24,601.08 crore from ₹ 26,484.85 crore in the previous year. The Profit after tax of ₹ 13.42 crore was recorded during the year as against ₹ 236.27 crore in the previous year. The anomaly in import duty structure entailing higher landed cost of crude palm products for the domestic refining industry and the consequent lower capacity utilisation and profitability, poor arrival of soya seeds in the market resulting in lack of commercial parity for crushing and increase in foreign currency hedging cost during the year, have primarily contributed to decline in profitability.

JOINT VENTURES

During the year, the Company has entered into a joint venture with J Oil Mills and Toyota Tsusho Corporation, Japan and formed a subsidiary company named Ruchi J-Oil Private Limited to manufacture and market high quality, functional edible oils in niche market for premium edible oils in India during the year 2015.

The Company has also entered into a joint venture with Kagome Co. Ltd. and Mitsui & Co. Ltd. Japan, with plans to launch premium tomato puree, sauces, ketchup and other world class tomato products in India. The joint venture company Ruchi Kagome Foods India Private Limited is estimated to commence commercial production during the year 2015.

The Company has also entered into a joint venture with D J Hendrick International Inc, a Canadian soyabean research corporation and center of excellence for development of healthy non genetically modified (Non GM) soybeans and KMDI International, a Japanese supply chain company to develop and commercialise speciality soybean seeds in India, with a view to have higher productivity, yield in terms of oil content, protein content and other key nutraceutical /nutritional compounds.

We believe that the joint ventures with reputed organisations have not only great potential to cater to the growing needs of

₹4,843.68 crore

The Company exported products of ₹ 4,843.68 crore during the year under review as compared to ₹ 5,788.57 crore in the previous year.

Indian consumers, farmers and other stakeholders but also and to have a far reaching impact in the market place in the times to come. This will also enable the company to strengthen the core business activities and improve the competitive edge.

ACQUISITION PROPOSAL

During the year under review, the Company has entered into a Business Transfer Agreement with Ruchi Infrastructure Limited to acquire its oil refinery business being run at its plant situated at Kakinada in the state of Andhra Pradesh as a going concern with assets/ liabilities thereof. Such acquisition will strengthen the presence of the Company in south eastern region of the country.

EXPORTS

The Company exported products of ₹ 4,843.68 crore during the year under review as compared to ₹ 5,788.57 crore in the previous year. The decline in export was mainly due to lower soya crop size and availability of soya beans in the market place for crushing.

FUTURE OUTLOOK

Keeping in view the improved business sentiments, the economy showing signs of better growth in the coming years and the partial corrective measures taken by the Government in January 2014 against the anomaly in import duty structure relating to palm segment, we expect better utilisation of productive capacities of domestic refining and performance. We also hope that the advancing of monsoon in July 2014 in the soya seed growing areas will help the sowing season and lead to better than expected crop production in the current year. We believe that better business environment will entail better capacity utilisation and higher export volumes. Considering the growing trend in the industry and our strong focus, we anticipate that the branded sales segment is also expected to be higher in the current year. We are hopeful of improved performance in the current year.

Keeping in view the vast potential in the edible business and growing consumption across the population, the company is supportive of the view of the industry that consistent and conducive domestic tariff policies will facilitate domestic value addition, investment into the productive and its dependent sectors and overall growth of the economy. In view of our growing strengths in the sourcing, processing, logistics and distribution activities in India, your Company expects to sustain the leadership position in the times to come.

The Company will continue to focus on growing the front end and back end activities of the integrated business model with a view to have better visibility of end products in the market place across the spectrum and sustainable sourcing and origination capabilities to improve margin on the value chain. The company is in the process of introducing new and value added products with a blend of taste, variety, health and wellness to cater to changing preferences of consumers. The strategy is oriented towards greater visibility in the market place and closeness to customers across regions. We trust the results and impact will be clearly visible in the market place in the times to come to enable us to continue to grow higher than the growth rate of the segment.

The Company is in the process of enlarging/extending its presence in the agri product portfolio involving connectivity with farming community for procurement, processing and export with value addition. The extension enables us to enter into complimentary areas to leverage sourcing strengths (agri commodities) and international distribution network with a view to sustain a growing relationship with our international customers and domestic farming community.

DIRECTORS

Mr. Vijay Kumar Jain retires by rotation in accordance with the provisions of Articles of Association of the Company and being eligible, offers himself for re-appointment.

The Company is in receipt of notices in terms of provisions of section 160 of the Companies Act, 2013 proposing candidature of Mr. Sajeve Deora, Mr. Navin Khandelwal, Mr. Prabhu Dayal Dwivedi and Mr. N. Murugan as Independent Directors.

Mr. Sanjeev Kumar Asthana has resigned from the Board with effect from August 11, 2014. The Board of Directors at its meeting held on August 14, 2014 placed on record a note of appreciation for the contribution made by Mr. Sanjeev Kumar Asthana during his tenure with the Company.

EMPLOYEE STOCK OPTION SCHEME (ESOS)

The Company had introduced Employee Stock Option Scheme, 2007 (referred to as "the scheme") to enable the eligible directors/employees of the Company and its subsidiary to participate in the future growth of the Company.

The necessary disclosures required in terms of Securities & Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 in regard to such Scheme of your company are enclosed herewith as Annexure 'A' forming part of this Report.

SUBSIDIARY COMPANY

During the year, the Company has set up 'Ruchi J-Oil Private Limited' a subsidiary company and 'Ruchi Hi-Rich Seeds Private Limited, a step down subsidiary company to carry out the joint venture activities as mentioned above. The Company has also formed a wholly owned subsidiary company 'RSIL Holdings Private Limited' to hold investments of the Company.

Particulars of Subsidiaries/step down subsidiaries of the Company as on date and as at March 31, 2014 are as under:

1. Ruchi Worldwide Limited (Subsidiary)

2. Mrig Trading Private Limited (Subsidiary)
3. Gemini Edibles & Fats India Private Limited (Subsidiary)
4. Ruchi J-Oil Private Limited (Subsidiary)
5. RSIL Holdings Private Limited (Subsidiary)
6. Ruchi Hi-Rich Seeds Private Limited (Step-down subsidiary)
7. Ruchi Industries Pte. Limited (Subsidiary)
8. Ruchi Ethiopia Holdings Limited (Subsidiary)
9. Ruchi Agri Plantation (Cambodia) Pte. Limited (Step-down subsidiary)
10. Ruchi Agri Trading Pte. Limited (Step-down subsidiary)
11. Ruchi Agri SARLU (Step-down subsidiary)
12. Ruchi Agri PLC (Step-down subsidiary)
13. Palmolein Industries Pte. Ltd. (Step-down subsidiary)

In compliance with the conditions of General Circular No. 2 dated February 8, 2011 issued by the Ministry of Corporate Affairs, Government of India, read with provisions of Section 212 of the Companies Act, 1956, the requisite disclosures pertaining to the subsidiaries/ step down subsidiaries form part of the consolidated Balance Sheet attached herewith. Hence, the annual accounts of the subsidiary companies, directors' and auditors' reports thereon, do not form part of the Annual Report of the Company.

The Company undertakes to provide annual accounts of the subsidiary companies and the related detailed information to shareholders of the holding and subsidiary companies seeking such information at any point of time. The annual accounts of the subsidiary companies shall also be kept for inspection by any shareholder in the registered office of the holding company and of the subsidiary companies concerned.

CORPORATE GOVERNANCE

The Company has in practice a comprehensive system of corporate governance. A separate Report on Corporate Governance forms part of the Annual Report. A certificate of the Company's Statutory Auditors regarding compliance of the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is annexed to the Report on Corporate Governance.

DIRECTORS' RESPONSIBILITY STATEMENT

As stipulated under Section 217 (2AA) of the Companies Act, 1956, your directors subscribed to the "Directors' Responsibility Statement" and confirm that:

- (i) To prepare the annual accounts, the applicable Accounting Standards have been followed along with proper explanations relating to material departures;
- (ii) The Directors had selected appropriate accounting policies and applied them consistently; they made reasonable and prudent judgment and estimate to give a true and fair view of the Company's state of affairs at the end of the financial year 2013-14 and of the Company's profit for that period;
- (iii) Proper and sufficient care has been taken to maintain adequate accounting records in accordance with the

provisions of the Companies Act, 1956 and the applicable provisions of the Companies Act, 2013 to safeguard the Company's assets, and to prevent and detect fraud and other irregularities

- (iv) The Directors have prepared the accounts for the financial year ended March 31, 2014 on a 'going concern' basis.

PARTICULARS OF EMPLOYEES

Particulars of employees as required to be furnished pursuant to Section 217 (2A) of the Companies Act, 1956, read with the rules thereunder, form a part of this Report. However, as per the provisions of Section 219(1)(b)(iv) of the Companies Act, 1956, the reports and accounts excluding the statement of particulars of employees, are being sent to the Company's all shareholders. Any shareholder interested in obtaining a copy of the report may write to the Company Secretary.

ENERGY, TECHNOLOGY & FOREIGN EXCHANGE

Information required under Section 217(1)(e) read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is given in the Annexure 'B' forming part of this Report.

FIXED DEPOSITS

The Company has not accepted any deposits from the public during the year under review.

AUDITORS

The Statutory Auditors M/s. P.D. Kunte & Co., Chartered Accountants, retires at the forthcoming Annual General Meeting and are eligible for re-appointment.

The Branch Auditors M/s. B. Bhushan & Co., Chartered Accountants retire at the forthcoming Annual General Meeting. M/s K. R. & Company, Chartered Accountants are proposed to be appointed as Branch auditors in place of M/s B. Bhushan & Co. to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.

M/s. K. G. Goyal & Co. Cost Accountants (Registration No. 00017/07/2008) have been re-appointed to conduct audit of the cost accounting record of the Company for the financial year 2014-15.

ACKNOWLEDGEMENT

Your directors place on record their gratitude for the valued support and assistance extended to the Company by the Shareholders, Banks, Financial Institutions and Government Authorities and look forward to their continued support. Your directors also express their appreciation for the dedicated and sincere services rendered by employees of the Company.

For and on behalf of the Board of Directors

Place : Mumbai
Date : August 14, 2014

Kailash Shahra
Chairman

Annexure 'A'

Information regarding the Employee Stock Option Scheme – 2007 (as on March 31, 2014)

a)	Number of options granted till March 31, 2014	: 34,17,500
b)	Pricing formula	: As decided by the Nomination and Remuneration Committee.
c)	Number of options vested during the year	: 1,89,150
d)	Number of options exercised during the year	: 1,23,850
e)	Number of shares arising as a result of exercise of options (during the year)	: 1,23,850
f)	Number of options lapsed/cancelled during the year	: 1,23,950
g)	Variation in terms of options	: Nil
h)	Money realised by exercise of options (during the year)	: ₹ 43,34,750/-
i)	Number of options in force as at March 31, 2014	: 3,33,000
j)	Employee wise details of options granted to	
	i) Senior managerial personnel	: 6,16,000 options in aggregate have been granted to senior managerial employees (including eligible directors).
	ii) Employees who were granted Options amounting to 5% or more of the Options granted during the year 2013-14.	: None
	iii) Employees who were granted Options in any one year equal to or exceeding 1% of the Company's issued capital	: None
k)	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of options calculated in accordance with Accounting Standard 20- 'Earnings per share'.	: ₹ 0.40
l)	Where the company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that would have been recognised if it had used the fair value of the options, shall be disclosed. The impact of this difference on profits and on the company's EPS shall also be disclosed.	: Not applicable
m)	Weighted-average exercise prices and weighted-average fair values of options.	Weighted-average exercise price is ₹ 35.00 per share Weighted-average fair value of options is ₹ 81.49 per share
n)	A description of the method and significant assumptions used during the year to estimate the fair values of options, including the following weighted-average information:	: The Company has given full weight to the price of the underlying share in market at the time of grant of option.
	(i) Risk-free interest rate	
	(ii) Expected life	
	(iii) Estimated volatility	
	(iv) Anticipated dividends	
	(v) Price of the underlying share in market at the time of option grant.	

Annexure B

Information under Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988, and forming part of the Directors' Report.

I. CONSERVATION OF ENERGY

The Company has been laying emphasis on the conservation of energy and taking several measures like effective control on utilisation of energy and regular monitoring of its consumption etc. The adoption of these measures to conserve energy has resulted in saving of the same.

	2013-14	2012-13
(A) Power and Fuel Consumption		
1. Electricity		
(a) Purchase		
Unit	14,39,48,652	15,69,65,430
Total Amount (in ₹)	94,71,01,774	99,65,58,436
Rate / Unit	6.58	6.35
(b) Own generation (excluding windmill)		
Through Diesel Generator		
Unit (KWH)	27,28,145	64,65,683
Units per litre of Diesel Oil	2.74	3.01
Cost/Unit (₹)	20.72	15.62
2. Coal		
Quantity (Metric tonne)	3,08,105	3,16,091
Total Cost (₹)	1,30,91,96,131	1,43,39,08,260
Average Rate (₹)	4249.19	4536.38
3. Others (Diesel/SKO & LDO)		
Qty. (litre)	9,97,206	21,47,694
Total Amount (₹)	5,65,37,261	10,09,76,748
Average Rate (₹)	56.70	47.02
(B) Consumption per unit of production		
Electricity (Unit)	43.21	40.22
Coal (Metric tonne)	0.09	0.08
Diesel (litre)	0.29	0.53

II. TECHNOLOGY ABSORPTION

(A) Research & Development (R&D)

1. **Specific areas in which R&D carried out by the company**

The Company has carried out R&D work for developing new products and for improvement in the quality of the existing products of the Company.

2. **Benefits derived as a result of R&D**

The continuous improvement in the process to manufacture different products has helped the Company to market the quality products and expand its market. The products have gained consumer affinity.

3. **Future plan of action**

The Company will continue to pursue R&D work for textured soya protein, soya snack and to develop new products.

4. **Expenditure on R&D**

Expenditure incurred on research and development are charged under primary heads of accounts and not allocated separately.

(B) Technology absorption, adaptation & innovation

1. **Efforts in brief made towards technology absorption, adaptation and innovation**

The Company has through its R&D, developed the process of textured soya protein and soya snack which has already been absorbed and adapted.

2. **Benefits derived as a result of the above efforts**

Product improvement, cost reduction and product development.

III. FOREIGN EXCHANGE EARNINGS & OUTGO

The Company has already established an export market for its products and has been taking keen interest for developing new export market for its products and to increase exports.

During the year, the foreign exchange earned was ₹ 4,843.68 crore (Previous year ₹ 5,788.57 crore) and the foreign exchange outgo was ₹ 8,283.83 crore (Previous year ₹ 9,761.45 crore).

For and on behalf of the Board of Directors

Place : Mumbai
Date : August 14, 2014

Kailash Shahra
Chairman

Management Discussion and Analysis Report

INDUSTRY STRUCTURE & DEVELOPMENT

The primary business of your Company is processing of oilseeds and refining of crude oil for edible use. The Company also produces oil meal, food products from soya and value added products from downstream and upstream processing. The domestic edible oil consumption has been steadily growing with per capita consumption of approx. 15 kg (2013-14), it still remains far below the estimated world average per capita consumption of around 22 kg. The demand drivers include consistent GDP growth rate over a period of time, demographic profile, urbanisation, consumer tastes and preferences etc. However, the supply growth has been primarily lower due to relative stagnancy in the domestic oil seed output, thereby resulting in higher import volumes. In view of the demand-supply gap, over 60% of the domestic edible oil consumption is met by imports, with Palm and Soya oil accounting for over 85% of the imported volume. The domestic soya crop production was marginally lower, around 11 million MT in India during the year under review. The oil meal, produced as a result of processing of oil seed, is essentially consumed as poultry, fish and cattle feed. A substantial part of soya meal is generally exported to the Asian region even though the domestic demand is growing.

During the year under review, the international economic situations, coupled with policy actions have influenced domestic business sentiments. The palm segment continues to maintain the overall share of over 70% of the imported vegetable oil in the country, due to favourable price dynamics and higher demand of the cost conscious consuming population in the country. The Government of India had raised import duty on crude palm products in January, 2013 without raising duty on imported refined oil, resulting in cost pressures for the highly competitive domestic refining industry and promotion of refined products to

India (thereby benefiting overseas refining industry), contrary to the general policy expectation of encouraging domestic industry (and the associated dependent sectors) and promoting domestic value addition. While the anomaly was partially rectified in Jan 2014, for a substantial period of the year under review, higher landed cost of imported crude oil for refinery operations and the lower capacity utilisation of refinery units have adversely impacted the operating performance of the port based domestic refining industry during 2013-14 and also the investments in manufacturing capacities, despite a strong consumption growth and a case for value addition.

Also, volatility in the exchange rate of Indian currency more particularly during the first half of 2013-14 with a sharp depreciation in the value of Indian rupee has rendered hedging cost higher as compared to previous year.

The domestic Soybean crop which was estimated to be over 12 million MT initially, was revised downwards to less than 11 million MT due to unusual rains during the fag end of the crop season ended September 2013. The poor arrival of soya seeds market and disparity in processing have led to lower capacity utilisation and contribution of the crushing units during the peak season for crushing i.e October 2013 to March 2014.

Your company's performance for the year 2013-14 may be viewed in the context of the above mentioned economic/market environment and sluggish GDP growth of less than 5% for the second year in succession.

INDUSTRY OUTLOOK

The Indian economy is showing signs of strength, backed by improvement in overall business sentiments. Due to strong demand for the edible oil and food products, we expect the consumption to grow and to increase our market share, with better profitability and sustained performance. According to the industry estimates, the production of oil seed is around 28 to 30 Million tonnes with yield of only 1000 to 1100 kg per hectare. The domestic production of edible oil is around 7.5 million tonnes against the demand of around 19 million tonnes, rendering the import to bridge the demand – supply gap and the domestic refining industry to have a major role to play in the edible oil segment.

The domestic refining industry is operating on highly competitive terms to offer economical prices of refined edible oils to Indian consumers. Any adverse landed cost of inputs due to domestic duty structure would adversely impact the functioning of the refining industry and its associated dependent sectors. Considering the global economic scenario and encouraging business conditions in domestic markets, the industry hopes that the Government of India would set (and

~15 kg

The domestic edible oil consumption has been steadily growing with per capita consumption of approx. 15 kg (2013-14), it still remains far below the estimated world average per capita consumption of around 22 kg.

review from time to time, as may be required) tariff policy so as to stimulate the domestic industry on a consistent basis and harmonise the interest of domestic farmers, processors and consumers through appropriate and differential import duties between import of crude and refined oils. The industry further hopes that the Government would proactively respond to global factors and genuine requests of the industry on a regular basis so as to foster domestic manufacturing growth and to prop up investments in the domestic manufacturing sector, given the vast potential of edible oil consumption in India.

Keeping in view the growing demand of Palm Oil and augmentation of the domestic supply, the Government of India and State Governments have identified potential areas for oil palm cultivation and taken measures to promote oil palm cultivation and processing in India. It is believed that the above will benefit farmers with better income, reduce import bill of edible oil, support domestic industry and promote regional development. As the effective oil yield per hectare of palm is far higher than any other oil seeds, the encouragement will entail increase in the sustainable sources of supply of domestic edible oil and will be beneficial to the stakeholders in the long run.

The overall demand for edible oil has been growing and the incremental demand –supply gap is increasingly met by imports. While the domestic land for production of oil seeds, has been relatively stagnant due to alternative land use for production of food grain and other annual crops, there is an urgent need to explore augmentation of different oil seeds supply across regions. Given the growing dependency of imports for such a basic commodity of mass consumption, it is believed that strong and speedy policy actions such as amendments in relevant laws for stimulating investments and reduction of transaction costs, use of technology and mechanisation for fostering productivity and conservation of natural resources, steps for remunerative prices of products for farmers without consumer price increase, better agri infrastructure connectivity between production, storage, distribution and supply in the market place, rationalisation and cash transfer of subsidies to deserving beneficiaries etc. would be needed to boost higher growth of domestic supply.

Also, encouragement should be given for research and innovation in the area of improvement in yield and productivity of edible oil seeds. While this may be viewed as a long term initiative, the attention and investment in this regard would be much needed given the immense potential for a substantial growth in domestic supply and cascading growth. For example, substantial improvement in yield and productivity of soya seed will lead to augmentation of domestic supply of soya oil and corresponding import substitution, increase in export of oil meal, growth in supply of protein rich cost effective consumer products for Indian markets, improvement in rural economy and benefiting the stake holders on a sustained basis.

The pattern of consumption of edible oil is moving towards packed and/or branded form due to factors such as rising incomes coupled with changes in household demographics, improving health consciousness, growing organised retail improving reach of the products across the country, visual advertisements, etc. Given the growth in the overall edible oil consumption,

keeping in view the discerning and value conscious need of the growing consumer base, the growth in packed segment has been growing almost twice of the overall edible oil growth in the recent past. The trend is expected to continue due to low base and vast potential. Companies serving customers constantly with value added products across regions, considering the taste and preferences, would have competitive edge over others. Also, owing to growing health consciousness, certain markets could be created for high value and differentiated products from health and wellness point of view. Consistency in quality and availability, market positioning, functional differentiation and perception of high value will be key deliverables for sustaining growth in niche segments.

BUSINESS STRATEGY

The size, diversity and the overall steady growth of the edible oil industry in India offer great potential for the company to proactively adopt strategies to sustain leadership position in the Industry. Also, the company is focused on strengthening the front end and back end business activities with a view to have better visibility of end products in the market place across the spectrum and sustainable sourcing and origination capabilities to capture the value chain. The focus is also targeted towards achieving continuous improvement in products, processes and service offerings to serve our customers. The company is in the processing of adding businesses with diversification to support our growth strategy, leverage upstream and downstream strengths and sustain presence in agri and export market segments, within the overall product portfolio in agri sector. The company is also exploring its international presence in the origination, processing and supply chain activities in our core business activities.

The Company is in the process of introducing new products with a blend of taste, variety, health and wellness to cater to changing preferences of consumers. We have chalked out marketing strategy with greater visibility and closeness to customers across regions. Our efforts, attention and investment in this regard will be substantially higher, going forward. We trust that the results and impact will be clearly visible in the market place in the times to come. The Research and Development (R&D) and marketing divisions continuously evaluate, co-ordinate and aim at introducing products with better value for our consumers.

The Company has entered into Joint ventures with internationally reputed organisations to offer products of high quality, versatility and health orientation in line with the changing consumer preferences in India. This will also enable us to leverage our sourcing and distribution strengths for marketing products in India. The introduction of the new products will complement our range of products marketed by us and lead to harnessing and strengthening our network and brand positioning.

The company has already secured procurement rights for the development and sourcing of oil palm over 2,00,000 Hectares of land, suitable for the cultivation, across various states in India, and set up commensurate processing capacities/facilities appropriate to the requirements. We have encouraged farmers to

expand the domestic palm plantation with planted area of over 55,000 hectares for sourcing Fresh Fruit Bunches (FFB) of Palm and achieved crushing of FFB over 2,65,000 MT during year 2013-14. Despite the challenging task of scalability, your company has resolved to step up the efforts resulting in increase in the area of oil palm plantation in the coming years, thereby contributing to income of farmers, regional development and increase in domestic oil production. We believe that our initiatives will entail long term procurement efficiencies due to captive sourcing and support to sustain the profitability in the times to come. The active completion of oil palm plantation in India will be one of the key focus drivers in the future.

We have been examining soya segment with a view to commence backward integration process for some time. The productivity in Indian soya seed yield per hectare is woefully low as compared to the developed countries for a variety of reasons. Considering our leadership position in the industry and the need for improvement in the yield for the benefit of farming community, industry and country, we have entered into a Joint venture with a reputed and experienced Canadian organisation having domain expertise and proven research and development track record in the area of improvement of yield of soya crop, both in terms of yield per hectare and oil content in soya seed. The success of this venture will prove beneficial for the stakeholders namely higher income for farmers, greater availability of seeds for crushing by the industry and larger volume of export of soya meal and production of oil (and thereby reducing import bill) and cascading effect to the rural economy. We thus hope that our initiatives in this regard would contribute and benefit the nation as a whole.

The Company has recently embarked upon a strategy of related diversification of businesses involving connectivity with farming community for procurement, processing and export of value added products, within an overall agri business segment. For example, the company has started manufacturing natural polymers, having vast potential for exports. The company is also in the process of adding castor products in the portfolio. Thus, while we retain our leadership position in our core businesses namely edible oil and soya products, we will also be expanding our complimentary areas to leverage sourcing strengths (agri commodities) and international distribution network with a view to grow our agri oriented business product portfolio and to sustain a growing relationship with our international customers and domestic farming community.

The Company perceives that the supply chain management and backward linkages are important factors for sustainable growth and leadership in our core business activities. As a part of growth strategy, your company is (a) in the process of evaluating opportunities in expanding its presence internationally by engaging in the cultivation of facilities for palm, soya and other cash crops and processing into downstream products and (b) improving the process of global supply chain management and leveraging supplier/customer relationship, through wholly owned step down overseas subsidiaries. This will enhance our origination capabilities, support our strategy of value integration, support our business model with efficiency in

We have encouraged farmers to expand the domestic palm plantation with planted area of over 55,000 hectares for sourcing Fresh Fruit Bunches (FFB) of Palm and achieved crushing of FFB over 2,65,000 MT during year 2013-14.

operations add improve the margin profile on a consistent basis, in future.

Apart from the above, the company is also evaluating and reviewing the business processes keeping the following areas under consideration.

- (a) Incorporation of design of our products to address social and environmental concerns.
- (b) Initiatives on energy efficiency, renewable energy, clean technology.
- (c) Establishment of long term relationship with farmers/ vendors /customers to facilitate inclusion of growth strategy.
- (d) Identification of opportunities to recycle products and re-use to the extent possible.
- (e) Community development and incorporation of social responsibility in our business model.

Your Company is of the view that the initiatives in the above mentioned areas will improve the product mix and enhance the margin profile in future. Keeping in view the scale of operations and the overall growth, your company believes that strategic moves will prove beneficial for the Company and the stakeholders in the long term.

INFORMATION TECHNOLOGY

SAP has been implemented in all plants, depots, regional offices and head office of the Company enabling alignment of strategies and operations, better supply chain control at operational level and access to consolidated data of the Company through integrated system.

This has enabled higher level of stakeholders' services, like timely vendor payment through RTGS, NEFT etc. SAP has also been introduced on Mobile platform in Central and North Hub, rendering capturing of Soya Mandi transactions in realtime using Mobile Mandi application.

HUMAN RESOURCES

This year Management's focus has been to consolidate and revamp some of the Human Resources processes that were built and implemented over the last few years. We have revamped the Professional Trainee scheme to attract quality resources from the campus. We have introduced the concept of 5S and Kaizen in couple of our plants in order to make our units world class and to engage our people. Our business review process continues to put focus on performance and periodic review of each of our businesses.

RISK AND CONCERNS

Price Volatility

Your Company is exposed to commodity price fluctuations in its business. All major raw materials as well as finished goods being agro-based are subject to market price variations. Prices of these commodities continue to be linked to both domestic and international prices, which in turn are dependent on various Macro/Micro factors. Also Commodities are increasingly becoming asset classes. Prices of the Raw materials and finished products manufactured by your Company fluctuate widely due to a host of local and international factors. Your Company continues to place a strong emphasis on the risk management and has successfully introduced and adopted various measures for hedging the price fluctuations in order to minimise its impact on profitability. Also, your Company has initiated setting-up of a government framework to upgrade itself to a robust risk management system.

Government Policies

The policies announced by the Government have been progressive and are expected to remain likewise in future, and have generally taken an equitable view towards various stakeholders, including domestic farmers, industry, consumers etc.

Freight & Port Infrastructure

A substantial part of the international operations of your Company are within the Asian region, and given the following import and export activities of your Company, the element of freight is not likely to cause any adverse effect on the operational performance. Your Company has a proactive information and management system to address the issues arising out of port congestions to the maximum extent possible and has also made sufficient arrangements for storage infrastructure at the ports.

Weather Conditions & Monsoon

Your Company has processing facilities at major ports and several inland locations, and therefore, the business model of your Company is designed to carry-on a majority of its production operations even in situations of extreme changes in weather conditions due to balanced business model to cater to the strong domestic consumption in India.

Volatility in Foreign Currencies

Your Company is exposed to risks arising out of volatility in foreign currencies, the exposure on this account extends to:

Products imported for sale in domestic markets

Products exported to other territories and Foreign currency loans

Your Company utilises the hedging instruments available in the markets on an ongoing basis and manages the currency exposures pro-actively.

Fuel Prices

Fuel prices continue to be an area of concern as fuel particularly Coal is widely used in manufacturing operations has a direct impact on total costs. Your Company has taken productivity linked measures aimed at controlling costs and taken further steps to focus on production of high margin products.

Domestic Economy

Adverse changes in disposable income may impact consumption pattern. Your Company has multi processing capabilities to cater to the variances and changing consumer preferences. Also keeping in view the overall growth of the economy, emerging health consciousness and growing organised retail in India, it is expected that the packaged edible oil consumption will continue to outgrow the overall edible oil growth.

RISK MANAGEMENT INITIATIVES

Persistent volatility in commodities and currency highlights the importance of risk management practices and their role in protecting the structured margin of the organisation. Given the nature of the business, your Company is exposed to market risks primarily arising from movements in currencies and commodity prices. To manage these risks, we have put in place integrated risk management program which is designed to capture underlying risks from each business and put in place limits and mitigates to address these risks.

Risk management continues to be the cornerstone of our business decisions and efforts to protect business margins. Your Company has put in place a system of limiting exposures to market on the principles of value at risk. It is also engaged in commodity hedging to reduce the impact of volatility in the prices of the agricultural commodities. Your Company also pro-actively engaged in foreign exchange hedging to manage currency risks.

Your Company has also put in place a centralised risk management function and has put in place a Middle Office Group to strengthen operational controls over risk management. Risk management policies and limits are evaluated by the Risk Committee and supervised by the Board of Directors. Risk limits, policies and procedures are periodically revised keeping in mind changes in market conditions.

Risk management in your Company entails an integrated approach with margin protection considerations forming the back-bone of risk management initiatives. The Company has strengthened its reporting framework relating to risk management and in the process of improving systems to facilitate improved decision making. Performance and return is evaluated in light of risk taken. The focus of performance management is on assessment of risk-weighted returns. The long-term objective of risk management is to provide stability in margins over a longer period and through downturns in economic cycles.

FINANCIAL REVIEW AND ANALYSIS

(₹ in crore)

Highlights	2013-14	2012-13	Growth(%)
Sales and other Income	24,601.08	26,484.85	(7.11)
Total expenditure	23,867.33	25,543.22	(6.56)
EBIDTA	733.75	941.63	(22.08)
Depreciation, amortisation and impairment expenses (net)	164.49	154.26	6.63
Finance costs	530.60	483.82	9.67
Exceptional item	11.06	-	
Profit before tax	49.72	303.55	(83.62)
Provision for tax	13.02	73.48	(82.28)
Profit before deferred tax	36.70	230.07	(84.08)
Deferred tax	23.28	(6.20)	
Profit after tax	13.42	236.27	(94.32)

REVENUE AND PROFIT

Sales and other income recorded a decline of 7.11% to ₹ 24,601.08 crore as compared to ₹ 26,484.85 crore in 2012-13. Your Company recorded a PAT of ₹ 13.42 crore in 2013-14 against ₹ 236.27 crore during preceding financial year.

The various segments identified by the Company are as under:

Extraction	- Various types of seed extraction
Vanaspati	- Vanaspati, Bakery fats and Table spread
Oils	- Crude oils, refined oils
Food products	- Textured Soya Protein, Soya flour, fruit juice and Soyamilk
Wind power generation	- Electricity Generation from Wind Mills
Others	- Gram, Wheat, Rice, Maize, Corn, Seeds, Coffee, Marine Products, Tuar, Peas, Barley, Soap, Fresh Fruit Bunch, Seedling, Plant & Equipment, Cotton Bales, Toiletry preparations and Cotton seed oilcake

The segment wise performance in detail is given in Note 33 to audited accounts of the Company as available in this Annual Report.

TEN YEARS' FINANCIAL HIGHLIGHTS

Ten Year Financial Performance – at a Glance

(₹ in crore)

	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09	2007-08	2006-07	2005-06	2004-05
Sales and other income	24,601	26,485	26,224	16,763	13,530	12,172	11,069	8,648	7,556	3,938
EBITDA	734	942	890	648	437	292	430	298	234	107
PBT	50	304	228	306	272	151	254	156	120	63
PAT	13	236	122	213	172	93	159	101	83	44
Equity share capital	67	67	67	67	53	38	38	36	36	21
Preference share capital	2	2	2	2		45	45	45	45	45
Net worth	2,336	2,364	2,202	2,156	1,925	1,140	1,061	843	754	310
Total Borrowings (net of FDRs on Buyer's Credit)	2,710	2,900	2,380	2,086	1,098	914	1,187	962	739	414
Gross Fixed Assets	3,692	3,519	3,211	2,808	2,511	1,744	1,502	1,308	1,189	525
Export turnover	3,599	4,321	3,234	2,267	1,346	1,693	1,361	888	912	417
Long Term Debt-Equity Ratio (times)	0.60	0.56	0.49	0.43	0.46	0.80	1.12	1.14	0.98	1.34
Key Indicators per equity share (in ₹)										
Book value	70	71	66	67	77	60	58	231	269	147
Earnings	0.40	7.08	3.67	6.62	6.92	4.83	8.61	27.02	28.80	20.05
Dividend	0.16	0.32	0.32	0.50	0.50	0.50	0.50	2.40	2.20	2.20
Turnover	737	794	787	521	546	647	584	2,365	2,067	1,863

Notes

1. Revaluation Reserve of ₹ 7.05 core has been included while calculating Net worth for the year ended 2009-10, 2010-11, 2011-12, 2012-13 & 2013-14.
2. Total borrowings are net of borrowings backed by fixed deposits with banks.
3. The Company has sub-divided each equity share of ₹ 10/- into five equity shares of ₹ 2/- each during the year 2007-08. Therefore, the key indicators as mentioned above for the year 2007-08 are not comparable with those of earlier years.
4. Book value, earning and turnover per share has been computed on weighted average number of equity shares outstanding at the end of the year.
5. Previous year's figures have been regrouped, wherever necessary.

Corporate Governance Report

CORPORATE GOVERNANCE – COMPANY'S PHILOSOPHY

The foundations of Corporate Governance are transparency, accountability and fairness across operations. The corporate practices observed by the Company are targeted to better its performance and achieve maximization of wealth of its stakeholders on sustainable basis. The Company's governance team comprises members of its Board of Directors, Committees of the Board, the Managing Director and senior executives.

BOARD OF DIRECTORS

Composition and size of the Board

Board of Directors of RSIL ("The Board") comprises of seven directors. Mr. Kailash Shahra, Chairman, is non-executive director and Mr. Dinesh Shahra is the Managing Director of the Company. Both of them are the promoter directors of the Company. Mr. Sajeve Deora, Mr. Prabhu Dayal Dwivedi, Mr. N. Murugan and Mr. Navin Khandelwal are non-executive and independent directors. Mr. Vijay Kumar Jain is executive director. Mr. Sanjeev Kumar Asthana resigned from the Board with effect from August 11, 2014. Except the Managing Director, all the directors are liable to retire by rotation. There is no institutional or nominee or government director on the Board.

Mr. Vijay Kumar Jain is liable to retire by rotation in terms of provisions of Section 256 of the Companies Act, 1956 at the ensuing Annual General Meeting.

Mr. Vijay Kumar Jain, being eligible, offers himself for re-appointment. He was born in 1957 and is B. Sc. and PGDBM. He is a whole-time director of the Company and is looking after the matters related to imports, exports and commercial activities of the Company. He is on the Boards of following public limited companies : Ruchi Infrastructure Limited, Evershine Oleochem Limited, Ruchi Worldwide Limited and Uttaranchal Bio Fuels Limited. He is not related to any other director of the Company.

The Company is in receipt of Notices in terms of provisions of Section 160 of the Companies Act, 2013 for candidature of Mr. Sajeve Deora, Mr. Navin Khandelwal, Mr. N. Murugan and Mr. Prabhu Dayal Dwivedi as Independent Directors.

Mr. Sajeve Deora was born in 1959 and is B.Com. and FCA. He is a practicing Chartered Accountant having expertise in financial re-constructions, acquisitions, mergers and corporate restructuring. He is on the Board of following public limited companies : Ruchi Infrastructure Limited, Vippy Industries

Limited, Integrated Capital Services Limited, Jai Mata Glass Limited, Sun Links Limited and New Habitat Housing Finance and Development Limited.

He is the Chairman of Audit Committees of Vippy Industries Limited and Jai Mata Glass Limited. He is also a member of Investors' Grievance Committee of Jai Mata Glass Limited and Audit Committee of Integrated Capital Services Limited and Remuneration Committee of Vippy Industries Limited. He is not related to any other director of the Company.

Mr. Navin Khandelwal was born in 1973. He is B.Com. and FCA. He is on the Board of following public limited companies: Ruchi Strips and Alloys Limited, Indian Steel Corporation Limited, Indian Steel SEZ Limited, National Steel and Agro Industries Limited and Madhya Pradesh Stock Exchange Ltd.

He is the Chairman of the Audit Committee of Indian Steel Corporation Limited, National Steel and Agro Industries Limited and Ruchi Strips and Alloys Limited. He is also a Chairman of Investors' Grievance Committee of National Steel and Agro Industries Limited. He is also member of Financial Review Committee of Ruchi Strips & Alloys and of Remuneration Committee of Indian Steel Corporation Limited.

Mr. N. Murugan was born in 1946 and is M. SC. and MBA. He is a retired IAS officer and former Chairman and Managing Director of Tamil Nadu Urban Finance & Infrastructure Development Corporation Limited. He has also led different companies of Government in Textiles and Tourism industries, etc. He is on the Board of Ruchi Infrastructure Limited.

He is also a member of Audit Committee of Ruchi Infrastructure Limited. He is not related to any other director of the Company.

Mr. Prabhu Dayal Dwivedi was born in 1941 and is M. A. and L.L.B.. He is a retired Bank official, having immense experience in banking industry. A former Managing Director of State Bank of Saurashtra and an ex - Chief General Manager of State Bank of Indore, he has acted as Banking Ombudsman for the state of Gujarat and union territories of Dadra and Nagar Haveli and that of Daman & Diu during 2001 to 2013. Presently, he is rendering services to Indo-Overseas Chambers of Commerce & Industry as Regional Director.

He is neither on the Board of any other Company nor related to any other director of the Company.

BOARD PROCEDURES

The Board met 7 times during the financial year 2013-14. The dates of board meetings are April 29, 2013, May 30, 2013, June 5, 2013, August 9, 2013, November 14, 2013, February 13, 2014 and February 22, 2014.

ATTENDANCE RECORD OF DIRECTORS

Name of director	Category	Board meetings attended	Whether attended last AGM	No. of other Boards in which he is member or (Chairman)	No. of other committees in which he is member or (Chairman)
Mr. Kailash Shahra	Promoter - Chairman (Non-executive)	1	Yes	5 (4)	0 (0)
Mr. Dinesh Shahra	Promoter Managing Director (Executive)	6	Yes	4 (0)	1 (0)
Mr. A. B. Rao (up to September 17, 2013)	Whole time Director (Professional Executive)	0	No	0 (0)	0 (0)
Mr. Sajeve Deora	Independent (Non-executive)	3	Yes	5 (0)	4 (2)
Mr. Prabhu Dayal Dwivedi	Independent (Non-executive)	7	Yes	0 (0)	0 (0)
Mr. N. Murugan	Independent (Non-executive)	6	Yes	1 (0)	1 (0)
Mr. Vijay Kumar Jain	Whole time Director (Professional Executive)	3	No	5 (0)	0 (0)
Mr. Navin Khandelwal	Independent (Non-executive)	3	No	5 (0)	4 (4)
Mr. Sanjeev Kumar Asthana (from May 30, 2013 to August 10, 2014)	Executive Director (Professional Executive)	4	No	4 (0)	0 (0)

Private limited and Section 25 Companies (if any) where the Directors of the Company are directors, have been excluded for the above purpose. Further, as per the listing agreement, chairman/membership of audit committees and shareholders' grievance committees are considered for the purpose of committee positions.

Code of Conduct

The Board of Directors has an important role in ensuring good corporate governance and has laid down the Code of Conduct for Directors and Senior Management of the Company. The Code has also been posted on the website of the Company. All Directors and Senior Management personnel have affirmed the compliance thereof for the year ended March 31, 2014.

AUDIT COMMITTEE

The objective of the Audit Committee is to keep a vigil and oversight on the Management's financial reporting process with a view to ensure timely and transparent disclosures in the financial statements.

The terms of reference of the Committee are extensive and include all the requirements as mandated in clause 49 of the Listing Agreement read with Section 292A of the Companies Act, 1956. The role of the Committee includes meticulous review and monitoring the financial reporting system within the Company and considering un-audited and audited financial results, as may be applicable, for the relevant quarters and year before being adopted by the Board. The Committee also focused its attention on topics such as review of internal audit reports, legal compliance reporting system, presentation of segment-wise reporting, review of internal control systems, major accounting policies and practices, compliance with accounting standards and risk management. The Committee also continued to advice the management on areas where greater internal audit focus was

needed and on new areas to be taken up for audit purpose. The Company Secretary acts as the secretary to the Committee. The Committee meetings were also attended by finance executives and Statutory Auditors of the Company.

Constitution and composition

The Audit Committee was broad based and reconstituted by the Board at its meeting held on August 9, 2013. As on date, it consists of Mr. Sajeve Deora, Mr. Prabhu Dayal Dwivedi, Mr. Vijay Kumar Jain and Mr. Navin Khandelwal. Mr. Sajeve Deora, the Chairman of the Committee is an independent, Non-executive Director and has a strong financial and accounting background. Mr. Vijay Kumar Jain and Mr. Navin Khandelwal were inducted and Mr. A. B. Rao vacated the office as member of Audit Committee on August 9, 2013.

Meeting and attendance and terms of reference:

During the financial year 2013-14, the Audit Committee met on April 19, 2013, May 28, 2013, August 9, 2013, November 14, 2013 and February 13, 2014. The meetings were scheduled in advance. Mr. Prabhu Dayal Dwivedi and Mr. Sajeve Deora attended four meetings held during the year ended March 31, 2014. Mr. Navin Khandelwal attended both the meetings held after his induction. Mr. A. B. Rao and Mr. Vijay Kumar Jain attended one meeting each, during the year ended March 31, 2014.

NOMINATION AND REMUNERATION COMMITTEE

The objective of Nomination and Remuneration Committee is to determine remuneration package for Executive Directors and senior employees of the Company and to monitor the due compliance of remuneration policies of the Company in a transparent manner. It is also empowered to administer the Employee Stock Option Scheme of the Company. The Company has its remuneration policy in place.

Constitution and composition

The Nomination and Remuneration Committee is chaired by Mr. Sajeve Deora and its other members are: Mr. Prabhu Dayal Dwivedi, Mr. N. Murugan, Mr. Kailash Shahra and Mr. Dinesh Shahra. The Chairman of the Committee is an Independent, Non-Executive Director and has a strong financial and accounting background. Previously, this Committee was called Compensation Committee.

Meeting and attendance and terms of reference

During the financial year 2013-14, the Compensation Committee met on April 29, 2013 and May 28, 2013. Mr. Prabhu Dayal Dwivedi attended both the meetings and Mr. Sajeve Deora and Mr. N. Murugan attended one meeting each held during the year ended March 31, 2014.

REMUNERATION OF DIRECTORS

(a) Remuneration of the Managing Director

During the financial year 2013-14, the particulars of remuneration paid to Mr. Dinesh Shahra, Managing Director is as under (Refer Note 3 below):

(i) Salary	:	₹ 176.81 lac
(ii) Perquisites in cash or kind	:	₹ 32.23 lac
(iii) Contribution to Provident and other fund	:	₹ 21.21 lac
Total	:	₹ 230.25 lac

(b) Remuneration of the Whole-time directors (Professional Executive)

During the financial year 2013-14, the following remuneration (Salary, allowances and perquisites and contribution to Provident and other fund) was paid to the whole-time directors:

Mr. A.B. Rao	:	₹ 12.21 lac
Mr. Vijay Kumar Jain	:	₹ 30.94 lac
Mr. Sanjeev Kumar Asthana	:	₹ 77.22 lac

Notes:

1. The above does not include reimbursement of expenses incurred for the Company.
2. The above remuneration does not include contribution to gratuity and provision for leave encashment, as these are lump sum amounts for all employees based on actuarial valuation.
3. Remuneration paid to the Managing director as shown above, includes excess payment of ₹ 66.97 lac over and above the permissible limits, which has since been recovered by the Company. The Company is in process of applying to the Central Government for the necessary approval. The said amount will be paid and charged to the Statement of profit and loss on receipt of necessary approval.

Remuneration of non-executive directors

Commission of ₹ 5.00 lac (previous year ₹ 50.00 lac) is payable to the Chairman for the financial year 2013-14.

As approved by the Board of Directors and in accordance with the Articles of Association of the Company, the non-executive directors are paid ₹ 5,000/- for each meeting attended.

The following table shows the amount of sitting fees paid to the non-executive directors for the financial year 2013-14 and their shareholding as on March 31, 2014:

Name of Directors	Sitting fees (₹)	No. & percentage of shares held as on March 31, 2014
Mr. Kailash Shahra	10,000	1,98,500 (0.060%)
Mr. Prabhu Dayal Dwivedi	65,000	-
Mr. Sajeve Deora	40,000	56,000 (0.017%)
Mr. N. Murugan	35,000	-
Mr. Navin Khandelwal	25,000	-

MANAGEMENT

Management discussion and analysis report is given as a separate chapter in this annual report.

Disclosures

A. Transactions with related parties.

The Company has not entered into any transaction of material nature with related parties that may have any potential conflict with the interest of the Company.

B. Compliance by the Company

The Company has complied with the requirement of stock exchanges, SEBI and other statutory authorities on matters related to capital markets during last three years. No penalties have been imposed on the Company or strictures passed by any Stock Exchange or SEBI or any other authorities relating to capital markets, during the last three years.

C. Risk Management

The Board of Directors regularly reviews the risk management strategy of the Company to ensure the effectiveness of risk management policy and procedures.

SHAREHOLDERS

Communication to shareholders

Quarterly un-audited financial statements prepared in accordance with the Accounting Standards laid down by National Advisory Committee on Accounting Standard (NACAS) are generally published in Free Press Journal and Nav Shakti. Beside this, the Company has its own website (www.ruchisoya.com) on which important public domain information is posted. Besides being placed on the website, all the financial, vital and price sensitive official news releases are also properly communicated to the concerned stock exchanges. The website also contains information on several other matters, such as Net worth history, Turnover and Net profit for preceding years etc.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Committee has the mandate to look into shareholders' and investors' complaints on matters relating to transfer of shares, non-receipt of annual report, non-receipt of dividend etc. and to resolve the grievances of the security holders of the Company. In addition, the Committee also looks into matters which can facilitate better investor service and relations. Stakeholders Relationship Committee of the Board comprises of Mr. Kailash Shahra (Chairman), Mr. Vijay Kumar Jain and Mr. Prabhu Dayal Dwivedi. Mr. A.B. Rao vacated the office of member of the Committee with effect from November 14, 2013 and Mr. Sanjeev Kumar Asthana was inducted to the Committee. The Board at its meeting held on August 14, 2014 inducted Mr. Prabhu Dayal Dwivedi to the Committee in place of Mr. Sanjeev Kumar Asthana.

During the period under review, four meetings of the Committee were held. The Committee met on June 25, 2013, September

10, 2013, December 27, 2013 and March 26, 2014 to review the status of investors service rendered. Mr. Vijay Kumar Jain, attended all the meetings and Mr. Sanjeev Kumar Asthana attended two meetings and Mr. A. B. Rao and Mr. Kailash Chandra Shahra attended one meeting each, held during the year ended March 31, 2014. Mr. R. L. Gupta, Company Secretary, also attended the meetings. He is the Compliance Officer in accordance with listing agreements for compliances and investors' services.

The Company has its Whistle blower policy in place and it is hereby affirmed that no personnel has been denied access to the Audit Committee.

During the financial year 2013-14, the Company has received 36 Complaints out of which 6 complaints for non receipt of shares, 6 complaints for non receipt of annual reports, 22 complaints for non-receipt of dividend and 2 other complaints. No complaint was pending as at March 31, 2014.

INFORMATION ON GENERAL BODY MEETINGS

Annual General Meetings

The last three Annual General Meetings (AGMs) of the Company were held at Sunville Deluxe Pavilion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai-400 018. The dates and time of holding of the said AGMs and particulars of Special resolutions passed there at are as under:

25th AGM held on September 30, 2011 at 10.00 A.M.

- Re-appointment of Mr. Sarvesh Shahra under Section 314.
- Appointment of Mr. Sanjeev Asthana as advisor under Section 314.
- Further issue of securities under Section 81(1A).

26th AGM held on September 25, 2012 at 10.30 A.M.

- Further issue of securities under Section 81(1A).

27th AGM held on August 30, 2013 at 11.45 A.M.

- No special resolution was passed.

Extra-ordinary General Meeting

No extra-ordinary general meeting of the members of the Company was convened after the 27th Annual General Meeting of the Company held on August 30, 2013.

POSTAL BALLOT

Approval of shareholders was obtained by way of an ordinary resolution in terms of Section 293(1)(a) of the Companies Act, 1956 through the means of postal ballot for sale and transfer of Soya processing business of the Company being run at its plant situated at Shujalpur, District Shajapur in the state of Madhya Pradesh on a going concern basis, to Ruchi J-Oil Private Limited, for a lump sum consideration. The postal ballot process was conducted, as provided under the provisions mentioned under Section 192A of the Companies Act, 1956,

read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011. Mr. Prashant D. Diwan, a Company Secretary in whole time practice was appointed as scrutinizer to conduct the postal ballot voting process. The result of postal ballot was declared on 26th July, 2013 and was also posted on the website of the Company.

It is proposed to obtain approvals of the members, through postal ballot in terms of Section 110 of the Companies Act, 2013 and applicable Rules, by way of Special Resolution in terms of Section 186(3) of the Act for loan/guarantee/acquisition and in terms of Section 180(1)(a) for mortgage of property of the Company. E-voting facility for proposed resolution will also be provided in terms of clause 35B of the listing agreements.

GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting :

Date	: September 26, 2014
Time	: 11.45 AM
Venue	: Sunville Deluxe Pavilion, Sunville Building, 9, Dr. Annie Besant Road, worli, Mumbai - 400018.

Financial Year : April 1, 2013 - March 31, 2014

FINANCIAL CALENDAR

Adoption of Quarterly Results shall be submitted within 45 days from end of each Quarter.

Book Closure Dates	—	September 24, 2014 to September 26, 2014 (both days inclusive)
Dividend Payment Date	—	On or before October 25, 2014.

LISTING ON STOCK EXCHANGES AND STOCK CODES

The Equity Shares of the Company are listed on the following Stock Exchanges:

Stock Exchange	Stock code
a) BSE Ltd. (BSE)	500368
b) National Stock Exchange of India Limited (NSE)	RUCHISOYA

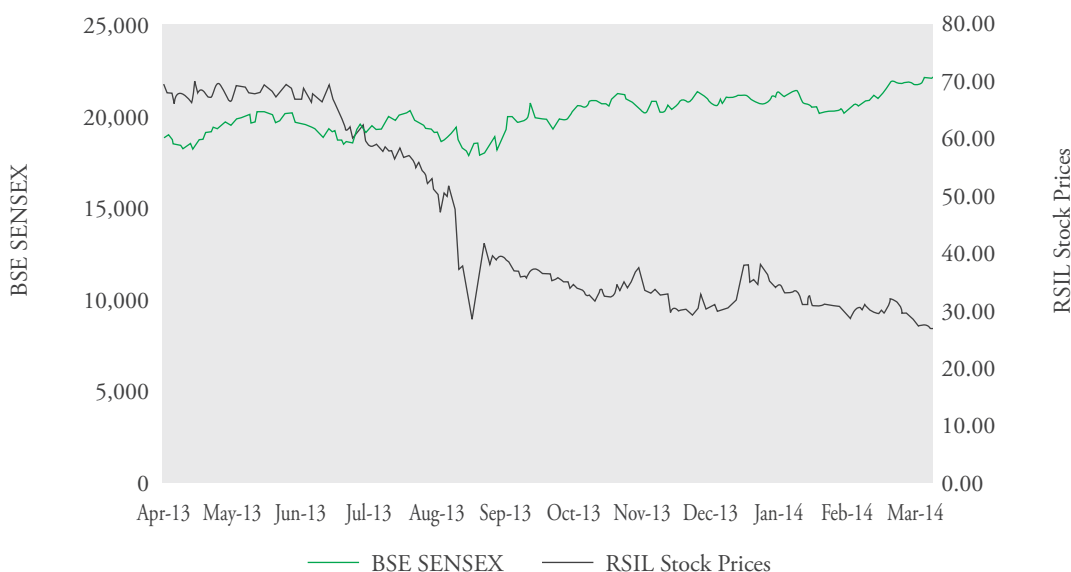
The ISIN of the Company is INE619A01027.

MARKET PRICE DATA

The monthly high and low quotations at the BSE during the financial year 2013-14 are as follows :

Period	High (₹)	Low (₹)
April, 2013	73.85	62.05
May, 2013	70.65	66.10
June, 2013	70.90	53.00
July, 2013	63.95	51.00
August, 2013	54.50	26.15
September, 2013	41.05	34.95
October, 2013	36.60	31.85
November, 2013	40.75	29.70
December, 2013	39.80	29.10
January, 2014	40.05	30.20
February, 2014	32.40	28.35
March, 2014	33.90	26.80

COMPARISON OF STOCK PERFORMANCE OF RSIL WITH BSE SENSEX



Registrars and Share Transfer Agent

Sarthak Global Limited, 170/10, Film Colony, R. N. T. Marg, Indore-452 001.

SHARE TRANSFER SYSTEM

Shares lodged in physical form with the Company/its Registrars & Share Transfer Agent are processed and generally returned, duly transferred within 30 days, except in cases where litigation is involved. In respect of shares held in dematerialised mode, the transfer takes place instantaneously between the transferor and transferee at the depository participant(s) through which electronic debit/credit of the accounts are involved.

SHAREHOLDING PATTERN AND DISTRIBUTION OF SHAREHOLDING

Shareholding pattern as on March 31, 2014

Category	No. of shares held	% of holding
A Promoter holding		
1 Promoters		
Indian Promoters	18,66,97,442	55.89
Foreign Promoters	-	-
2 Persons acting in concert	-	-
Sub-total	18,66,97,442	55.89
B Non-Promoters Holding		
1 Institutions		
a MFs/ UTI	33,987	0.01
b Banks/ FIs/Insurance Companies (Central/State Govt. Institutions/ Non-Govt. Institutions)	2,46,214	0.08
c FIIs	5,16,49,558	15.46
Sub-total	5,19,29,759	15.55
2 Non Institutions		
a Bodies Corporate	6,50,75,104	19.48
b Individuals holding nominal capital upto ₹ 1.00 lac	1,60,55,226	4.80
c Individuals holding nominal capital more than ₹ 1.00 lac	1,38,17,067	4.14
d Any other (Clearing Members and Trust)	4,71,824	0.14
Sub-total	9,54,19,221	28.56
C Custodian (depository for shares underlying GDRs)	-	-
GRAND TOTAL	33,40,46,422	100.00

Distribution of shareholding as on March 31, 2014

Range of Shares	No. of Shareholders	% of Shareholders	No. of Share held	% of Shareholding
001 - 2,500	25,705	89.953	72,99,113	2.185
2,501 - 5,000	1,581	5.533	28,70,701	0.859
5,001 - 10,000	684	2.394	25,24,596	0.756
10,001 - 20,000	294	1.029	21,36,806	0.640
20,001 - 30,000	84	0.294	10,37,919	0.311
30,001 - 40,000	37	0.129	6,45,428	0.193
40,001 - 50,000	30	0.105	6,68,347	0.200
50,001 - 100,000	46	0.161	16,68,485	0.499
100,001 & Above	115	0.402	31,51,95,027	94.357
TOTAL	28,576	100.00	33,40,46,422	100.00

DEMATERIALIZATION OF SHARES AND LIQUIDITY

The trading in shares of the Company are under compulsory demat segment. The Company is listed on BSE and NSE. The Company's shares are available for trading in the depository systems of both NSDL and CDSL. 31,39,97,171 equity shares of the Company, equal to 94 % of total issued capital of the Company as on March 31, 2014 were in dematerialised form.

OUTSTANDING CONVERTIBLE INSTRUMENTS

Except the options granted and outstanding under the Employees Stock Option Scheme – 2007 of the Company, there were no other instruments convertible into equity shares outstanding during the year under review.

The status of options granted and options outstanding as at March 31, 2014 under the Employees Stock Option Scheme- 2007 is as under :

Date of Grant	No. of Options granted	Balance as on April 1, 2013	Options granted during the year	Options exercised during the year	Options cancelled during the year	Balance as on March 31, 2014	Grant after March 31, 2014
April 1, 2008	12,37,000	-	-	-	-	-	-
October 1, 2009	14,95,000	1,19,950	-	10,000	1,09,950	-	-
April 1, 2010	2,53,500	74,450	-	65,450	-	9,000	-
April 1, 2011	1,98,000	1,52,400	-	47,400	4,000	1,01,000	-
April 1, 2012	15,000	15,000	-	1,000	10,000	4,000	-
April 1, 2013	-	-	2,19,000	-	-	2,19,000	-
April 1, 2014	-	-	-	-	-	-	2,75,000
TOTAL	31,98,500	3,61,800	2,19,000	1,23,850	1,23,950	3,33,000	2,75,000

Each option is convertible into one equity share of face value of ₹ 2/- at an exercise price of ₹ 35/- per option. The status of grant to the Independent Directors is as under:

Name	No. of Options granted	Exercised till date	Balance as on date
Mr. Sajeve Deora	56,000	56,000	Nil
Mr. Prabhu Dayal Dwivedi	28,000*	Nil	Nil

* Indicates that the same are cancelled w.e.f. 31.03.2014

MANUFACTURING LOCATIONS OF THE COMPANY

- Mangliagaon, A.B.Road, Indore (M.P.)
- Baikampady Industrial Area, Mangalore (Karnataka)
- Village Esambe, Taluka Khalapur, Distt. Raigad (Maharashtra)
- Bijoyramchak, Ward No. 9, P.O. Durgachak, Haldia (West Bengal)
- Village Butibori, Tehsil Nagpur (Maharashtra)
- Village Kamati, Gadawada, Distt. Narsinghpur (M.P.)
- Gram Mithi Rohar, Taluka Gandhidham, Distt. Bhuj (Gujarat)
- Kannigaiper Village, Uthukottai Taluk, Thiruvallur Distt. (Tamilnadu)
- RIICO Udyog Vihar, Sriganganagar (Rajasthan)
- RIICO Industrial Area, Govindpur Bawari, Post Talera Distt. Bundi (Rajasthan)
- Kusmoda, A.B. Road, Guna (M.P.)
- Kota Road, Baran (Rajasthan)
- Rani Piparia, Dist. Hoshangabad (M.P.)
- SIDCO Industrial Estate, Bari Brahmana, Jammu (J&K)
- Village Daloda, Dist. Mandsaur (M.P.)
- Survey No. 178, Surkandi Road, Washim (Maharashtra)
- Bapulapadu Mandal, Ampapuram Village, Krishna District, Vijaywada (A.P.)
- IDA, ADB Road, Peddapuram, East Godawari District (A.P.)
- Village Karanpura, Durgawati, Dist. Kaimur (Bihar)
- Survey No. 162 & 163, Bhuvad, Talluka- Anjar, Dist- Kutch (Gujrat)

ADDRESS FOR COMMUNICATION

The shareholders may send their communications, queries, suggestions and grievances to the Compliance Officer at the following address:

Mr. R.L. Gupta
 Company Secretary
 Ruchi Soya Industries Limited
 "Ruchi House", Royal Palms,
 Survey No. 169, Aarey Milk Colony,
 Near Mayur Nagar, Goregaon (East),
 Mumbai - 400065
 email address : rl_gupta@ruchigroup.com

The shareholders may also e-mail their queries, suggestions and grievances at 'ruchisoyasecretarial@ruchigroup.com'

CERTIFICATES BY MANAGING DIRECTOR & GM- CORPORATE ACCOUNTS

The Board of Directors has received certificates issued by the Managing Director and General Manager (Corporate Accounts) of the Company as envisaged under clause 49 (V) of the Listing Agreement.

REPORT ON CORPORATE GOVERNANCE

This chapter, read together with the information given in the chapter entitled as Management Discussion and Analysis' and Shareholders Information, constitutes a detailed compliance report on corporate governance during 2013-14 in terms of clause 49 of the Listing Agreement.

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

The Company has obtained the certificate from the Auditors of the Company regarding compliance with the provisions relating to corporate governance laid down in clause 49 (VII) of the Listing Agreement with the Stock Exchange. This certificate will be sent to Stock Exchanges, along with the annual report to be filed by the Company.

DECLARATION

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, we affirm that the Board Members and Senior Management personnel of the Company have confirmed compliance with the Code of Conduct of the Company for the year ended March 31, 2014.

For Ruchi Soya Industries Limited

Place : Mumbai
 Date : August 14, 2014

Dinesh Shahra
 Managing Director

Auditors' Certificate

To the Members of

RUCHI SOYA INDUSTRIES LIMITED

We have examined the compliance of conditions of Corporate Governance by Ruchi Soya Industries Limited for the year ended March 31, 2014 as stipulated in Clause 49 of the Standard Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the certificate of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

As informed to us, the records relating to investors' grievances pending against the Company, if any, is maintained by the Registrars of the Company, who have certified that as at March 31, 2014, no grievances remained unattended / pending for more than 30 days.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For and on behalf of
P.D. Kunte & Co. (Regd.)

Chartered Accountants
Firm Registration No: 105479W

D. P. Sapre

Partner

Membership no. 40740

Place : Mumbai

Date : August 14, 2014

Independent Auditors' Report

To the Members of RUCHI SOYA INDUSTRIES LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **Ruchi Soya Industries Limited** (the "Company"), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made

by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a reasonable basis for our audit opinion.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the accompanying financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

EMPHASIS OF MATTER

Without qualifying our opinion,

- a) Attention is drawn to Note 2(M) relating to the Scheme of Amalgamation and Arrangement between Mac Oil Palm Limited and the Company and their respective shareholders sanctioned by the Hon'ble High Court of Judicature at Mumbai in an earlier year, pursuant to which, an amount of ₹ 4,564.17 lac (previous year ₹ 6,230.45 lac) has been debited to Business Development Reserve as per the details given in Note 2(M).

Had the Scheme, approved by the Hon'ble High Court, not prescribed the accounting treatment as described in Note 2(M), the accumulated balance in the General Reserve and Securities Premium account as at March 31, 2014 would have been higher by ₹ 5,193.54 lac and ₹ 23,842.30 lac respectively, profit for the year would have been lower by ₹ 2,008.35 lac, the accumulated balance in Statement of Profit and Loss as at March 31, 2014 would have been lower by ₹ 15,858.52 lac, the balance in Revaluation Reserve would have been ₹ 24,989.16 lac as against ₹ Nil and the balance in Business Development Reserve would have been ₹ Nil.

However, the aggregate balance in Reserves and Surplus as at March 31, 2014 would have remained the same.

- b) Attention is drawn to Note 34, relating to remuneration paid to the Managing Director in excess of the permissible limits by ₹ 66.97 lac, which has since been recovered by the Company. The Company is in process of applying to

the Central Government for the necessary approval. The said amount will be paid and charged to the statement of profit and loss on receipt of necessary approval.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2003, as amended (the "Order"), issued by the Central Government of India in terms of sub-section (4A) of Section 227 of 'the Act' and on the basis of such verification of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required under provisions of section 227(3) of the Companies Act, 1956, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, 1956 read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013.

- e. On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.
- f. The reports on the accounts of the branch offices under section 228 have been forwarded to us and have been dealt with in preparing our report in the manner considered necessary by us.

OTHER MATTERS

We did not audit the financial statements of two branches, whose financial statements reflect total assets (net) of ₹ 24,256.06 lac as at March 31, 2014 (Previous Year ₹ 16,694.29 lac), total revenues (before tax) of ₹ 5,961.02 lac (Previous Year ₹ 4,325.53 lac) and net cash inflows amounting to ₹ 575.31 lac (Previous Year outflow ₹ 824.16 lac) for the year then ended. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion in so far as it relates to the two branches is based solely on the reports of the other auditors. Our opinion is not qualified in respect of this matter.

For and on behalf of
P.D. Kunte & Co. (Regd.)

Chartered Accountants
Firm Registration No: 105479W

D.P. Sapre

Partner

Place : Mumbai

Date : May 30, 2014

Membership No: 40740

Annexure to Independent Auditors' Report

Referred to in paragraph 1 of Report on Other Legal and Regulatory Requirements of even date to the members of RUCHI SOYA INDUSTRIES LIMITED on the financial statements for the year ended March 31, 2014.

1. (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, the fixed assets of the Company have been physically verified by the Management during / at the end of the year, which in our opinion is reasonable, having regard to the size of the Company and the nature of its assets. No material discrepancies between the book records and the physical inventory have been noticed. In our opinion, the frequency of verification is reasonable.
- (c) In our opinion and according to the information and explanations given to us, substantial part of fixed assets has not been disposed off by the Company during the year.
2. (a) The inventory (other than stocks with third parties) has been physically verified by the Management during / at the end of the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventory as compared to book records.
3. (a) The Company has granted unsecured loans to five Companies covered in the register maintained under Section 301 of the Act. The maximum amount outstanding during the year and the year-end balance of such loans aggregates to ₹ 25,024.77 lac and ₹ 3,870.55 lac respectively.
- (b) In our opinion, the rate of interest charged in respect of these loans is prima facie not prejudicial to the interests of the Company. There are no other terms and conditions stipulated in respect of these loans.
- (c) In respect of these loans, there is no stipulation as to the repayment of the principal amount and payment of interest. Hence, we have not commented on regularity of repayment of principal amounts and payment of interest in respect of these loans.
- (d) In view of our comments in clause (c) above, paragraph 3(d) of the Order is not applicable.
- (e) The Company has not taken any unsecured loan from any Company covered in the register maintained under Section 301 of the Act. Accordingly, the provisions of the clause (e) to (g) of the Order are not applicable.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventories and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have not observed any continuing failure to correct major weakness in the internal control system.
5. (a) In our opinion, based on audit procedures applied by us, and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the register required to be maintained under that section.
- (b) In our opinion and according to the information and explanations given to us, wherever similar transactions have been entered into with other parties or prevailing market prices are available, the transactions made in pursuance of such contracts or arrangements and exceeding the value of Rupees Five Lac in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time. In respect of contracts or arrangements, where comparable market prices are not available, we are unable to comment as to whether these transactions have been made at prevailing market prices at the relevant time.
6. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed thereunder.
7. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
8. We have broadly reviewed the cost records maintained by the Company pursuant to Rules prescribed by the Central Government under section 209(1)(d) of the Act and are of the opinion that prima facie the prescribed records have been made and maintained. We have however, not made a detailed examination of the records with a view to determine whether they are accurate or complete.

9. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues of Provident Fund, Investor Education and Protection fund, Employees' State Insurance, Income-tax, Wealth tax, Sales tax, Value Added Tax, Service tax, Customs Duty, Excise Duty, Cess and other material statutory dues as applicable with the appropriate authorities. Except for statutory dues aggregating to ₹ 77.98 lac relating to Service tax which has since
- been deposited, there are no amounts in relation to undisputed statutory dues outstanding for a period exceeding six months from the date they were payable.
- (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of Income-Tax, Sales-Tax, Entry Tax, Wealth-Tax, Service-Tax, Customs Duty, Excise Duty and Cess as at March 31, 2014 which have not been deposited on account of disputes are as follows:

Name of the Statute	Nature of Dues	Amount Disputed (₹ In lac)	Period to Which Dispute relate	Forum Where Dispute is Pending
The Central Sales Tax Act, 1956, VAT Act and Local Sales Tax Acts	Vat Tax/Sales Tax/Entry Tax/Sales Tax Demand and penalty, as applicable.	3,712.56	2000-01, 2003-04 to 2012-13	High Court
		9,695.99	1999-00 to 2008-09	Tribunal
		4,238.84	1999-00 to 2010-11	Commissioner Appeals
		3,730.26	1997-98 to 2009-10	DC Appeals / Joint Commissioner (Appeals)
		529.23	2004-05 & 2007-08	Assessment
		590.90	2003-04 & 2004-05	Settlement Commission
The Central Excise Act, 1944	Excise Duty	466.22	2003-04, 2004-05, 2005-06, 2009-10, 2012-13	High Court
		3,011.41	2001-02 to 2012-13	Tribunal
		221.12	2004-05 to 2011-12, 2013-14	Commissioner (Appeals)
		2,555.38	2009-10	Assessment
Service Tax Under Finance Act, 1994	Service Tax	216.09	2002-03, 2008-09 to 2009-10	Tribunal
		9.80	2004-05 to 2007-08, 2011-12 to 2012-13	Commissioner (Appeals)
		1.55	2008-09	AC Appeals / DC Appeals
The Custom Duty Act, 1962	Custom Duty	856.03	2001-02 and 2004-05	Supreme Court
		657.49	2001-02 to 2004-05, 2006-07 to 2007-08	High Court
		13,141.72	1998-99, 2003-04 to 2006-07, 2012-13, 2013-14	Tribunal CESTAT
		176.97	2003-04, 2005-06, 2006-07, 2013-14	Commissioner (Appeals)
		346.93	2001-02, 2003-04 and 2004-05, 2012-13	AC Appeals / DC Appeals
The Income Tax Act, 1961	Income Tax	45.00	1985-86 and 2004-05	High Court
		346.01	2005-06, 2010-11, and 2011-12	Commissioner Appeals

Name of the Statute	Nature of Dues	Amount Disputed (₹ In lac)	Period to Which Dispute relate	Forum Where Dispute is Pending
		112.42	2005-06, 2008-09 to 2011-12	DC Appeals / Joint Commissioner (Appeals)
		236.02	2006-07 to 2008-09	Assessment
Other Acts	Octroi/ Electricity Duty / Local Body Tax / Biological Diversity Tax	12.25	2004-05	Supreme Court
		200.98	2005-06 and 2010-11	High Court
		1,04,641.28	2012-13 and 2013-14	Tribunal
		16.34	2012-13	Assessment
TOTAL		1,49,768.79		

Note : Out of the above, demands amounting to ₹ 1,11,298.54 lac have been stayed by various authorities.

- | | |
|--|---|
| <p>10. The Company does not have accumulated losses as at March 31, 2014 and it has not incurred cash losses in the financial year ended on that date or in immediately preceding financial year.</p> <p>11. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank as at the balance sheet date. There are no dues payable to the debenture holders as at March 31, 2014.</p> <p>12. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.</p> <p>13. In our opinion, the Company is not a chit fund / nidhi / mutual benefit fund or society. The provisions of clause (xiii) of paragraph 4 therefore are not applicable to the Company.</p> <p>14. As informed to us and according to the information and explanations given to us, the Company is not a dealer or trader in shares, securities, debentures and other investments.</p> <p>15. In our opinion and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Company, for loans taken by others from banks or financial institutions during the year, are prima facie not prejudicial to the interests of the Company.</p> <p>16. In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained.</p> <p>17. On the basis of an overall examination of the balance sheet of the Company, in our opinion and according to</p> | <p>the information and explanations given to us, there are no funds raised on a short-term basis which have been used for long-term investment.</p> <p>18. The Company has not made any preferential allotment of shares to parties and Companies covered in the register maintained under Section 301 of the Act during the year.</p> <p>19. The Company has not issued any debentures during the year.</p> <p>20. The Company has not raised any money by public issue during the year.</p> <p>21. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the Management.</p> |
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For and on behalf of
P.D. Kunte & Co. (Regd.)

Chartered Accountants
Firm Registration No: 105479W

D.P. Sapre

Partner

Place : Mumbai

Date : May 30, 2014

Membership No: 40740

Balance Sheet

₹ in lac

Particulars	Note	As at March 31, 2014	As at March 31, 2013
I LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	1	6,880.93	6,878.45
(b) Reserves and surplus	2	2,26,964.30	2,29,744.21
		2,33,845.23	2,36,622.66
(2) Share application money pending allotment		-	-
(3) Non-current liabilities			
(a) Long-term borrowings	3	1,04,788.18	1,03,741.81
(b) Deferred tax liabilities (Net)	4	26,994.97	24,667.11
(c) Other Long term liabilities	5	1,489.62	2,795.43
(d) Long-term provisions	6	0.15	0.15
		1,33,272.92	1,31,204.50
(4) Current liabilities			
(a) Short-term borrowings	7	1,52,016.57	4,40,132.39
(b) Trade payables	8	5,45,894.41	4,74,336.00
(c) Other current liabilities	9	1,64,668.33	1,58,316.72
(d) Short-term provisions	10	1,340.20	2,119.85
		8,63,919.51	10,74,904.96
TOTAL		12,31,037.66	14,42,732.12
II ASSETS			
(1) Non-current assets			
(a) Fixed assets	11		
(i) Tangible assets		2,49,236.51	2,47,690.12
(ii) Intangible assets		379.26	289.98
(iii) Capital work-in-progress		14,335.56	21,332.26
		2,63,951.33	2,69,312.36
(b) Non-current investments	12	32,333.62	26,107.95
(c) Long-term loans and advances	13	9,697.96	11,891.45
(d) Other non-current assets	14	17.45	34.19
		3,06,000.36	3,07,345.95
(2) Current assets			
(a) Current investments	15	1,105.84	2,182.57
(b) Inventories	16	3,44,567.50	3,34,415.06
(c) Trade receivables	17	4,56,693.59	4,24,677.47
(d) Cash and Bank Balances	18	37,895.77	2,94,994.32
(e) Short-term loans and advances	19	71,009.67	54,560.38
(f) Other current assets	20	13,764.93	24,556.37
		9,25,037.30	11,35,386.17
TOTAL		12,31,037.66	14,42,732.12
Notes A - B and 1 to 44 form integral part of these financial statements			

As per our report of even date attached
For and on behalf of
P.D. Kunte & Co. (Regd.)
Chartered Accountants

For and on behalf of the Board of Directors

R. L. Gupta
Company Secretary

Kailash Shahra
Chairman

D. P. Sapre
Partner
Membership no. 40740

Anil Singhal
GM- Corporate Accounts

Dinesh Shahra
Managing Director

Place : Mumbai
Date : May 30, 2014

Statement of Profit and Loss

₹ in lac

Particulars	Note	For the year ended March 31, 2014	For the year ended March 31, 2013
REVENUE			
I Revenue from operations (Gross)	21	24,46,761.62	26,22,711.46
Less: Excise Duty		8,660.14	8,067.67
Revenue from operations (Net)		24,38,101.48	26,14,643.79
II Other income	22	22,007.08	33,840.73
III Total Revenue (I + II)		24,60,108.56	26,48,484.52
EXPENSES			
Cost of materials consumed	23	14,01,974.26	15,91,134.88
Purchases of Stock-in-Trade	24	7,63,504.48	7,51,797.92
Changes in inventories of finished goods, work-in-progress and stock in trade	25	23,156.19	23,983.05
Employee benefits expense	26	17,691.61	14,255.90
Other expenses	27	1,80,407.37	1,73,149.73
Total expenses		23,86,733.91	25,54,321.48
IV-A Earning before Interest and Finance cost, Tax, Depreciation, Amortisation and Impairment (EBITDA) (III-IV)		73,374.65	94,163.04
Finance costs	28	53,059.72	48,382.27
Depreciation, amortisation and impairment expenses	29	18,437.53	17,540.66
Less: Adjusted to Business Development Reserve		1,988.88	2,114.37
V Profit before Exceptional and Extraordinary items and tax		3,866.28	30,354.48
VI Exceptional items (Refer Note 42)		1,105.41	-
VII Profit before Extraordinary items and tax (V + VI)		4,971.69	30,354.48
VIII Extraordinary Items		-	-
IX Profit before tax (VII- VIII)		4,971.69	30,354.48
X Tax expense:			
(1) Current tax		1,239.00	8,909.98
Less: MAT Credit Availed (of earlier years)		-	2,409.98
Net Current Tax		1,239.00	6,500.00
(2) Deferred tax	4	2,327.86	(620.10)
(3) Tax for earlier years		62.82	848.18
		3,629.68	6,728.08
XI Profit (Loss) for the period [IX-X]		1,342.01	23,626.40
XII Earning per Equity share:	36		
[Nominal Value per share ₹ 2/- (2013 : ₹ 2/-)]			
(1) Basic - Before Exceptional & Extraordinary items		0.07	7.08
- After Exceptional & Extraordinary items		0.40	7.08
(2) Diluted - Before Exceptional & Extraordinary items		0.07	7.07
- After Exceptional & Extraordinary items		0.40	7.07

Notes A - B and 1 to 44 form integral part of these financial statements

As per our report of even date attached
For and on behalf of
P.D. Kunte & Co. (Regd.)
Chartered Accountants

For and on behalf of the Board of Directors

R. L. Gupta
Company Secretary

Kailash Shahra
Chairman

D. P. Sapre
Partner
Membership no. 40740

Anil Singhal
GM- Corporate Accounts

Dinesh Shahra
Managing Director

Place : Mumbai
Date : May 30, 2014

Cash Flow Statement

₹ in lac

A. CASH FLOW FROM OPERATING ACTIVITIES

Profit before taxation

Adjustment for :

Exceptional items

Depreciation, amortisation and impairment expenses

Finance Costs

Employee Stock Option Scheme (ESOP)

Provision for wealth tax

Interest on Income Tax

Amount Debited to Business Development Reserve

Interest Income

Dividend Income

Provision for Gratuity and compensated absences

Share of loss in Limited Liability Partnership

Net (Gain)/Loss on Sale/Discard of Fixed Assets

Provision for Diminution in value of investments

Allowance for doubtful loans and advances

Additional Depreciation on account of revaluation and Reversal of revaluation reserve on sale of Assets

(Gain)/loss on sale of current investments (net)

Net unrealised exchange loss/(gain)

Operating profit before working capital changes

Changes in working capital

Adjustments for :

Decrease/(Increase) in Inventories

Decrease/(Increase) in Trade Receivables

Decrease/(Increase) in Other Balances with Banks

Decrease/(Increase) in Long-term loans & advances

Decrease/(Increase) in Short-term loans & advances

Decrease/(Increase) in Other current assets and non current assets

Increase /(Decrease) in Other Current and Other Long-term Liabilities

Increase /(Decrease) in Trade payables

Cash generated from operations

Taxes paid [net of refund] including dividend tax

Net Cash Generated From Operating Activities
**For the year ended
March 31, 2014**
**For the year ended
March 31, 2013**

4,971.69

30,354.48

(1,105.41)

-

16,448.65

15,426.29

53,059.72

48,382.27

1.34

75.37

13.00

14.50

-

3.80

(4,564.17)

(6,230.45)

(19,664.63)

(31,451.28)

(40.81)

(40.81)

(86.07)

276.51

22.61

34.23

72.35

138.99

(0.49)

1.20

(11.28)

4,488.75

2,555.81

2,150.02

(20.26)

(66.44)

(12,170.52)

(1,722.95)

34,509.84

31,479.99

39,481.53

61,834.47

(10,152.44)

31,605.20

(34,313.40)

(1,18,650.03)

2,62,030.34

(2,24,597.80)

3,422.11

(2,213.56)

(15,155.65)

(8,402.88)

10,735.94

(5,991.58)

6,157.45

3,788.97

85,708.29

68,147.81

3,08,432.65

(2,56,313.87)

3,47,914.18

(1,94,479.40)

(2,795.45)

(8,347.98)

3,45,118.73

(2,02,827.38)

₹ in lac

B. CASH FLOW FROM INVESTING ACTIVITIES

	For the year ended March 31, 2014	For the year ended March 31, 2013
Interest received	19,664.63	31,451.28
Purchase of fixed assets	(16,768.15)	(28,952.87)
Sale of fixed assets	4,157.78	124.98
Purchase of current and non-current investments	(61,628.05)	(2,40,677.07)
Sale of current and non-current investments	56,477.25	2,33,494.09
Dividend received	40.81	40.81
Net Cash Used in Investing Activities	1,944.27	(4,518.78)

C. CASH FLOW FROM FINANCING ACTIVITIES

Increase/(decrease) in Long Term Borrowings	1,046.37	23,771.30
Increase/(decrease) in Short Term Borrowings	(2,87,786.63)	63,311.96
Dividend paid	(1,080.95)	(1,079.01)
Finance Costs	(53,059.72)	(48,382.27)
Intercompany deposit (given)/refunded	(1,293.64)	-
Proceeds from Issue/conversion of Shares	43.36	197.40
Net Cash From Financing Activities	(3,42,131.21)	37,819.39
Net increase/(decrease) in cash and cash equivalents (A+B+C)	4,931.79	(1,69,526.77)
Opening balance of cash and cash equivalents	3,998.79	1,73,525.56
Closing balance of cash and cash equivalents	8,930.58	3,998.79
Increase/(decrease) in cash or cash equivalents	4,931.79	(1,69,526.77)
Cash and cash equivalents comprise of:		
Cash on hand	346.56	304.61
Balances with Banks	8,584.02	3,694.18
TOTAL	8,930.58	3,998.79

As per our report of even date attached
For and on behalf of
P.D. Kunte & Co. (Regd.)
Chartered Accountants

For and on behalf of the Board of Directors

R. L. Gupta
Company Secretary

Kailash Shahra
Chairman

D. P. Sapre
Partner
Membership no. 40740

Anil Singhal
GM- Corporate Accounts

Dinesh Shahra
Managing Director

Place : Mumbai
Date : May 30, 2014

Notes

to financial statements for the year ended March 31, 2014

A. GENERAL INFORMATION

Ruchi Soya Industries Limited ('the Company') is a Public Limited Company engaged primarily in the business of processing of oil-seeds and refining of crude oil for edible use. The Company also produces oil meal, food products from soya and value added products from downstream and upstream processing. The Company is also engaged in trading in various products and generation of power from wind energy. The Company has manufacturing plants across India and is listed on the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE).

B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

B.1 Basis of Preparation:

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis, except for certain tangible assets which are being carried at revalued amounts. These financial statements have been prepared to comply in all material aspects with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013.

B.2 Tangible And Intangible Assets:

Tangible and intangible assets (other than those acquired under Hire Purchase Schemes) are stated at cost of acquisition / revalued amount, less accumulated depreciation and impairments, if any. Revalued assets are stated at their fair value as at the date of revaluation based on report of approved valuer less accumulated depreciation. Cost of fixed assets includes taxes, duties, freight and other incidental expenses related to the acquisition and installation after reducing Cenvat credit received/ receivable, if any. With effect from 1st April, 2011, gain/loss on account of fluctuation in exchange rates pertaining to long term foreign currency monetary items, to the extent it is related to acquisition of depreciable assets, is adjusted to the cost of the assets.

Items of fixed assets that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realisable value. Any expected loss is recognised immediately in the Statement of Profit and Loss. Fixed assets acquired under Hire Purchase Schemes are valued at cash price less depreciation.

In accordance with the requirements of Accounting Standard 16 (AS 16), "Borrowing Costs", borrowing costs attributable to acquisition/construction of a qualifying asset (i.e. an asset requiring substantial period of time

to get ready for intended use or sale) are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Pre-operative expenses incurred during construction period are capitalised, where appropriate.

B.3 Depreciation And Amortisation:

Depreciation on other than intangible assets, is provided on straight line basis at the rates prescribed in Schedule XIV to the Companies Act, 1956. Depreciation is provided on pro-rata basis with reference to the month of addition/ installation, except low value items costing ₹ 5,000/- or less which are written off fully in the year of purchase. Depreciation on assets disposed /discarded is charged excluding the month in which such assets is sold. In respect of intangible assets (other than expenditure on software) the cost is amortised over the period for which the asset's economic benefits are expected to accrue. Expenditure incurred on software acquired is amortised over a maximum period of five years from the date the expenditure is incurred or its useful life, whichever is shorter.

B.4 Impairment of Assets:

The Company reviews the carrying value of tangible and intangible assets for any possible impairment at each Balance Sheet date. An impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of net selling price and value in use. In assessing the recoverable amount, the estimated future cash flows are discounted to their present value at appropriate discount rates. If at the Balance Sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

B.5 Inventories:

Inventories, other than realisable by-products, are valued at lower of cost and net realisable value. The cost of inventories is arrived at on moving average price method. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. The cost of manufactured products comprises direct costs and production overheads including depreciation. Realisable by products are valued at net realisable value. Cost of trading items includes cost of purchase and other costs of acquisition attributable thereto.

B.6 Retirement Benefits:

- (i) Short term employee benefits are recognised as an expense in the Statement of Profit and Loss of the year in which service is rendered.
- (ii) Contribution to defined contribution schemes such as Provident Fund, Family Pension Fund and Superannuation Fund are charged to the Statement of Profit and Loss.

Notes

to financial statements for the year ended March 31, 2014

- (iii) The Company makes annual contribution to Employees Group Gratuity cum Life Assurance Scheme in respect of qualifying employees and the same is recognised as an expense in the Statement of Profit and Loss. Additional liability, if any, in respect of gratuity and liability in respect of leave encashment is recognised on the basis of valuation done by an independent actuary applying Project Unit Credit Method. The actuarial gain/loss arising during the year is recognised in the Statement of Profit and Loss of the year.

B.7 Investments:

Investments that are readily realisable and are intended to be held for not more than one year, are classified as current investments. All other investments are classified as non-current investments. Current investments are carried at cost or fair value, whichever is lower. Non-current investments are carried at cost. However, provision is made for diminution in the value of these investments, which in the opinion of Board of Directors is other than temporary and the same is made for each investment individually.

Investments include investments in shares of companies registered outside India. Such investments are stated at cost by converting relevant foreign currency at the rate of exchange prevailing on the date of acquisition.

B.8 Expenses Incurred For Issue of Shares, Debentures and Other Miscellaneous Expenses:

Share issue expenses incurred after April 1, 2003 are either charged to the Statement of Profit and Loss or securities premium account. Expenses pertaining to issue of debentures are charged to the Statement of Profit and Loss in the year in which they are incurred.

B.9 Premium on Redemption of Debentures:

Premium payable, if any, on redemption of debentures is spread over the life of debentures.

B.10 Foreign Exchange Transactions:

Transactions in foreign currency are accounted at the exchange spot rate prevailing on the date of the transaction. Year end receivables and payables are translated at year end rate of exchange. With effect from 1st April 2011, gain/loss on account of fluctuations in exchange rates pertaining to long term foreign currency borrowings to the extent they are related to acquisition of depreciable fixed assets is adjusted to the cost of asset, and in case of other long term borrowings, the same are amortised over the life of such long term borrowings.

In all other cases, the difference on account of fluctuation in the rate of exchange is recognised in the Statement of Profit and Loss.

B.11 Forward Exchange Contracts:

In case of forward exchange contracts, premium/discount arising at the inception of the contracts is spread over the life of the contracts. Exchange fluctuation on such contracts is recognised in the Statement of Profit & Loss in the year in which there is a change in exchange rates.

B.12 Borrowing Costs:

In accordance with the requirements of Accounting Standard (AS)16, "Borrowing Costs", borrowing costs directly attributable to acquisition, construction or production of a qualifying asset are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Other borrowing costs are charged to The Statement of Profit and Loss.

B.13 Employee Stock Options:

Stock options granted to employees under the "Ruchi Soya Employee Stock Option Plan 2007" are accounted as per accounting treatment prescribed by SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the 'Guidance Note on Share Based Payments' issued by the Institute of Chartered Accountant of India (ICAI). Accordingly, the excess of market price of the shares as on the date of grant of options over the exercise price is recognised as deferred employee compensation and is charged to the Statement of Profit and Loss on straight-line basis over the vesting period of the respective option. The number of options expected to vest is based on the best available estimate and is revised, if necessary, where subsequent information indicates that the number of stock options expected to vest differs from the previous estimates.

B.14 Revenue Recognition :

Sale of goods:

Domestic sales are recognised at the point of dispatch of goods when the substantial risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract and are net of returns. Sales are stated net of trade discounts and taxes on sale.

Export sales are recognised when significant risks and rewards in respect of ownership of goods are transferred to the buyer as per the terms of the contract.

Export entitlements are recognised as income when the right to receive the same as per the terms of the scheme is established in respect of the exports made and where there is no significant uncertainty regarding the ultimate realisation.

Carbon Credits are recognised on credit of Carbon Emission Reduction (CER) by the approving authority in a manner it is unconditionally available to the generating entity.

Notes

to financial statements for the year ended March 31, 2014

Sale of Services:

Revenue from services is recognised on rendering of the services.

Other Income:

- (i) Dividend income on investment is recognised when the right to receive dividend is established.
- (ii) Interest and other income are recognised on accrual basis on time proportion basis.

B.15 Lease Accounting:

As a Lessee

Operating lease payments are recognised as expenditure in the Statement of Profit and Loss as per the terms of the respective lease agreements.

As a Lessor

The Company has given assets on an operating lease basis. Lease rentals are accounted on accrual basis in accordance with the respective lease agreements.

B.16 Accounting of Taxes on Income:

Tax expense comprises of current tax and deferred tax. Current tax is measured at amount expected to be paid to tax authorities using the applicable tax rates. Deferred tax assets and liabilities are recognised for future tax consequences attributable to timing difference between taxable income and accounting income that are capable of reversal in one or more subsequent years and are measured using relevant enacted tax rates.

Minimum Alternative Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

B.17 Provisions and Contingent Liabilities:

Provisions: Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the balance sheet date and are not discounted to its present value.

Contingent Liabilities: Contingent liabilities are disclosed in respect of possible obligations that may arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company. The amount of liability is based on a reliable estimate when it is probable that an outflow of resources will be required to settle an obligation and in respect of which a reliable estimate can be made. Provision for contingent liability is not discounted and is determined based on best estimate required to settle the obligation at the year end date. Contingent assets are not recognized in the financial statements.

NOTE-1 SHARE CAPITAL

₹ in lac

	As at March 31, 2014	As at March 31, 2013
A Authorised		
i) Equity Shares		
1,01,02,50,000 (Previous year 1,01,02,50,000) of face value of ₹ 2/- each	20,205.00	20,205.00
ii) Cumulative Redeemable Preference Shares		
51,00,000 (Previous year 51,00,000) of face value of ₹ 100/- each	5,100.00	5,100.00
	25,305.00	25,305.00
B Issued, Subscribed and paid-up		
i) Equity Shares		
33,40,46,422 (Previous year 33,39,22,572) of face value of ₹ 2/- each fully paid-up	6,680.93	6,678.45
ii) 6% Non Convertible Redeemable Cumulative Preference Shares		
2,00,000 (Previous year 2,00,000) of face value of ₹ 100/- each fully paid-up	200.00	200.00
	6,880.93	6,878.45

Notes

to financial statements for the year ended March 31, 2014

(a) Reconciliation of numbers of shares

Particulars	As at March 31, 2014		As at March 31, 2013	
	Number of Shares	₹ in lac	Number of Shares	₹ in lac
i) Equity Shares:				
Balance as at the beginning of the year	33,39,22,572	6,678.45	33,33,58,572	6,667.17
Add:				
Shares issued under Employee Stock option during the year	1,23,850	2.48	5,64,000	11.28
Balance as at the end of the year	33,40,46,422	6,680.93	33,39,22,572	6,678.45
ii) Preference Shares				
Balance as at the beginning of the year	2,00,000	200.00	2,00,000	200.00
Add:				
Shares issued during the year	-	-	-	-
Balance as at the end of the year	2,00,000	200.00	2,00,000	200.00

(b) Rights, Preferences and Restrictions attached to shares

Equity Shares:

The Company has one class of equity shares having a par value of ₹ 2 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Lock in Restrictions

Nil (Previous year 1,25,00,000) Equity shares are subject to lock in restrictions.

Preference Shares: 6% Non-Convertible Redeemable Cumulative Preference Shares of ₹ 100/- each were issued pursuant to the Scheme of Amalgamation and

Arrangement between Sunshine Oleochem Limited, Ruchi Soya Industries Limited and their respective shareholders sanctioned by the Hon'ble High Court of judicature of Mumbai in an earlier year on the same terms and conditions as originally issued by Sunshine Oleochem Limited.

These preference shares are redeemable as follows:

- First installment of ₹ 33/- per preference share on completion of 144 months from March 31, 2009.
- Second installment of ₹ 33/- per preference share on completion of 156 months from March 31, 2009.
- Third installment of ₹ 34/- per preference share on completion of 168 months from March 31, 2009.

- Shares allotted under Employee Stock Option Plan Scheme, 2007 as modified from time to time. Refer Note 2(L).

Notes

to financial statements for the year ended March 31, 2014

- (d) Details of shares held by shareholders holding more than 5% shares in the Company.

EQUITY SHARES

Mr. Dinesh Shahra [in the capacity of Trustee of Disha Foundation (Formerly known as Shiva Foundation)]

Dinesh Shahra (HUF)

Soyumm Marketing Private Limited

Spectra Realities Private Limited

Sawit Plantations Pte Limited

Cresta Fund Limited

Hi Tech Housing Projects Private limited

PREFERENCE SHARES

Ruchi Infrastructure Limited

	As at March 31, 2014	%	As at March 31, 2013	%
	4,74,40,350	14.20%	4,74,40,350	14.21%
	1,72,05,836	5.15%	1,72,05,836	5.15%
	2,91,45,577	8.73%	2,86,13,984	8.57%
	1,81,00,000	5.42%	1,81,00,000	5.42%
	1,96,12,913	5.87%	1,96,12,913	5.87%
	-	-	1,76,70,517	5.29%
	-	-	3,37,58,400	10.11%
	2,00,000	100%	2,00,000	100%

- (e) The issued, subscribed and paid-up share capital includes 5,66,38,462 Equity Shares and 2,00,000 Preference Shares issued during the last five years pursuant to Schemes of Amalgamation, Arrangement and Mergers.

NOTE-2 RESERVES AND SURPLUS

₹ in lac

	As at March 31, 2014	As at March 31, 2013
A Securities Premium Account		
Balance as at the beginning of the year	45,801.22	45,318.51
Add: on exercise of employee stock options	121.62	482.71
Balance as at the end of the year	45,922.84	45,801.22
B Capital Redemption Reserve		
Balance as at the beginning of the year	8,770.98	8,770.98
Less: Utilised during the year	-	-
Balance as at the end of the year	8,770.98	8,770.98
C General Reserve		
Balance as at the beginning of the year	39,775.98	37,275.98
Add: Transfer from Statement of Profit and Loss	1,000.00	2,500.00
Balance as at the end of the year	40,775.98	39,775.98
D Business Development Reserve (Refer Note M)		
Balance as at the beginning of the year	42,730.64	48,961.09
Less:		
Additional Depreciation/Impairment on account of revaluation of fixed assets	1,946.45	2,114.37
Bad debts and advances written off (net of current tax)	-	52.68
Provision for doubtful debts and doubtful advances (net of current/deferred tax)	(7.45)	2,963.03

Notes

to financial statements for the year ended March 31, 2014

NOTE-2 RESERVES AND SURPLUS

₹ in lac

		As at March 31, 2014	As at March 31, 2013
Advertisement & sales promotion expenses (net of current tax)	2,015.81		1,064.72
Reversal of revaluation reserve on sale of Assets	566.93		35.65
Impairment on revalued assets	42.43	4,564.17	-
		38,166.47	42,730.64
E Capital Reserve			
Balance as at the beginning of the year		3,328.75	3,328.75
Less: Utilised during the year		-	-
Balance as at the end of the year		3,328.75	3,328.75
F Capital Investment subsidy			
Balance as at the beginning of the year		30.00	30.00
Less: Utilised during the year		-	-
Balance as at the end of the year		30.00	30.00
G Revaluation Reserve			
Balance as at the beginning of the year		704.85	704.85
Less: Utilised during the year		-	-
Balance as at the end of the year		704.85	704.85
H Hedging Reserve (Refer Note N)		(561.15)	(1,672.80)
I Share Options Outstanding			
Employee stock Option Outstanding		154.82	224.42
Less: Deferred Employees Compensation Expenses		51.18	41.38
Options outstanding as at the end of the year		103.64	183.04
J Foreign Currency Monetary Item Translation Difference Account (Refer Note 40)		(682.81)	(610.57)
K Surplus in Statement of Profit and Loss			
Balance as at the beginning of the year		90,702.12	70,840.37
Add: Profit for the year		1,342.01	23,626.40
Less: Appropriations			
Transferred to General Reserve		1,000.00	2,500.00
Transferred to Proposed Dividend			
-Preference		12.00	12.00
-Equity		534.50	1,068.95
-Dividend Distribution tax		92.88	183.70
Balance as at the end of the year		90,404.75	90,702.12
		2,26,964.30	2,29,744.21

Notes

to financial statements for the year ended March 31, 2014

L Employees Stock Options

- (a) The Company vide resolution passed at their Extra Ordinary General Meeting held on November 28, 2007 as modified by resolution passed at the Extra Ordinary General Meeting held on June 16, 2009 approved grant of up to 54,71,000 options to eligible directors and employees of the Company and its subsidiary Ruchi Worldwide Limited.
- (b) In terms of the said approval, the eligible employees / directors are entitled against each option to subscribe for one equity share of face value of ₹ 2/- each at a premium of ₹ 33/- per share.
- (c) The holders of the Employee Stock Options are entitled to exercise the option within a period of three years from the date of first vesting, failing which they stand cancelled. In the case of termination of employment by the Company, all options, vested or not, stand cancelled immediately. In case of voluntary resignation, all un-vested options stand cancelled. The resigning employees may exercise the vested options concurrently with the resignation, beyond which such options stand cancelled. In the event of death of an employee, retirement or the employee becoming totally and permanently disabled, all unvested options vest immediately and can be exercised during the original term of the option.
- (d) The Company had granted options to its directors and employees as follows:

Date of Grant	Number of Options	Exercise Price	Particulars of vesting		
			20%	30%	50%
April 1, 2008	12,37,000	₹ 35/-	April 1, 2009	April 1, 2010	April 1, 2011
October 1, 2009	14,95,000	₹ 35/-	October 1, 2010	October 1, 2011	October 1, 2012
April 1, 2010	2,53,500	₹ 35/-	April 1, 2011	April 1, 2012	April 1, 2013*
April 1, 2011	1,98,000	₹ 35/-	April 1, 2012	April 1, 2013	April 1, 2014
April 1, 2012	15,000	₹ 35/-	April 1, 2013	April 1, 2014	April 1, 2015
April 1, 2013	2,19,000	₹ 35/-	April 1, 2014	April 1, 2015	April 1, 2016
TOTAL	34,17,500				

The movement in the Employee Stock Options during the year ended March 31, 2014 is as follows:

Date of Grant	Opening Balance as on April 1, 2013	Issued during the year	Cancelled	Exercised during the year	Closing Balance as on March 31, 2014
October 1, 2009	1,19,950	-	1,09,950	10,000	-
April 1, 2010 *	74,450	-	-	65,450	9,000
April 1, 2011	1,52,400	-	4,000	47,400	1,01,000
April 1, 2012	15,000	-	10,000	1,000	4,000
April 1, 2013	-	2,19,000	-	-	2,19,000
TOTAL	3,61,800	2,19,000	1,23,950	1,23,850	3,33,000

Note : * Indicates as at March 31, 2014 the said option is yet to expire considering grace period of one year.

Notes

to financial statements for the year ended March 31, 2014

M (a) In an earlier year, the Hon'ble High Court of judicature of Mumbai, had approved u/s. 391-394 the Scheme of Amalgamation and Arrangement of 'Mac Oil Palm Limited' with Ruchi Soya Industries Limited and its shareholders, which was effective from April 1, 2009.

(b) Pursuant to the Scheme referred to in (a) above, the Company had, in an earlier year, created Business Development Reserve from the balance standing to the credit of General Reserve & Securities Premium Account.

In terms of the Scheme, as and when deemed fit by the Board, the said Business Development Reserve is available for adjusting various expenses, including

advertisement, sales promotion, development of brands, research and development activities, provision / write off of doubtful debtors/current assets/loans and advances, additional depreciation necessitated by revaluation of fixed assets and expenses of amalgamation including expenses of the Transferor Company i.e. Mac Oil Palm Limited, incurred on or after April 1, 2009, after adjusting for any tax effects, both current and deferred tax thereon.

(c) As approved by the Board, an amount of ₹ 4,564.17 lac (previous year ₹ 6,230.45 lac) comprising of the following has been debited during the year to Business Development Reserve in accordance with the said Scheme.

₹ in lac

Particulars	2013-14	2012-13
Provision for Doubtful Advances (net of deferred tax)	-	309.60
Bad debts and advances written off (net of current tax)	-	52.68
Provision for Doubtful Debts (net of current/deferred tax)	(7.45)	2,653.43
Advertisement Expenses (net of current tax)	2,015.81	1,064.72
Additional depreciation on account of revaluation	1,946.45	2,114.37
Reversal of revaluation reserve on sale of Assets	566.93	35.65
Impairment on revalued assets	42.43	-
TOTAL	4,564.17	6,230.45

(d) Had the Scheme, approved by the Hon'ble High Court, not prescribed the accounting treatment as described in (b) above,

i) the Company would have been required to:

* Credit an amount of ₹ 36,157.70 lac to Revaluation Reserve instead of the Business Development Reserve.

* Debit the additional depreciation arising from the revaluation of fixed assets of ₹ 1,946.45 lac (previous year ₹ 2,114.37 lac), Reversal of revaluation reserve on sale of assets amounting to ₹ 566.93 lac (Previous year ₹ 35.65 lac) and additional Impairment on revalued assets amounting to ₹ 42.43 lac (Previous year ₹ Nil) to Revaluation Reserve instead of Business Development Reserve and credit an equivalent amount to the Statement of Profit and Loss. Accordingly there is no impact on the Statement of Profit and Loss.

* Debit the Advertisement and Sales Promotion expenses of ₹ 2,015.81 lac (net of current tax thereon) (previous year ₹ 1,064.72 lac) to the Statement of Profit and Loss.

* Credit the amount of ₹ 7.45 lac (previous year debit ₹ 2,963.03 lac) being the provision for doubtful debts / advances [net of current / deferred tax thereon] and Debit the amount of ₹ Nil (previous year ₹ 52.68 lac) being the Bad Debts and advances written off [net of current tax thereon] to the Statement of Profit & Loss.

ii) As a cumulative impact of the treatment described in para (i) above, the accumulated balance in the General Reserve and Securities Premium account as at March 31, 2014 would have been higher by ₹ 5,193.54 lac and ₹ 23,842.30 lac respectively, profit for the year would have been lower by ₹ 2,008.35 lac, the accumulated balance in the Statement of Profit and Loss as at March 31, 2014 would have been lower by ₹ 15,858.52 lac,

Notes

to financial statements for the year ended March 31, 2014

the balance in Revaluation Reserve would have been higher by ₹ 24,989.16 lac and the balance in Business Development Reserve would have been ₹ Nil.

However, the aggregate balance in Reserves and Surplus as at March 31, 2014 would have remained the same .

- N The Company has adopted the principles of derivatives and hedge accounting prescribed in Accounting

Standard (AS) 30 “Financial Instruments: Recognition and Measurement”, to account for interest rate swaps. Accordingly, mark to market losses of ₹ 561.15 lac (net of taxes) upto the year ended March 31, 2014 [Previous year ₹ 1,672.80 lac (net of taxes)] on account of interest rate swaps designated as effective hedge has been recognised in the balance sheet under the head “Hedging Reserve”. The corresponding derivative liability has been disclosed under Other Long Term Liabilities in Note 5 and Other current Liabilities in Note 9.

NOTE-3 LONG -TERM BORROWINGS

₹ in lac

A Secured

Term Loans from Banks

- Rupee Loans (Refer Note C below)

- Foreign Currency Loans (Refer Note C below)

B Unsecured

- Deferred Sales Tax Liability (Refer Note D below)

As at March 31, 2014	As at March 31, 2013
35,014.57	31,969.66
62,568.25	64,550.84
7,205.36	7,221.31
1,04,788.18	1,03,741.81

C Nature of Security and terms of repayment for secured borrowings

Name of the lender	Rate of Interest	Nature of Security	Terms of Repayment
Term loan from Yes Bank amounting to ₹ 2,625.00 lac (March 31, 2013: ₹ 4,375.00 lac)	PLR-5.5% p.a	Secured by a first pari passu charge over the fixed assets, both present & future, located at Mangalore (Karnataka).	Repayable in 16 equal quarterly installments (commenced from August, 2011) of sanctioned amount of ₹ 7,000.00 lac.
Term loan from ICICI Bank amounting to ₹ Nil (March 31, 2013: ₹ 389.58 lac)	BBR+2.5% p.a.	Secured by a first charge over the specific fixed assets, both present and future, located at Ampapuram, Bapulapadu Mandal in Krishna District (Andra Pradesh).	Repayable in 48 equal monthly installments (commenced from February, 2010) of sanctioned amount of ₹ 2,000.00 lac.
Term loan from Axis Bank amounting to ₹ 2,190.13 lac (March 31, 2013: ₹ 2,863.41 lac)	BBR+2.5% p.a.	Secured by a first pari passu charge over the movable fixed assets, factory land and railway siding, both present & future, located at Durgawati in Bihar.	Repayable in 18 Equal quarterly installments starting at the end of 9 months from date of first disbursement (commenced from February, 2013) of sanctioned amount of ₹ 3,000.00 lac.

Notes

to financial statements for the year ended March 31, 2014

Name of the lender	Rate of Interest	Nature of Security	Terms of Repayment
Term loan from IDBI Bank amounting to ₹ 3,444.44 lac (March 31, 2013: ₹ 5,666.67 lac)	BBR+3.5% p.a.	Secured by a first pari passu charge over all the fixed assets, both present and future, located at Haldia (West Bengal), Patalganga and Nagpur (Maharashtra) together with first exclusive charge on the entire fixed assets, both present and future, located at Washim (Maharashtra).	Repayable in 18 equal quarterly installments (commenced from September, 2011) of sanctioned amount of ₹ 10,000.00 lac.
Term loan from State Bank of India amounting to ₹ 0.55 lac [Including FCNRB USD Nil] (March 31, 2013: ₹ 1,712.00 lac [Including FCNRB USD 30.18 lac])	BBR + 6.40 % p.a.	Secured by a first exclusive charge over the windmills, both present and future, located at Palsodi (Madhya Pradesh).	Repayable in 20 equal quarterly installments (commenced from June, 2009) of sanctioned amount of ₹ 9,500.00 lac.
Term loan from State Bank of India amounting to ₹ 5,960.42 lac [Including FCNRB USD 77.75 lac] (March 31, 2013: ₹ 4,556.65 lac) [Including FCNRB USD Nil]	BBR+1.75% p.a. [FCNRB LIBOR 6 Months + 3.25% p.a.]	a) Secured by first exclusive charge on movable and immovable fixed assets of the Company's unit located at Village Bhuvad, Tehsil Anjar, District Kutch, Gujarat. b) Collateral Second charge over the entire current assets including stocks of raw material and finished goods, receivables and other current assets on pari passu basis, with other term lenders.	Repayable in 20 equal quarterly installments (commenced from March 2014) of sanctioned amount of ₹ 6,500.00 lac.
Corporate Loan II from State Bank of India amounting to ₹ Nil (March 31, 2013: ₹ 21.80 lac)	BBR + 3.60% p.a.	Secured by a first exclusive charge over the fixed assets, both present and future, at Kota (Rajasthan), Chennai (Tamil Nadu) and Shriganganagar (Rajasthan) and first pari passu charge over the fixed assets, both present and future, located at Haldia (West Bengal), Patalganga & Nagpur (Maharashtra), Mangalore (Karnataka) and Mangliya (Madhya Pradesh).	Repayable in 18 quarterly installments (commenced from December, 2008) of sanctioned amount of ₹ 25,000.00 lac out of that first 14 installment shall be of ₹ 1,250.00 lac per installment & next 4 shall be of ₹ 1,875.00 lac per installment.
Corporate Loan III from State Bank of India amounting to ₹ 10,529.34 lac [Including FCNRB USD Nil] (March 31, 2013: ₹ 16,993.54 lac [Including FCNRB USD 301.81 lac])	BBR + 3.65 % p.a.	Secured by a first exclusive charge over the fixed assets, both present and future, at Kota (Rajasthan), Chennai (Tamil Nadu) and Shriganganagar (Rajasthan) and first pari passu charge over the fixed assets, both present and future, located at Haldia (West Bengal), Patalganga & Nagpur (Maharashtra), Mangalore (Karnataka) and Mangliya (Madhya Pradesh) .	Repayable in 20 equal quarterly installments (commenced from September 2011) of sanctioned amount of ₹ 25,000.00 lac.
Corporate Loan IV from State Bank of India amounting to ₹ 26,500.53 lac [Including FCNRB USD 441.40 lac] (March 31, 2013: ₹ 30,094.11 lac) [Including FCNRB USD Nil]	BBR+1.75% p.a. [FCNRB LIBOR 6 Months + 3.25% p.a.]	a) Secured by an Extension of exclusive first charge on movable and immovable fixed assets located at Shriganganagar (Rajasthan), Kota (Rajasthan) and Chennai (Tamil Nadu) and extension of first pari passu charge on movable and immovable fixed assets located at Haldia (West Bengal), Mangalore (Karnataka) Patalganga & Nagpur (Maharashtra), and Mangliya (Madhya Pradesh) and b) Collateral Second charge over the entire current assets including stocks of raw material and finished goods receivables and other current assets on pari passu basis, with other term lenders.	Repayable in 20 equal quarterly installments (commenced from June 2013) of sanctioned amount of ₹ 30,000.00 lac.

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to financial statements for the year ended March 31, 2014

Name of the lender	Rate of Interest	Nature of Security	Terms of Repayment
Corporate Loan V from State Bank of India amounting to ₹ 30,033.29 lac (March 31, 2013: ₹ Nil)	BBR+3.5% p.a.	Primary Security : a) Secured by first exclusive charge/Extension of exclusive charge on movable and immovable fixed assets of the Company's unit located at Shrigangangar A 69-70 & C 366-367, RIICO Udyog Vihar, Kota RIICO Industrial Area Bundi, Chennai Kannigaipuer Village, Talalvali Chanda Mangliya village Indore, Mangliya b) Secured by Extension of first pari passu charge on movable and immovable fixed assets of the Company's unit located at Haldia, Mangalore Bikampady Industrial Area, Patalganga & Nagpur. Collateral Security : Second charge over the entire current assets including stocks of raw material and finished goods, receivables and other current assets on pari passu basis, with other term lenders.	Repayable in 20 quarterly installments (to be commenced from June 2014) of sanctioned amount of ₹ 30,000.00 lac out of that first four installment shall be of ₹ 1,000.00 lac each, next twelve installments shall be of ₹ 1,500.00 lac each, and last four installment shall be of ₹ 2,000.00 lac each.
Vehicle Loan from HDFC Bank amounting to ₹ 70.60 lac (March 31, 2013: ₹ Nil)	9.51% p.a.	Hypothecation of vehicles acquired out of the said loan.	Repayable in 60 equal monthly installments (commenced from July 2013) of the sanctioned amount of ₹ 81.00 lac.
ECB I in foreign currency from DBS Bank Ltd. Amounting to ₹ 7,805.20 lac (March 31, 2013: ₹ 10,910.00 lac)	LIBOR 6 months* + 340 bps p.a.	Secured by a first charge over the fixed assets, both present and future, of Refinery unit(s) located at Guna (Madhya Pradesh), Daloda (Madhya Pradesh), Baran (Rajasthan) and Gadarwara (Madhya Pradesh).	Repayable in 5 semi annual installments (commenced from April, 2013) of 15%, 20%, 20%, 20% & 25% of sanctioned amount of US \$ 200.00 lac.
ECB II in foreign currency from DBS Bank Ltd. Amounting to ₹ 12,008.00 lac (March 31, 2013: ₹ 10,910.00 lac)	LIBOR 6 months* + 290 bps p.a.	Secured by a first charge over the fixed assets, both present and future, of Refinery unit(s) located at Kandla (Gujarat).	Repayable in 6 semi annual installments (to be commenced from September, 2014) of 13%, 13%, 13%, 13% 24% & 24% of sanctioned amount of US \$ 200.00 lac.
ECB III in foreign currency from DBS Bank Ltd. Amounting to ₹ 18,012.00 lac (March 31, 2013: ₹ 16,365.00 lac)	LIBOR 6 months* + 370 bps p.a.	Secured by a first charge over the fixed assets, both present and future, of Refinery Units located at Guna (Madhya Pradesh), Daloda (Madhya Pradesh), Baran (Rajasthan), Gadarwara (Madhya Pradesh) and Kandla (Gujarat).	Repayable in 5 semi annual installments (to be commenced from March, 2016) of 19.67%, 20%, 20%, 20% & 20.33% of sanctioned amount of US \$ 300.00 lac.
ECB I in foreign currency from Standard Chartered Bank amounting to ₹ 7,204.80 lac (March 31, 2013: ₹ 8,728.00 lac)	LIBOR 3 months* + 260 bps p.a.	Secured by a first charge over the windmills, both present & future, at Maliya Miyana (Gujarat), Piploda (Madhya Pradesh), Fatehgrah (Rajasthan), Shergrah (Rajasthan), & Osiyan (Rajasthan).	Repayable in 16 quarterly installments (commenced from June, 2012) out of that first eight installments shall be 5% & next eight installment shall be 7.5% of sanctioned amount of US \$ 200.00 lac.
ECB II in foreign currency from Standard Chartered Bank amounting to ₹ 8,005.33 lac (March 31, 2013: ₹ 10,910.00 lac)	LIBOR 3 months* + 225 bps p.a.	Secured by a first charge over the windmills, both present & future, at Piploda (Madhya Pradesh), Palsodi (Madhya Pradesh) & Fatehgrah (Rajasthan).	Repayable in 6 semi annual equal installments (commenced from June, 2013) of sanctioned amount of US \$ 200.00 lac.

Notes

to financial statements for the year ended March 31, 2014

Name of the lender	Rate of Interest	Nature of Security	Terms of Repayment
Foreign Currency Term loan from EXIM Bank amounting to ₹ Nil. (March 31, 2013: ₹ 191.26 lac)	LIBOR 6 Months + 500 BPS p.a.	Secured by a first pari passu charge over the windmills, both present and future, at Manglia (Madhya Pradesh), and first charge over the properties, both present and future, at Jaora (Madhya Pradesh), Dhule (Maharashtra) and Coimbatore (Tamil Nadu).	Repayable in 21 equal quarterly installments (commenced from June, 2008) of sanctioned amount of ₹ 3,000.00 lac.

BBR-Base Bank Rate

PLR-Prime Lending Rate

LIBOR-London Interbank Offered Rate

LTMLR- Long Term Minimum Lending Rate

* Indicates Interest rates hedged by interest rate swaps.

- a) In addition to the securities specified above, loans amounting to ₹ 78,658.70 lac Including interest accrued and due on borrowings ₹ 323.42 lac (March 31, 2013: ₹ 62,099.44 lac [Including interest accrued and due on borrowings ₹ 288.76 lac]) are secured by personal guarantee of Managing Director.
- b) The charges referred to above, rank pari passu inter se the lenders at each locations, wherever applicable.
- c) The loan balances as appearing in Security table above are including ₹ 36,483.39 lac being Current maturities of long-term debts and ₹ 323.42 lac being Interest accrued and due on borrowings included under Note 9.
- D Deferred Sales tax (including ₹ 15.95 lac included under Current liabilities in Note 9) denotes interest free sales tax deferral under Schemes of State Government of Andhra Pradesh & Tamil Nadu. The same is repayable in annual installments beginning from June 2014 in case of Andhra Pradesh and from August 2015 in case of Tamil Nadu .

NOTE-4 DEFERRED TAX LIABILITIES(NET)

₹ in lac

	As at March 31, 2014	As at March 31, 2013
Deferred Tax Liabilities		
Depreciation	32,419.53	30,775.63
Deferred Tax Assets		
Provision for doubtful debts & advances	3,258.38	3,262.21
Other timing differences	2,166.18	2,846.31
TOTAL	26,994.97	24,667.11

The break-up of the deferred tax liability up to the year ended March 31, 2014 is as under:

₹ in lac

Liability / (Assets) on account of	Up to March 31, 2013	For the year ended March 31, 2014	Total up to March 31, 2014
Depreciation	30,775.63	1,643.90	32,419.53
Provision for doubtful debts & advances	(3,262.21)	3.83	(3,258.38)
Other timing differences	(2,846.31)	680.13	(2,166.18)
Net deferred tax liability (Asset)	24,667.11	2,327.86	26,994.97

Notes

to financial statements for the year ended March 31, 2014

NOTE-5 OTHER LONG-TERM LIABILITIES

₹ in lac

	As at March 31, 2014	As at March 31, 2013
Agency & Other Deposits	821.56	896.29
Other liabilities (Refer Note below)	668.06	1,899.14
	1,489.62	2,795.43

Note:

Other liabilities include ₹ 396.72 lac [Previous Year ₹ 1,672.80 lac] on account of Derivative Liability (Refer Note 2N)

NOTE-6 LONG TERM PROVISIONS

₹ in lac

	As at March 31, 2014	As at March 31, 2013
Other Provisions		
Provision for Taxation	0.15	0.15
	0.15	0.15

NOTE-7 SHORT TERM BORROWINGS

₹ in lac

	As at March 31, 2014	As at March 31, 2013
A Loans repayable on demand		
i) Secured		
Working Capital Loans from Banks (Refer B below)	29,118.87	69,632.64
ii) Unsecured		
From Banks / Financial Institutions (Refer Note B (b) below)	1,22,897.70	3,70,499.75
	1,52,016.57	4,40,132.39

B	Name of the lender	Rate of Interest	Nature of Security	Terms of Repayment
	Working Capital Loans from Banks amounting to ₹ 29,622.11 lac (March 31, 2013: ₹ 69,792.58 lac)	Packing Credit Loans (Ranging from 10.25% p.a to 12.50% p.a.) and other working capital loans(Ranging from 11.75% p.a. to 14.25% p.a.)	First pari passu charge within the Consortium Member banks over the current assets, both present and future and second pari passu charge within the Consortium Member banks over the movable and immovable fixed assets, both present and future.	Repayable on demand during the facility tenure of 12 months.

Notes

to financial statements for the year ended March 31, 2014

The loan balances as appearing in Security table above are including ₹ 503.24 lac (Previous year ₹ 159.94 lac) being Interest accrued and due on borrowings.

- a) In addition to the securities specified above, secured loans amounting to ₹ 29,622.11 lac [Including interest accrued and due ₹ 503.24 lac] - (March 31, 2013: ₹ 69,792.58 lac [Including interest accrued and due ₹ 159.94 lac]) are secured by personal guarantee of Promoter Director/s.
- b) During the year, the Company has availed buyer's credit. The amount of ₹ 1,22,897.70 lac (Previous year ₹ 3,70,499.75 lac) outstanding on account of buyer's credit as at March 31, 2014, is guaranteed by the banks against fixed deposits of ₹ 23,161.00 lac (Previous year ₹ 2,82,221.05 lac) placed with them and against credit lien of non fund based limit of ₹ 1,06,185.02 lac (Previous year ₹ 93,072.46 lac).

NOTE-8 TRADE PAYABLES

₹ in lac

	As at March 31, 2014	As at March 31, 2013
Due to Micro, Small and Medium Enterprises (Refer Note i below)	270.64	233.83
Due to others (Refer Note ii below)	5,45,623.77	4,74,102.17
	5,45,894.41	4,74,336.00

- i The Company has identified (based on information available) certain suppliers as those registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the MSMED Act are as follows:

₹ in lac

	As at March 31, 2014	As at March 31, 2013
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	215.05	190.72
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	55.59	43.11
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	3,630.36	3,565.49
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest due and payable towards suppliers registered under the MSMED Act, for payments already made	55.59	43.11
Interest remaining due and payable for earlier years	43.11	28.12

Notes

to financial statements for the year ended March 31, 2014

- ii Due to others includes

₹ in lac

	As at March 31, 2014	As at March 31, 2013
Bills Payable	54,249.89	34,479.83
Temporary Book Overdraft	3.42	621.35
Amount payable to Related parties (Refer Note 34)	1,08,499.84	361.07

NOTE-9 OTHER CURRENT LIABILITIES

₹ in lac

	As at March 31, 2014	As at March 31, 2013
a Current maturities of long-term debt		
From Banks (Refer Note 3)	36,483.39	27,877.77
From State Government (Refer Note 3 D)	15.95	-
b Interest accrued but not due on borrowings	542.45	1,877.12
c Interest accrued and due on borrowings	826.66	448.70
d Unclaimed Dividends (Refer Note i below)	43.06	42.29
e Non-Trade payables (Refer Note ii & iii below)		
Creditors for capital expenditure	1,239.45	1,104.27
Others	12,057.40	8,083.49
f Customers' Advances [Refer Note 30(B)(c)]	1,07,085.60	1,09,752.10
g Other liabilities (Refer Note iv below)	6,374.37	9,130.98
	1,64,668.33	1,58,316.72

- i There are no amounts due for payment to the Investor Education and Protection Fund under Section 205C of the Companies Act, 1956 as at the year end.
- ii Non-Trade payables include ₹ 0.79 lac [Previous year ₹ 0.13 lac] due to Related party.(Refer Note 34)
- iii Non-Trade payables include ₹ 11,912.60 lac [Previous year ₹ 7,993.45 lac] due to banks on account of forward exchange contracts.
- iv Other liabilities include ₹ 164.43 lac [Previous Year ₹ Nil] on account of Derivative Liability (Refer Note 2N).

Notes

to financial statements for the year ended March 31, 2014

NOTE-10 SHORT TERM PROVISIONS

₹ in lac

	As at March 31, 2014	As at March 31, 2013
A Provision for employee benefits		
Provision for Gratuity	-	151.02
Provision for Compensated absences	629.53	564.58
B Others		
Taxation (Net)	164.17	323.30
Dividend Payable	546.50	1,080.95
	1,340.20	2,119.85

C Disclosures as required under AS -15 are as under:

₹ in lac

	2013-2014		2012-2013	
	Gratuity	Compensated Absences	Gratuity	Compensated Absences
i) Change in obligation during the year				
Obligation at the beginning of the year	1,239.51	588.24	944.45	432.12
Current Service cost	142.80	117.52	110.88	85.63
Past Service cost	-	-	-	-
Interest Cost	99.16	47.06	80.28	36.73
Actuarial (Gains)/Losses	(48.54)	(70.80)	155.99	35.50
Benefits payments	(106.86)	(1.68)	(52.09)	(1.74)
Reduction on transfer of undertaking (Refer Note no 42)	(9.54)	(4.49)	-	-
Obligations at the end of the year	1,316.53	675.85	1,239.51	588.24
Change in the fair value of plan assets				
Fair value of plan assets at the beginning of the year	1,088.49	23.66	919.46	18.02
Expected return on plan assets	94.70	2.06	79.07	1.55
Contributions	288.39	21.39	134.20	5.77
Benefits paid	(106.86)	(1.68)	(52.09)	(1.74)
Actuarial Gains/(Losses)	3.70	0.89	7.85	0.06
Reduction on transfer of undertaking (Refer Note no 42)	(14.81)	-	-	-
Fair value of plan assets at the end of the year	1,353.61	46.32	1,088.49	23.66
Net amount recognised in balance sheet				
Present value of defined benefit obligation at the end of the year	1,316.53	675.85	1,239.51	588.24
Fair value of plan assets at the end of the year	1,353.61	46.32	1,088.49	23.66
(Liability) / Asset recognised in balance sheet	37.08	(629.53)	(151.02)	(564.58)
Balance sheet reconciliation				
Net liability at the beginning of the year	151.02	564.58	24.99	414.10

Notes

to financial statements for the year ended March 31, 2014

C Disclosures as required under AS -15 are as under:

₹ in lac

	2013-2014		2012-2013	
	Gratuity	Compensated Absences	Gratuity	Compensated Absences
Expenses recognised during the year	95.02	90.83	260.23	156.25
Contributions during the year	(288.39)	(21.39)	(134.20)	(5.77)
Net Reduction on transfer of undertaking (Refer Note 42)	5.27	(4.49)	-	-
Net liability/ (Net asset) as at the end of the year	(37.08)	629.53	151.02	564.58
Current portion of Net liability/(Net assets)	(37.08)	629.53	151.02	564.58
Non- Current portion of Net liability/(Net assets)	-	-	-	-
Amounts recognised in Statement of profit and loss				
Current service cost	142.80	117.52	110.80	85.63
Past service cost	-	-	-	-
Interest cost	99.16	47.06	80.28	36.73
Expected return on plan assets for the year	(94.70)	(2.06)	(79.07)	(1.55)
Actuarial (Gains)/Losses	(52.24)	(71.68)	148.14	35.44
Expenditure recognised in Statement of profit and loss	95.02	90.84	260.15	156.25
Actual return on plan assets				
Expected return on plan assets for the year	94.70	2.06	79.07	1.55
Actuarial Gains/(Losses)	3.70	0.89	7.85	0.06
Actual return on plan assets	98.40	2.95	86.92	1.61
Percentage of each category of plan assets to fair value of plan assets				
Insurer managed funds	100%	100%	100%	100%
Actuarial assumptions				
Discount Rate Current	9.35%	9.35%	8.00%	8.00%
Salary escalation Current	6.00%	6.00%	6.00%	6.00%
Rate of return on plan assets	8.70%	8.70%	8.70%	8.70%
Retirement Age	58 Years	58 Years	58 Years	58 Years
Attrition Rate	For service 4 years.& below 12.54% p.a. & For service 5 years and above 2% p.a.	For service 4 years & below 12.54% p.a. & For service 5 years and above 2% p.a.	For service 4 years & below 12.68% p.a. & For service 5 years and above 2% p.a.	For service 4 years & below 12.68% p.a. & For service 5 years and above 2% p.a.
Mortality Rate	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate

Other disclosures

Gratuity is payable to all employees at the rate of 15 days salary for each completed year of service. In respect of employees covered by the Payment of Gratuity Act, 1965. The same is subject to a maximum limit of ₹ 10.00 lac.

Salary escalation is considered in line with the industry practice considering promotion and demand and supply of the employees.

Notes

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ii) Defined contribution plan

The Company has recognised ₹ 777.16 lac (Previous year ₹ 615.74 lac) towards contribution to Provident Fund and pension Fund ₹ 76.85 lac (Previous year ₹ 84.08 lac) towards Employee State Insurance in the Statement of Profit and Loss.

iii) Expected Contribution to the Funds in the next year

₹ In Lac

	2013-2014	2012-2013
Gratuity	106.38	293.82
Provident Fund	1,077.70	757.10

iv) Amounts recognised in current year and previous four years

₹ In Lac

Particulars	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
Gratuity					
Defined benefit obligation	1,316.53	1,239.51	944.45	755.85	575.66
Fair Value of Plan Assets	1,353.61	1,088.49	919.45	619.12	468.33
Surplus / (Deficit)	37.08	(151.02)	(24.99)	(136.73)	(107.33)
Experience adjustments on plan liabilities Loss / (Gains)	113.24	98.42	110.05	93.93	139.10
Experience adjustments on plan assets (Loss) / Gains	3.70	7.85	19.80	4.39	(8.54)
Compensated absences					
Defined benefit obligation	675.85	588.24	432.12	300.79	221.65
Fair Value of Plan Assets	46.32	23.66	18.02	-	-
Surplus / (Deficit)	(629.53)	(564.58)	(414.10)	(300.79)	(221.65)
Experience adjustments on plan liabilities Loss / (Gains)	(1.93)	15.60	56.30	-	-
Experience adjustments on plan assets (Loss) / Gains	0.89	0.06	1.15	-	-

Notes

to financial statements for the year ended March 31, 2014

NOTE-11 FIXED ASSETS

₹ In Lac

Particulars		GROSS BLOCK			DEPRECIATION			NET BLOCK	
As on April 1, 2013	Additions	Disposal/ adjustment (Refer Note (vii) below)	As on March 31, 2014	Upto March 31, 2013	for the year Disposal/ adjustment	Provision for impairment	Up to March 31, 2014	As on March 31, 2014	As on March 31, 2013
(i) TANGIBLE ASSETS									
Own Assets:									
Free Hold Land	91.10	0.56	20,128.22	-	-	-	-	20,128.22	20,037.68
Lease Hold Land	1.57	47.68	1,211.65	228.18	27.59	5.13	250.64	961.01	1,029.58
Buildings	5,913.90	1,305.87	62,410.65	10,421.57	1,653.42	298.82	11,776.17	50,634.48	47,381.05
Plant & Equipment	14,866.34	4,722.64	2,21,939.02	79,621.62	13,446.43	2,220.48	90,896.51	1,31,042.51	1,32,173.70
Windmills	1,779.60	-	53,720.23	8,894.59	2,551.71	-	11,446.30	42,273.93	43,046.04
Furniture & Fixtures	55.76	15.76	1,612.19	723.34	109.34	11.32	821.36	790.83	848.85
Vehicles	564.24	247.06	2,979.51	1,209.16	249.20	142.05	1,316.31	1,663.20	1,453.17
Office Equipments	296.22	73.72	3,273.90	1,831.31	223.57	43.84	2,011.04	1,262.86	1,220.09
Assets given on Operating Lease:									
Lease Hold Land	-	-	12.73	1.34	0.25	-	1.59	11.14	11.39
Building	-	-	395.38	39.82	9.16	-	48.98	346.40	355.56
Plant & Equipment	-	-	231.81	98.80	11.08	-	109.88	121.93	133.01
TOTAL	23,568.73	6,413.29	3,67,915.29	1,03,069.73	18,281.75	2,721.64	1,18,678.78	2,49,236.51	2,47,690.12
(ii) INTANGIBLE ASSETS									
Own Assets:									
Trade Marks	-	-	36.00	36.00	-	-	36.00	-	-
Computer Software	196.12	-	1,277.65	791.55	106.84	-	898.39	379.26	289.98
TOTAL	196.12	-	1,313.65	827.55	106.84	-	934.39	379.26	289.98
GRAND TOTAL	23,764.85	6,413.29	3,69,228.94	1,03,897.28	18,388.59	2,721.64	1,19,613.17	2,49,615.77	2,47,980.10
Previous year	31,321.18	539.76	3,51,877.38	86,596.76	17,540.66	240.14	1,03,897.28	2,47,980.10	2,34,499.20

Notes :

- Buildings include ₹ 0.02 lac (Previous year ₹ 0.02 lac) being cost of Shares in Co-operative Societies. Title deeds in respect of shares amounting to ₹ 500/- are in the process of transfer.
- Addition during the year includes -
 - Interest capitalised ₹ 111.48 lac (previous year ₹ 530.75 lac) including ₹ 54.20 lac (previous year ₹ 61.97 lac) under capital work in progress.
 - Adjustment on account of exchange differences ₹ 5,849.46 lac (previous year ₹ 2,966.03 lac) [including ₹ 1,264.72 lac (previous year ₹ 653.31 lac) under capital work in progress.]
- Depreciation, amortisation and Impairment expenses for the year includes ₹ 1,946.45 lac (previous year ₹ 2,114.37 lac) being additional depreciation on account of revaluation and Impairment on revalued assets ₹ 42.43 Lac (previous year Nil) which has been charged to Business Development Reserve pursuant to Scheme approved by High Court (Refer Note 2 M)

(iv) Capital Work in-Progress includes:

Capital Work-In-Progress

	As at March 31, 2014	As at March 31, 2013
TANGIBLE ASSETS		
Buildings	1,264.17	3,835.78
Plant & Equipment	11,509.18	11,249.23
Expenditure during Construction period (Refer Note 39)	81.96	768.27
Inventory of Capital items	1,480.25	5,478.98
TOTAL	14,335.56	21,332.26

- Fixed assets include assets having written down value of ₹ 130.87 lac (Previous year ₹ 1,086.40 lac) representing plant & equipments, building and furniture & fixture which are not wholly used. The Company is in the process of finding alternate use of such assets or their ultimate disposal.
- During last five years, the Company, based on reports of an approved valuer, has recorded in its books land, buildings & immovable plant & equipments at their fair value as at April 1, 2009 and credited the difference amounting to ₹ 36,157.70 lac between book values and the fair values as at April 1, 2009 to General Reserve and has thereafter transferred an equivalent amount to Business Development Reserve. (Refer Note 2M)
- Refer Note 42.

Notes

to financial statements for the year ended March 31, 2014

NOTE-12 NON-CURRENT INVESTMENTS

₹ in lac

[At cost less provision for other than temporary diminution]

	As at March 31, 2014	As at March 31, 2013
A Investment in Equity Instruments:		
a) Quoted		
Other than in subsidiary companies		
Non-Trade Investments		
i) 8,83,500 (Previous year 8,83,500) Equity Shares of ₹ 10/- each fully paid up in National Steel & Agro Industries Limited [Refer Note E(i) Below]	264.87	264.87
ii) 4,00,000 (Previous year 4,00,000) Equity Shares of ₹ 10/- each fully paid up in Anik Industries Limited [Refer Note E(i) Below]	100.00	100.00
iii) 2,73,24,239 (Previous year 2,73,24,239) Equity Shares of ₹ 1/- each fully paid up in Ruchi Infrastructure Limited [Refer Note E (i) below]	10,180.23	10,180.23
iv) 17,71,700 (Previous year 17,71,700) Equity Shares of ₹ 10/- each fully paid up in Ruchi Strips & Alloys Limited [Refer Note E(i) Below]	185.00	185.00
v) 1,19,300 (Previous year 1,19,300) Equity Shares of ₹ 10/- each fully paid up in Sarthak Global Limited	11.93	11.93
vi) 1,80,000 (Previous year 1,80,000) Equity Shares of ₹ 2/- each fully paid up in Blue Chip India Limited	17.38	17.38
Less: Provision for diminution in value of investments	16.28	16.61
	1.10	0.77
vii) 35,000 (Previous year 35,000) Equity Shares of ₹ 10/- each fully paid up in Sharadraj Tradelink Limited	3.82	3.82
b) Unquoted		
In subsidiary companies		
Trade Investments		
i) 99,40,700 (Previous year 99,40,700) Equity Shares of ₹ 10/- each fully paid in Ruchi Worldwide Limited	994.07	994.07
ii) 60,00,000 (Previous year 60,00,000) Equity Shares of USD 1 each fully paid up in Ruchi Industries Pte Limited	3,035.10	3,035.10
iii) 28,543 (Previous year 25,423) Equity Shares of 1,000 United Arab Emirates Dirhams (AED) each fully paid up in Ruchi Ethiopia Holdings Limited	3,932.48	3,470.21
iv) 2,04,000 (Previous year Nil) Equity Shares of ₹ 10/- each fully paid in Ruchi J-Oil Private Limited	4,000.02	-
Non-Trade Investments		
i) 10,000 (Previous year 10,000) Equity Shares of ₹ 10/- each fully paid up in Mrig Trading Private Limited	1.00	1.00
ii) 37,50,001 (Previous year 37,50,001) Equity Shares of ₹ 10/- each fully paid up in Gemini Edibles & Fats India Pvt.Ltd (refer Note E (ii) below)	4,500.00	4,500.00
In associate companies		
Non-Trade Investments		
i) 4,40,050 (Previous year 4,40,050) Equity Shares of ₹ 10/- each fully paid up in GHI Energy Private Limited	1,305.94	1,305.94

Notes

to financial statements for the year ended March 31, 2014

NOTE-12 NON-CURRENT INVESTMENTS

₹ in lac

[At cost less provision for other than temporary diminution]

	As at March 31, 2014	As at March 31, 2013
ii) 1,76,000 (Previous year Nil) Equity Shares of ₹ 10/- each fully paid up in Ruchi Kagome Foods India Private Limited	1,760.00	-
Others		
Non-Trade Investments		
i) 25,000 (Previous year 25,000) Equity shares of ₹ 10/- each fully paid-up in Ruchi Infotech Limited	2.50	2.50
ii) 6,00,000 (Previous year 6,00,000) Equity shares of ₹ 10/- each fully paid-up in Ruchi Acroni Industries Limited	60.00	60.00
iii) 35,000 (Previous year 35,000) Equity shares of ₹ 10/- each fully paid-up in E-Ruchi Marketing (P) Limited	3.50	3.50
iv) 16,100 (Previous year 16,100) Equity Shares of ₹ 10/- each fully paid up in National Board of Trade Private Limited	0.01	0.01
v) 21,500 (Previous year 21,500) Equity Shares of ₹ 10/- each fully paid up in Hereld Commerce Limited	11.38	11.38
Less: Provision for diminution in value of investments	11.38	11.38
	-	-
B Investment in Preference Shares		
Unquoted		
In associate Companies		
Non-Trade Investment		
10,46,435 (Previous year 10,46,435) 6% Non Cumulative, Non Convertible Redeemable Preference Shares of ₹ 100/- each fully paid up in GHI Energy Private Limited	1,046.43	1,046.43
C Investment in Government or Trust Securities		
National Saving Certificates/Kisan Vikas Patra (deposited with Government authorities)	2.56	1.90
D Other Investments		
i) Right, title & interest in Ruchi Soya Industries Ltd. Beneficiary Trust (Refer Note E(iii) below)	936.97	936.97
ii) Investment in Limited Liability Partnership (LLP) (Refer Note E(iv) below)		
Balance in Capital account of Indian Oil Ruchi Biofuels LLP	129.80	104.80
Balance in Current account of Indian Oil Ruchi Biofuels LLP	(123.71)	(101.10)
	6.09	3.70
TOTAL	32,333.62	26,107.95
Aggregate amount of quoted investments	10,763.23	10,763.23
Market Value of quoted investment	3,453.58	6,642.67
Aggregate amount of unquoted investments	21,598.05	15,372.71
Aggregate provision for diminution in value of quoted investments	16.28	16.61
Aggregate provision for diminution in value of unquoted investments	11.38	11.38

Notes

to financial statements for the year ended March 31, 2014

- E** i) In the opinion of the directors the diminution in the value of shares is temporary in nature and accordingly, no provision for diminution is considered necessary.
- ii) In an earlier year, the Company has entered into a joint venture by investing in the shares of Gemini Edibles and Fats India Private Ltd. for setting up a port based edible oil refinery in Andhra Pradesh. The said investment is subject to non disposal undertaking in favour of three banks so long as money borrowed by the said Company from these banks is outstanding.
- iii) Pursuant to Schemes u/s. 391-394, approved by the Hon'ble High Court of judicature at Mumbai and Delhi in an earlier year, 76,30,115 Equity shares of the Company are held by a Trust for the benefit of the Company and its successors. The right, title and interest in the Trust has been shown under the head 'Non-current Investments' at cost in accordance with the accounting policy of the Company. The dividend received by the Trust in respect of these shares is included under the head 'Dividend' under 'Other Income' in Note 22.
- iv) The Company is holding 50% of the partner's contribution in the Limited Liability Partnership (LLP).

NOTE-13 LONG-TERM LOANS & ADVANCES

₹ in lac

Unsecured, Considered good (unless otherwise stated)

	As at March 31, 2014	As at March 31, 2013
Capital Advances	795.39	3,335.53
Security and Other Deposits (Refer Note below)	3,674.26	4,016.37
Advance Income-Tax including tax deducted at source (Net)	3,066.68	2,261.98
MAT Credit Entitlement	423.92	-
Other loans and advances	1,737.71	2,277.57
	9,697.96	11,891.45

Note:

Security and Other Deposits include ₹ 1,911.00 lac given to Related parties [Previous Year: ₹ 1,711.00 lac] (Refer Note 34)

NOTE-14 OTHER NON-CURRENT ASSETS

₹ in lac

	As at March 31, 2014	As at March 31, 2013
Interest Accrued but not due		
On Investments	0.86	0.67
On Fixed Deposits With Bank	16.59	33.52
	17.45	34.19

Notes

to financial statements for the year ended March 31, 2014

NOTE-15 CURRENT INVESTMENTS

₹ in lac

(At cost or fair value, whichever is lower)

	As at March 31, 2014	As at March 31, 2013
A. INVESTMENTS IN MUTUAL FUNDS(Quoted)		
i) 1,00,000 Units (Previous year 1,00,000 Units) of SBI Magnum Multicap Fund- Growth of ₹ 10/- each.	10.00	10.00
ii) 60,682 Units (Previous year 60,682 Units) of SBI Magnum Equity Fund -Regular plan- Growth of ₹ 41.20/- each .	25.00	25.00
iii) 50,000 Units (Previous year 50,000 Units) of SBI Infrastructure Fund-Regular plan Growth of ₹ 10/- each.	5.00	5.00
Less: Provision for diminution in value of investments	1.20	1.36
	3.80	3.64
iv) 774.45 Units (Previous year 774.45 Units) of PNB Principal Emerging Blue Chip Fund - Regular plan Growth of ₹10/- each.	0.17	0.17
B. INVESTMENT IN GOVERNMENT OR TRUST SECURITIES		
National Saving Certificates/Kisan Vikas Patra (deposited with Government authorities)	5.90	5.90
C. INVESTMENT IN DEBENTURES(Quoted)		
1,10,000 (Previous year 2,20,000) 12.25% Non Convertible Debentures of ₹ 1,000/- each fully paid up in Religare Finvest Limited	1,060.97	2,137.86
TOTAL	1,105.84	2,182.57
Aggregate amount of quoted investments	1,101.14	2,178.03
Market Value of quoted investment	1,135.63	2,229.90
Aggregate amount of unquoted investments	5.90	5.90
Aggregate provision for diminution in value of investments	1.20	1.36

NOTE-16 INVENTORIES

₹ in lac

(As valued and certified by the Management)

	As at March 31, 2014	As at March 31, 2013
Stock-in-trade (At lower of cost and net realisable value except realisable by-products which are valued at net realisable value)		
a) Raw Materials (including packing material)		
Goods in transit	60,647.54	14,403.38
others	1,42,849.01	1,56,293.58
b) Work-in-progress	1,642.39	1,349.75
c) Finished goods		
Goods in transit	1,179.94	2,638.59
others	1,13,972.72	1,22,403.22

Notes

to financial statements for the year ended March 31, 2014

NOTE-16 INVENTORIES

₹ in lac

(As valued and certified by the Management)

	As at March 31, 2014	As at March 31, 2013
d) Stock in Trade (in respect of goods acquired for trading)	9,513.99	20,880.99
e) Realisable by-products	6,492.50	8,463.43
f) Consumables, Stores & Spares and others		
Goods in transit	19.51	86.03
others	8,249.90	7,896.09
	3,44,567.50	3,34,415.06

Details of Inventory

(i) Details of Work in Progress

₹ in lac

	As at March 31, 2014	As at March 31, 2013
Extractions	124.18	-
Vanaspati	234.33	134.17
Oils	179.89	188.85
Others	1,103.99	1,026.73
	1,642.39	1,349.75

(ii) Details of Finished goods (including Realisable By-products)

₹ in lac

	As at March 31, 2014	As at March 31, 2013
Extractions	33,153.00	46,033.35
Vanaspati	6,183.03	6,560.11
Oils	72,781.59	69,612.69
Food Products	1,994.46	2,061.58
Realisable by-products	6,492.50	8,463.43
Others	1,040.58	774.08
	1,21,645.16	1,33,505.24

Notes

to financial statements for the year ended March 31, 2014

(iii) Stock in Trade (in respect of goods acquired for trading)

₹ in lac

	As at March 31, 2014	As at March 31, 2013
Oils	-	1,508.87
Others	9,513.99	19,372.12
	9,513.99	20,880.99

NOTE-17 TRADE RECEIVABLES

₹ in lac

	As at March 31, 2014	As at March 31, 2013
Outstanding for a period exceeding 6 months from the date they were due for payment		
Secured, considered good	388.34	41.90
(Guaranteed by bank to the extent of ₹ 388.34 lac (Previous year ₹ 41.90 lac))		
Unsecured, considered good	4,220.05	6,254.71
Considered Doubtful	7,299.66	7,310.94
	11,908.05	13,607.55
Other trade receivables		
Secured, considered good	84,162.09	1,09,129.72
(Guaranteed by bank to the extent of ₹ 83,715.34 lac (Previous year ₹ 1,08,817.37 lac))		
Unsecured, considered good	3,67,923.11	3,09,251.14
	4,63,993.25	4,31,988.41
Less: Allowance for Bad & doubtful debts	7,299.66	7,310.94
	4,56,693.59	4,24,677.47

Note: The above includes debts due from firms/private companies in which director is partner/director ₹ 9,244.88 lac (Previous year ₹ 2,106.34 lac)

NOTE-18 CASH AND BANK BALANCES

₹ in lac

	As at March 31, 2014	As at March 31, 2013
A Cash and cash equivalents		
Cash on hand	346.56	304.61
Balances with Banks		
i) In Current Accounts	8,583.74	3,694.18
ii) In Deposit Accounts with less than or equal to 3 months maturity		
Others	0.28	-
TOTAL A	8,930.58	3,998.79

Notes

to financial statements for the year ended March 31, 2014

NOTE-18 CASH AND BANK BALANCES

₹ in lac

	As at March 31, 2014	As at March 31, 2013
B Other Balances with Banks		
Earmarked Unclaimed Dividend Accounts	43.06	42.29
In Deposit Accounts		
Original Maturity less than or equal to 3 months		
- Against Margin Money [Under lien]	-	100.28
Original Maturity more than 3 months but less than or equal to 12 months		
- Against Buyers Credit (Refer Note 7 B (b))	23,161.00	2,03,903.05
- Against Margin Money [Under lien]	5,198.34	7,500.83
- Others	0.24	0.24
Original Maturity more than 12 months		
- Against Buyers Credit (Refer Note 7 B (b))	-	78,318.00
- Against Margin Money [Under lien]	503.85	1,093.53
- Others	58.70	37.31
TOTAL B	28,965.19	2,90,995.53
TOTAL (A + B)	37,895.77	2,94,994.32

NOTE-19 SHORT-TERM LOANS AND ADVANCES

₹ in lac

Unsecured, considered good (unless otherwise stated)

	As at March 31, 2014	As at March 31, 2013
Loans and advances to Related parties (Refer Note 34)	1,692.54	1,236.47
Other loans and advances		
- Advances recoverable in cash or in kind or for value to be received		
Considered good	60,562.17	46,980.01
Considered doubtful	2,286.64	2,286.64
- Intercompany Deposits (Refer Note i & iii below)	5,123.72	3,830.08
- Security and Other Deposits	3,631.24	2,513.82
	71,603.77	55,610.55
Less: Allowance for doubtful loans and advances	2,286.64	2,286.64
	69,317.13	53,323.91
	71,009.67	54,560.38

- Intercompany Deposits include ₹ 531.28 lac kept with Related parties [Previous Year ₹ 63.28 lac] (Refer Note 34)
- Advances recoverable in cash or in kind or for value to be received includes receivable from related party ₹ 66.97 lac (Previous year Nil) (Refer Note 34).
- In respect of certain advances included under inter-company deposits, the Company has charged interest on advances given on net daily products of balances due from/payable to these Companies during the year. The Company has been advised that this is in compliance with the provisions of section 372A of the Companies Act, 1956 read with section 2(43) of Companies Act, 2013.

Notes

to financial statements for the year ended March 31, 2014

NOTE-20 OTHER CURRENT ASSETS

₹ in lac

[Unsecured considered good]

	As at March 31, 2014	As at March 31, 2013
Interest Accrued but not due		
On Investments	139.14	273.84
On Fixed Deposits with Banks	1,089.08	7,037.65
On Other deposits [Amount receivable from related party ₹ 207.63 lac (previous year ₹ 37.96 lac) (Refer Note 34)]	718.29	465.22
Other Receivables [Amount receivable from related party ₹ Nil (previous year ₹ 32.15 lac) (Refer Note 34)]	11,818.42	16,779.66
	13,764.93	24,556.37

NOTE-21 REVENUE FROM OPERATIONS

₹ in lac

	For the year ended March 31, 2014	For the year ended March 31, 2013
A Sales of products	24,13,950.75	25,99,490.83
Less : Excise duty	8,660.14	8,067.67
	24,05,290.61	25,91,423.16
B Sale of Services		
Processing charges received	668.24	334.34
C Other Operating revenue		
Export Incentive	13,139.24	11,537.85
Vat/Excise Refund/Remission	2,314.23	809.74
Income from Power generation [Including Carbon Credits VER/ CERs amounting to ₹ 4.25 lac previous year ₹ 40.49 lac]	4,831.24	5,643.00
Other operating income	11,857.92	4,895.70
	24,38,101.48	26,14,643.79

Notes

to financial statements for the year ended March 31, 2014

₹ in lac

	2013-2014	2012-2013
D Details of Sales		
Textured Soya Proteins	50,860.08	41,090.41
Realisable by-products	77,938.58	61,674.23
Seed Extractions	5,56,955.87	6,93,857.07
Oils	14,34,465.99	15,24,988.33
Vanaspati	78,956.31	78,199.09
Pulses/Grains/Others	1,55,320.00	96,893.90
Raw materials	50,486.29	94,531.81
Seedling	885.01	1,043.77
Scrap Sales	5,969.17	5,456.76
Others	2,113.45	1,755.46
	24,13,950.75	25,99,490.83
E Earning in Foreign Currency		
F.O.B value of Exports	3,59,876.15	4,32,106.58
Merchandise Trade	1,24,491.45	1,46,750.56
F Operating Income includes:		
Gain-Contract Settlement-Purchase & Sales	7,221.90	1,335.30
Profit on NCDEX, MCX and ACE	4,636.02	3,560.40
	11,857.92	4,895.70

NOTE-22 OTHER INCOME

₹ in lac

	For the year ended March 31, 2014	For the year ended March 31, 2013
A Net gain/(loss) on sale of current investments	20.26	66.44
B Lease Rent (Gross)(Refer (i) below)	96.59	58.97
C Other Non-Operating Income (Refer (ii) below)	2,184.79	2,223.23
D Interest Income	19,664.63	31,451.28
E Dividend Income		
- From Other than Subsidiary Companies (Refer Note E (iii) below Note 12)	40.81	40.81
	22,007.08	33,840.73

Notes

to financial statements for the year ended March 31, 2014

i) As a lessor:

The Company has given certain assets on operating leases. These non-cancellable lease arrangements range upto 12 months. Most of the leases are renewable for further period on mutually agreeable terms and also include escalation clauses.

₹ in lac

Particulars	For the Year ended March 31, 2014	For the Year ended March 31, 2013
Lease rental Receipts for the year	68.77	13.00

₹ in lac

	As at March 31, 2014	As at March 31, 2013
With respect to non-cancellable operating leases, the future minimum lease receipts are as follows:		
- Not later than one year	4.33	4.33
- Later than one year and not later than five years	-	-
- Later than five years	-	-

ii) Other Non-Operating Income comprises

₹ in lac

Particulars	For the Year ended March 31, 2014	For the Year ended March 31, 2013
Liabilities no longer required written back	1,738.66	1,844.03
Sales Tax Refund	5.25	16.75
Other Receipts	440.88	362.45
	2,184.79	2,223.23

NOTE-23 COST OF MATERIAL CONSUMED

₹ in lac

	For the Year ended March 31, 2014	For the Year ended March 31, 2013
Raw Materials	13,51,887.37	15,50,194.18
Packing Materials	50,086.89	40,940.70
	14,01,974.26	15,91,134.88

Notes

to financial statements for the year ended March 31, 2014

(a) Details of Raw Material Consumed:

₹ in lac

ITEM	For the Year ended March 31, 2014	For the Year ended March 31, 2013
Soya DOC/Floor	43.94	64.68
Seeds	4,96,047.96	6,28,119.35
Oil Cake	10,333.96	7,323.94
Oils	8,25,859.43	8,96,913.66
Fresh Fruit Bunches	18,385.50	16,031.52
Others	1,216.58	1,741.03
	13,51,887.37	15,50,194.18

Value of imported and indigenous raw material consumed & percentage thereof to total consumption.

	For the Year ended March 31, 2014		For the Year ended March 31, 2013	
	₹ in lac	% to the total consumption	₹ in lac	% to the total consumption
Imported	7,55,173.43	55.86	8,49,563.43	54.80
Indigenous	5,96,713.94	44.14	7,00,630.75	45.20

(b) Details of Packing Material Consumed:

	For the Year ended March 31, 2014		For the Year ended March 31, 2013	
	₹ in lac	% to the total consumption	₹ in lac	% to the total consumption
Imported	-	-	-	-
Indigenous	50,086.90	100.00	40,940.70	100.00

NOTE-24 PURCHASES OF STOCK-IN-TRADE

₹ in lac

	For the Year ended March 31, 2014	For the Year ended March 31, 2013
Purchases of Stock-in-Trade	7,63,504.48	7,51,797.92

Notes

to financial statements for the year ended March 31, 2014

₹ in lac

	For the Year ended March 31, 2014	For the Year ended March 31, 2013
A Details of Purchases (Items traded in)		
Textured Soya Proteins/Flour	5,909.59	3,568.45
Realisable by product	23,838.24	9,920.10
Seed Extractions	1,95,163.34	1,97,017.96
Oil	3,97,742.40	4,32,024.10
Vanaspati	1,373.11	1,551.57
Pulses/Grains/Other traded items	1,39,477.80	1,07,715.74
	7,63,504.48	7,51,797.92

₹ in lac

Particulars	For the Year ended March 31, 2014	For the Year ended March 31, 2013
B Value of imports (For Trading and consumption)	₹ in lac	₹ in lac
Purchase of Oil (CIF)	6,86,447.54	8,16,448.33
Purchases for Merchandise exports	1,22,931.62	1,45,540.83
Purchase of Consumables/packing materials (CIF)	318.40	689.74

NOTE-25 CHANGES IN INVENTORIES OF FINISHED GOODS , WORK-IN-PROGRESS AND STOCK-IN-TRADE

₹ in lac

	For the Year ended March 31, 2014	For the Year ended March 31, 2013
Finished goods		
Opening Stock	1,33,505.24	97,430.49
Closing Stock	1,21,645.16	1,33,505.24
	11,860.08	(36,074.75)
Work-in-progress		
Opening Stock	1,349.75	1,263.88
Closing Stock	1,642.39	1,349.75
	(292.64)	(85.87)
Traded Goods		
Opening Stock	20,880.99	80,951.82
Closing Stock	9,513.99	20,880.99
	11,367.00	60,070.83
Variation in Excise duty on closing stock	221.75	72.84
	23,156.19	23,983.05

For breakup of Inventories under broad heads refer Note 16.

Notes

to financial statements for the year ended March 31, 2014

NOTE-26 EMPLOYEE BENEFITS EXPENSE

₹ in lac

	For the Year ended March 31, 2014	For the Year ended March 31, 2013
Salary, Wages and Bonus	15,959.86	12,491.62
Contribution to Provident and Other Funds	862.07	705.50
Gratuity	104.61	268.88
Employee Stock Option Scheme (ESOP)	1.34	75.37
Workmen & Staff Welfare expenses	763.73	714.53
	17,691.61	14,255.90

NOTE-27 OTHER EXPENSES

₹ in lac

	For the Year ended March 31, 2014	For the Year ended March 31, 2013
Manufacturing expenses	10,322.28	9,528.59
Consumables	10,571.80	9,465.48
Consumption of Consumables, Stores & Spares and others	7,258.02	7,620.24
Power & Fuel (net of recoveries)	23,594.66	25,636.65
Rent (net of recoveries)	6,137.02	5,224.23
Repairs to Buildings	486.22	414.23
Repairs to Plant & Equipments	4,045.03	2,617.27
Repairs to Others	431.92	410.73
Rates & Taxes	1,970.37	2,252.70
(Includes Wealth tax of ₹ 13.00 lac (Previous year ₹ 14.50 lac)		
Insurance (net of recoveries)	2,142.19	1,535.02
Freight & forwarding (net of recoveries)	49,221.18	50,283.07
Donations	47.90	53.02
Share of loss in Limited Liability Partnership	22.61	34.23
Provision/ Write-off of Doubtful/ Bad Debts and Advances (Refer Note D below)	123.96	1,576.33
Provision for Diminution in value of investments	(0.49)	1.20
Net (Gain)/Loss on Sale/Discard of Fixed Assets (Refer Note E below)	72.35	138.99
Net (Gain)/ Loss on foreign currency transaction/translation	32,661.24	24,781.36
Export expenses	5,635.77	6,662.97
Commission & rebate	5,811.68	4,280.04
Advertisement & sales promotion (Refer Note F below)	1,539.44	1,219.69
Travelling & conveyance	2,191.69	1,897.24
Bank Commission & charges	4,671.10	5,275.45
Other expenses (Net of recoveries)	11,449.43	12,241.00
	1,80,407.37	1,73,149.73

Notes

to financial statements for the year ended March 31, 2014

A. Operating leases

As a lessee:

The Company has significant operating leases for premises. These lease arrangements range for a period between 1 month and 360 months, which include both cancellable and non-cancellable leases. Most of the leases are renewable for further period on mutually agreeable terms and also include escalation clauses.

₹ in lac

	For the Year ended March 31, 2014	For the Year ended March 31, 2013
With respect to all operating leases:		
Lease payments recognised in the Statement of Profit and Loss during the year.	3,199.76	2,357.61

₹ in lac

	As at March 31, 2014	As at March 31, 2013
With respect to non-cancellable operating leases, the future minimum lease payments are as follows:		
Not later than one year	889.97	738.82
Later than one year and not later than five years	1,090.28	1,091.94
Later than five years	1.57	1.63

B. Details of Stores & Spares Consumed:

	2013-2014		2012-2013	
	₹ in lac	% to the total consumption	₹ in lac	% to the total consumption
Imported	318.40	1.72	371.81	2.01
Indigenous	18,184.51	98.28	18,070.32	97.99

Note: Including store item of ₹ 11,244.89 lac (Previous year ₹ 10,821.89 lac) capitalised.

C. Expenditure in Foreign currency

₹ in lac

Particulars	2013-2014	2012-2013
Foreign Travel	268.48	256.61
Commission and rebate	2,507.68	162.91
Other expenses	7,451.23	86.89

Notes

to financial statements for the year ended March 31, 2014

- D.** Excludes ₹ Nil (Previous year ₹ 3,015.71 lac)[both years net of current/deferred tax thereon] debited to Business Development Reserve Refer Note 2(M).
- E.** Excludes ₹ 566.93 lac (Previous year ₹ 35.65 lac)pertaining to Reversal of revaluation reserve on sale of Assets debited to Business Development Reserve Refer Note 2(M).
- F.** Excludes ₹ 2,015.81 lac (Previous year ₹ 1,064.72 lac)[both years net of current tax thereon]debited to Business Development Reserve Refer Note 2(M).

NOTE-28 FINANCE COSTS

₹ in lac

Interest

- On Loans (Refer Note below)

- On Others

Other borrowing costs

Net loss on foreign currency transactions and translation

Note:

Interest on Loans includes expenditure in foreign currency

Interest on Others includes expenditure in foreign currency

For the Year ended March 31, 2014	For the Year ended March 31, 2013
25,685.55	23,298.09
4,411.93	6,525.69
646.31	318.16
22,315.93	18,240.33
53,059.72	48,382.27
8,318.98	11,771.90
139.11	1,188.09

NOTE-29 DEPRECIATION, AMORTISATION AND IMPAIRMENT EXPENSES

₹ in lac

Depreciation and Impairment on Tangible assets

Amortisation on Intangible assets

For the Year ended March 31, 2014	For the Year ended March 31, 2013
18,330.69	17,393.36
106.84	147.30
18,437.53	17,540.66

Notes

to financial statements for the year ended March 31, 2014

NOTE-30 CONTINGENT LIABILITIES AND COMMITMENTS

₹ in lac

(to the extent not provided for)

	For the Year ended March 31, 2014	For the Year ended March 31, 2013
A Contingent liabilities		
a) Claims against the Company not acknowledged as debts	850.47	1,152.03
b) Outstanding bank guarantees	5,964.69	5,717.76
c) Outstanding letter of credit	-	-
d) Outstanding corporate guarantees given on behalf of		
- Indian Subsidiary (Share in sanctioned amount ₹ 70,208.79 lac (Previous year ₹ 55,504.16 lac)	42,391.71	34,715.92
- Indian Associate (Sanctioned amount ₹ 9,600.00 lac (Previous year ₹ 9,600.00 lac)	7,326.00	8,006.00
- Foreign Subsidiary (Sanctioned amount ₹ 51,034.00 lac (Previous year ₹ 24,002.00 lac)	13,734.15	-
e) EPCG Licences benefit in event of default of Export Obligation	520.38	177.96
f) Income tax/Sales tax/Excise/Octroi/Custom duty/ESIC/ Other statutes/Electricity Duty/demand disputed	48,452.67	44,728.12
g) Bills discounted	50,116.09	66,312.63
h) The Company has received claims amounting to US\$ 662.68 lac (to the extent quantified) from two overseas entities (claimants) in respect of performance guarantees purportedly given by the Company as a second guarantor on behalf of an overseas entity in respect of contracts entered into between the claimants and the overseas entity. The Company has denied giving the guarantees and has disputed the claims and is in the process of taking appropriate legal actions and making suitable representations in the matter. The Company does not expect that any amount will become payable in respect of the claims made. No provision is made in respect of the same in the books of account.		
i) No provision has been made in respect of claim of ₹ 1,04,641.28 lac under the Biological Diversity Act, 2002 since in the opinion of the Company the claim has been incorrectly raised and has been disputed by the Company. The demand has been stayed by the High Court of Madhya Pradesh.		

₹ in lac

	2013-2014	2012-2013
B Commitments		
a) Estimated amount of contracts remaining to be executed on capital account (Net of advances)	932.84	4,775.85

- b) The Company has provided comfort letters to three banks in connection with amounts borrowed by Gemini Edibles and Fats India Pvt. Ltd., a subsidiary of the Company pursuant to which the Company has agreed to lend support and direction to the operations of the Subsidiary and in the event of failure on the part of the Subsidiary to repay the loan or meet its obligation, to ensure that the Subsidiary meets its obligations by using their best efforts, good office and such other pragmatic measures as may be deemed necessary. The maximum amount of support in this regard is to the extent of 50% of the sanctioned amount i.e. ₹ 17,900.00 lac (Previous Year ₹ 17,900.00 lac) or 50% of the amount outstanding as at March 31, 2014 i.e. ₹ 15,614.06 lac (Previous Year ₹ 14,470.83 lac), whichever is lower. The Subsidiary has not defaulted in repayment of loans or meet its obligations as at March 31, 2014.

Notes

to financial statements for the year ended March 31, 2014

- c) Export Commitment in relation to advance received from overseas customers amounting to ₹ 1,03,371.20 lac.
- d) During the year, the Company has entered into a Business Transfer Agreement with Ruchi Infrastructure Limited for acquisition of its edible oil refinery business at Kakinada, Andhra Pradesh on a going concern basis with assets and liabilities thereof. The formalities in connection with the said acquisition are in progress as at the year end. The total consideration payable in this regard is ₹ 44.14 crore plus adjustments, if any, for changes in the value of assets and liabilities as on the completion date from the values as at September 30, 2013.

ADDITIONAL INFORMATIONS

NOTE-31

₹ in lac

	2013-14	2012-13
(I) Remuneration to the Statutory auditors		
(a) As Auditors		
- For Statutory audit	50.56	50.56
[Inclusive of service tax 5.56 lac] (Previous year 5.56 lac)		
- For Taxation matters	11.24	11.24
[Inclusive Service tax 1.24 lac] (Previous year 1.24 lac)		
-For other matters (including for certification)	28.32	21.43
[Inclusive Service tax 3.19 lac] (Previous year 2.35 lac)		
(b) Out of pocket expenses	11.80	12.97
(II) Remuneration to Branch Auditors		
a) As Branch auditors		
- For Branch audit	7.25	7.25
[Inclusive service tax 0.79 lac] (Previous year 0.79 lac)		
b) Out of pocket expenses	1.70	1.29

NOTE-32 REMUNERATION TO COST AUDITORS

₹ in lac

	2013-14	2012-13
For Cost audit [Inclusive service tax 0.42 lac] (Previous year 0.42 lac)	3.97	4.00

Notes

to financial statements for the year ended March 31, 2014

NOTE-33 SEGMENT RELATED INFORMATION:

- (a) Segment information required to be disclosed in accordance with Accounting Standard 17 (AS-17) relating to ‘Segment Reporting’ is given in Para (f) below.
- (b) The Company has disclosed business segments as the primary segments. Segments have been identified taking into account the type of products, the differing risks and returns and the internal reporting system. The various segments identified by the Company comprise as under:
- | | |
|-----------------------|--|
| Extractions | Various types of seed extractions |
| Vanaspati | Vanaspati, Bakery fats and Table spread |
| Oils | Crude oils, refined oils |
| Food Products | Textured Soya protein, Soya flour, Fruit Juice and soya Milk |
| Wind Power Generation | Electricity Generation from Wind Mills |
| Others | Gram, Wheat, Rice, Maize, Corn, Seeds, Coffee, Marine Products, Tuar, Peas, Barley, Soap, Fresh Fruit Bunch, seedling and Plant and Equipment, Cotton Bales, Toiletry preparations and Cotton seed oil cake. |
- By products related to each segment have been included under the respective segment.
- (c) Extraction is considered as the primary product resulting from the solvent extraction process and crude oil as the secondary product. While computing segment results, all costs related to solvent extraction process are charged to the extraction segment and recovery on account of crude oil is credited to the said segment. Credit for recovery of crude oil is taken on the basis of average monthly market price.
- (d) The Company has disclosed geographical segments as the secondary segment. Secondary segments comprise of domestic market & exports.
- (e) Segment revenue, segment results, segment assets and segment liabilities include respective amounts directly identified with the segment and also an allocation on reasonable basis of amounts not directly identified. The expenses which are not directly relatable to the business segments are shown as unallocated cost. Assets and liabilities that can not be allocated between the business segments are shown as unallocated assets and liabilities respectively.

Notes

to financial statements for the year ended March 31, 2014

(f) Segment Information:

₹ in lac

	Extractions		Vanaspali		Oils		Food Products		Others		Wind Turbine Power Generation		Unallocable		Total	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2012-14	2012-13
SEGMENT REVENUE																
External Revenue																
- Domestic Sales	2,49,685.93	2,97,412.69	78,935.77	78,141.07	13,98,300.89	15,19,116.08	46,376.97	34,738.03	1,92,445.74	97,723.67	4,833.87	5,643.00	40.81	31,492.09	19,70,619.98	20,64,266.63
- Export Sales	3,31,885.75	4,13,871.26	132.55	430.93	1,20,095.86	93,511.75	4,887.22	6,584.24	32,487.20	69,819.71	-	-	-	-	4,89,488.58	5,84,217.89
Total External Revenue	5,81,571.68	7,11,283.95	79,068.32	78,572.00	15,18,996.75	16,12,627.83	51,264.19	41,322.27	2,24,932.94	1,67,543.38	4,833.87	5,643.00	40.81	31,492.09	24,60,108.56	26,48,484.52
Add: Intersegment Sales	2,06,549.51	2,41,529.53	-	-	64,551.02	62,248.57	-	-	-	-	1,448.09	1,451.25	-	-	2,72,548.62	3,05,229.35
Total Segment Revenue	7,88,121.19	9,52,813.48	79,068.32	78,572.00	15,82,947.77	16,74,876.40	51,264.19	41,322.27	2,24,932.94	1,67,543.38	6,281.96	7,094.25	40.81	31,492.09	27,32,657.18	29,53,713.87
Segment Results before Finance Costs & Tax	7,979.09	25,381.38	373.35	1,683.98	11,824.79	25,256.44	1,233.57	1,382.10	13,196.28	(10,126.84)	2,613.48	3,667.60	19,705.44	31,492.09	56,926.00	78,736.75
Less: Finance Costs															53,059.72	48,382.27
Profit before exceptional and extraordinary items and tax															3,866.28	30,354.48
Exceptional Items (Refer Note 42)															1,105.41	-
Profit before taxation & Extra ordinary item															4,971.69	30,354.48
Extra ordinary item															-	-
Profit before taxation															4,971.69	30,354.48
Current tax															1,239.00	6,500.00
Deferred tax															2,327.86	(620.10)
Tax for earlier years															62.82	848.18
Profit after tax															1,342.01	23,626.40
SEGMENT ASSETS																
SEGMENT LIABILITIES																
Total cost incurred (Net of deduction) during the year to acquire segment assets	2,42,670.07	2,69,047.50	29,163.92	37,290.05	6,89,024.09	5,60,374.21	13,838.52	14,581.48	64,313.86	1,12,419.85	44,562.27	45,258.82	1,10,958.79	3,73,207.71	11,94,531.52	14,12,179.62
Depreciation, amortisation and impairment expenses	55,020.27	1,23,898.85	77.17	31.91	4,56,627.93	3,84,815.30	765.55	830.46	12,564.81	33,001.88	-	238.57	1,50,846.66	66,101.26	6,75,902.39	6,08,918.23
Non-Cash expenses other than Depreciation, amortisation and impairment expenses																
Unallocable assets																
Current investments															1,105.84	2,182.57
Non-current investments															32,333.62	26,107.95
Short term Advance Income Tax including TDS (Net)															-	-
Long term Advance Income Tax including TDS (Net)															3,066.68	2,261.98
Unallocable liabilities																
Long - Term Borrowings & Short-Term Borrowings															2,94,130.75	5,72,200.67
Deferred Tax liabilities (Net)															26,994.97	24,667.11
Long term Provision for taxation (Net)															0.15	0.15
Short term Provision for taxation (Net)															164.17	323.30

Notes

to financial statements for the year ended March 31, 2014

NOTE-34

Disclosure of transactions with related parties as required by Accounting Standard 18 (AS-18), relating to Related Party Disclosure has been given in (iv) below. Related parties as defined under clause 3 of the Accounting Standard have been identified on the basis of representation made by key managerial personnel and information available with the Company.

Related party relationships

i) Parties where control exists

Ruchi Worldwide Limited (Subsidiary)
 Mrig Trading Private Limited (Subsidiary)
 Gemini Edibles & Fats India Private Limited (Subsidiary)
 Ruchi J-Oil Private Limited (Subsidiary)
 RSIL Holdings Private Limited (Subsidiary)
 Ruchi Hi-Rich Seeds Private Limited (Step down Subsidiary)
 Ruchi Industries Pte. Limited (Subsidiary)
 Ruchi Ethiopia Holdings Limited (Subsidiary)
 Ruchi Agri Plantation (Cambodia) Co., Limited (Step-down subsidiary)
 Ruchi Agritrading Pte. Limited (Step-down subsidiary)
 Ruchi Agri SARLU (Step-down subsidiary)
 Ruchi Agri Private Limited Company (Step-down subsidiary)
 Palmolien Industries Pte. Limited (Step-down subsidiary)
 GHI Energy Private Limited (Associate)
 Ruchi Kagome Foods India Private Limited (Associate)
 Indian Oil Ruchi Bio Fuels, Limited Liability Partnership
 Ruchi Infrastructure Limited

ii) Key Management Personnel & their relatives

Mr. Dinesh Shahra, Managing Director
 Mr. Kailash Shahra, Brother of Managing Director
 Mr. Suresh Shahra, Brother of Managing Director
 Mrs. Abha Devi Shahra, Wife of Managing Director
 Mr. Sarvesh Shahra, Son of Managing Director
 Ms. Amrita Shahra, Daughter of Managing Director
 Mr. Ankesh Shahra, Son of Managing Director
 Ms. Amisha Shahra, Daughter of Managing Director
 Mr. Ashutosh B Rao, Whole-time Director (Upto September 17, 2013)
 Mr. V. K. Jain, Whole-time Director
 Mr. Sanjeev Kumar Asthana, Executive Director (w.e.f May 30, 2013)

iii) Entities where Key Management Personnel or relatives of Key Management Personnel have significant influence.

Ruchi Bio Fuels Private Limited
 High Tech Realities Private Limited
 Mahakosh Holdings Private Limited
 Deepti Housing Private Limited
 Shahra Brothers Private Limited
 Mahadeo Shahra & Sons
 Mahadeo Shahra Sukrat Trust
 Disha Foundation (Trust) (Formerly Shiva Foundation)
 RSIL Beneficiary Trust
 Shahra Estate Private Limited
 Spectra Realities Private Limited
 Dinesh Shahra HUF
 Kailash Shahra HUF
 Suresh Shahra HUF
 Santosh Shahra HUF

Notes

to financial statements for the year ended March 31, 2014

(iv)

Related Party Transactions

(Previous year's figures are mentioned in brackets below the figures for current year)

A

Parties where control exists

Particulars	Subsidiaries							Others						
	Ruchi Worldwide Limited	Gemini Edibles & Fats India Private Limited	Ruchi Ethiopia Holdings Limited	Ruchi Industries Pte. Limited	Ruchi J-Oil Private Limited	RSIL Holdings Private Limited	Ruchi Agri-trading Pte. Limited	Ruchi Hi-Rich Seeds Private Limited	Total	Ruchi Infrastructure Ltd.	GHI Energy Private Ltd.	Indian Oil Ruchi Bio Fuels, Limited liability Partnership	Ruchi Kagome Foods India Pvt. Ltd	Total
REVENUE														
Sale of goods	3,507.60	874.36	-	-	-	-	-	4,381.96	1,32,957.76	(81,847.17)	-	-	-	1,32,957.76
	(4,316.23)	(576.47)	-	-	-	-	-	(4,892.70)	(81,847.17)	-	-	-	-	(81,847.17)
Sale of DEPB & Other Licence	529.36	-	-	-	-	-	-	529.36	-	-	-	-	-	-
	(-)	-	-	-	-	-	-	(-)	-	-	-	-	-	-
Sale of Assets	-	-	-	7,419.27	-	-	-	7,419.27	-	-	-	-	-	-
	-	-	-	(-)	-	-	-	(-)	-	-	-	-	-	-
Processing Charges Received /Receivable	-	-	-	-	-	-	-	-	199.96	-	-	-	-	199.96
	-	-	-	-	-	-	-	-	(-)	-	-	-	-	(-)
Interest received/ receivable (net)	2.20	64.82	-	-	-	-	-	67.02	6.32	(5.98)	-	-	-	6.32
	-	-	-	-	-	-	-	-	(5.98)	-	-	-	-	(5.98)
Dividend Received	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	(16.39)	-	-	-	-	(16.39)
Reimbursement of Expenses Received	-	-	-	-	-	-	19.45	19.45	-	184.17	-	19.78	-	203.95
	-	-	-	-	-	-	-	-	-	(166.74)	-	-	-	(166.74)
Others	-	43.81	-	-	-	-	-	43.81	-	-	-	-	-	-
	-	(13.75)	-	-	-	-	-	(13.75)	-	-	-	-	-	-
EXPENSES:														
Purchase of goods	40,754.63	2,537.46	-	2,803.72	-	2,04,517.26	-	2,50,613.07	16,635.17	275.00	-	-	-	16,910.17
	(96,071.80)	(652.52)	-	-	-	-	-	(96,724.32)	(13,434.06)	-	-	-	-	(13,434.06)
Purchase of DEPB & Other Licence	684.10	-	-	-	-	-	-	684.10	-	-	-	-	-	-
	(298.65)	-	-	-	-	-	-	(298.65)	-	-	-	-	-	-
Dividend Paid (Including Preference Dividend)	-	-	-	-	-	-	-	-	27.42	-	-	-	-	27.42
	-	-	-	-	-	-	-	-	(27.42)	-	-	-	-	(27.42)
Rent Paid	-	-	-	-	-	-	-	-	97.21	-	-	-	-	97.21
	-	-	-	-	-	-	-	-	(105.59)	-	-	-	-	(105.59)
Processing Charges Paid	-	17.00	-	-	-	-	-	17.00	-	-	-	-	-	-
Storage Charges Paid	-	-	-	-	-	-	-	-	796.15	-	-	-	-	796.15
	-	-	-	-	-	-	-	-	(780.55)	-	-	-	-	(780.55)
Port Hire Charges Paid / Payable	-	-	-	-	-	-	-	-	96.54	-	-	-	-	96.54
	-	-	-	-	-	-	-	-	(419.90)	-	-	-	-	(419.90)
Guarantees given	42,391.71	-	-	-	-	13,734.15	-	56,125.86	7,326.00	-	-	-	-	7,326.00
	(34,715.92)	-	-	-	-	-	-	(34,715.92)	(8,006.00)	-	-	-	-	(8,006.00)
Investment in Equity shares - 3120 Shares of AED of 1000 each	-	-	462.27	-	-	-	-	462.27	-	-	-	-	-	-
[Previous Year 25323 Shares of AED of 1000 each]	-	-	(3,457.73)	-	-	-	-	(3,457.73)	-	-	-	-	-	-
Investment in Equity shares	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Notes

to financial statements for the year ended March 31, 2014

(iv) **Related Party Transactions (Contd.)**

(Previous year's figures are mentioned in brackets below the figures for current year)

A Parties where control exists

Particulars	Subsidiaries						Others				Total	Total	Total
	Ruchi Worldwide Limited	Gemini Edibles & Fats India Private Limited	Ruchi Ethiopia Holdings Limited	Ruchi Industries Private Limited	RSIL Holdings Private Limited	Ruchi Agri-trading Pte. Limited	Ruchi Hi-Rich Seeds Private Limited	Ruchi Infrastructure Ltd.	GHI Energy Private Ltd.	Indian Oil Ruchi Bio Fuels Limited liability Partnership	Ruchi Kargome Foods India Pvt. Ltd		
[Previous Year: 30 Lacs shares of 1 USD each]				(1,635.67)								(1,635.67)	-
Investment in Equity shares 20/4000 Shares of ₹ 10 each				4,000.02								4,000.02	-
[Previous Year: Nil]				-								-	-
Contribution in Limited Liability Partnership										25.00		25.00	-
Investment in Equity shares - 176000 Shares of ₹ 10 each										(20.00)	1,760.00	1,760.00	(20.00)
[Previous Year: Nil]												-	-
Share of Loss in Investment										22.61		22.61	-
										(34.23)		(34.23)	-
AMOUNT RECEIVABLE													
Advances/other receivables	-				2.49		19.45				0.89	21.94	0.89
									(32.15)			(32.15)	
Trade Receivable	-			2.45				9,138.40				9,138.40	
	(169.30)							(1,937.04)				(1,937.04)	
Intercompany Deposit	500.00							31.28				31.28	
								(63.28)				(63.28)	
Accrued Interest receivable (Net of TDS)	-							5.69				5.69	
								(5.38)				(5.38)	
AMOUNT PAYABLE													
Creditors	104.68	1,380.24				1,06,766.15			236.70			236.70	
	(264.54)	-				-			-			(264.54)	-

Notes

to financial statements for the year ended March 31, 2014

B. Key Management Personnel & their Relatives													₹ in la
Key Management Personnel													
Particulars	Mr. Dinesh Shahra	Mr. Ashutosh B. Rao	Mr. V. K. Jain	Sanjeev Kumar Asthana	Total	Relatives of Key Management Personnel							Total
						Mr. Kailash Shahra	Ms. Amrita Shahra	Mr. Sarvesh Shahra	Mr. Suresh Shahra	Mrs. Abhadevi Shahra	Mr. Ankesh Shahra	Ms. Anisha Shahra	
EXPENSES													
Remuneration Including Perks	151.29	12.21	30.94	77.22	271.66	-	53.22	57.51	-	-	-	-	
	(210.82)	(42.11)	(33.24)	-	(286.17)	-	(80.37)	(52.18)	-	-	-	-	
Commission						5.00							
						(50.00)							
Sitting Fee Paid						0.11							
						(0.21)							
Dividend Paid	6.76	-	-	0.01	6.77	0.63	8.00	16.98	1.10	12.25	10.76	9.70	
	(6.76)	-	-	(0.01)	(6.77)	(0.63)	(9.28)	(16.98)	(1.10)	(12.25)	(10.76)	(9.70)	
Rent Paid								0.48		12.00	0.48		
								(0.48)		(12.00)	(0.48)		
AMOUNT RECEIVABLE													
Advances		4.45			4.45			-				-	
Other Receivable (Denotes excess remuneration recoverable)	66.97				66.97								
AMOUNT PAYABLE													
Creditors			0.79		0.79	-						-	
			-		-	(0.13)						(0.13)	

Notes

to financial statements for the year ended March 31, 2014

C Enterprises over which Key Management Personnel & their relatives exercise significant influence

Particulars	Shahra Brothers Private Limited	Mahadeo Shahra & Sons	High Tech Realities Private Limited	Disha Foundation (Trust)	Deepti Housing Private Limited	Mahakosh Holdings Private Limited	Shahra Estate Private Limited	Ruchi Bio Fuels Private Limited	RSIL Beneficiary Trust	Spectra Realities Private Limited	Dinesh Shahra HUF	Kailash Shahra HUF	Suresh Shahra HUF	Santosh Shahra HUF	Mahadeo Shahra Sukrat Trust	Total
REVENUE																
Dividend Received									24.42 (24.42)							24.42 (24.42)
Interest received/ receivable (net)								201.31								201.31
EXPENSES																
Purchase of goods		11,968.94 (14,571.25)														11,968.94 (14,571.25)
Rent Paid	2.64 (1.32)	1.61 (0.84)	6.00 (6.00)	97.63 (37.75)	- (1.08)	4.33 (3.02)					0.48 (0.48)	- (0.76)	9.11 (7.92)	2.86 (0.76)		124.66 (59.17)
Dividend Paid	9.38 (9.38)			151.81 (151.28)		8.04 (8.04)	3.24 (3.24)			57.92 (57.60)	55.06 (59.86)	0.27 (0.27)	0.56 (0.56)	2.08 (2.08)		288.36 (292.31)
Donation Given															37.85 (36.13)	37.85 (36.13)
AMOUNT RECEIVABLE																
Advances						-		1,664.91 (1,236.12)	0.35 (0.35)							1,665.26 (1,236.47)
Accrued Interest receivable (Net of TDS)						-		181.18								181.18
Trade Receivable						-		(32.59)								(32.59)
						-		237.53 (238.56)								237.53 (238.56)
Security Deposit receivable			750.00 (750.00)	1,150.00 (950.00)	-								11.00 (11.00)			1,911.00 (1,711.00)
AMOUNT PAYABLE																
Creditors	3.94 (2.88)	- (80.08)	- (80.08)	- (80.08)	- (4.32)	0.33 (2.72)					- (6.53)	- (6.53)	- (6.53)	1.32 (6.53)	- (6.53)	12.07 (96.53)

Note: Remuneration paid to Managing Director (Key Management Personnel) excludes expenses on rent free accommodation since rent is paid to relative of Key Management Personnel and the same is disclosed separately.

Notes

to financial statements for the year ended March 31, 2014

NOTE-35 DISCLOSURES PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT

₹ in lac

	As at		Maximum balance during	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
(a) Loans & Advance in the nature of loans to Subsidiaries				
Name of the Company				
Gemini Edible & Fats India Pvt. Ltd.	500.00	-	509.46	-
Ruchi Worldwide Ltd.	-	-	11,754.00	-

- (b) Loans & Advance in the nature of loans to Associates : NIL
- (c) Loans and advances in the nature of loans where there is : NIL
- i) No repayment schedule or repayment beyond seven years or : NIL
- ii) No interest or interest below Section 372 A of The Companies Act, 1956 read with 2(43) of Companies Act, 2013.
- (d) Loans or Advances in the nature of loans to Firms/Companies in which directors are interested by name and amount

₹ in lac

Name of the Company	As at		Maximum balance during	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Ruchi Infrastructure Limited	36.97	68.66	7,830.28	12,567.28
Evershine Oleochem Limited	3,306.03	2,601.52	3,306.03	2,601.52
National Steel & Agro Industries Limited	27.55	-	1,625.00	1,000.00
TOTAL	3,370.55	2,670.18	12,761.31	16,168.80

- (e) Investment by the loanee in the shares of the Company, when the Company has made a loan or advance in the nature of loan

₹ in lac

Name of the Company	As at		As at	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
	No. of shares	No. of shares	% Holding	% Holding
Ruchi Infrastructure Limited	82,59,625	48,20,077	2.47	1.44
Evershine Oleochem Limited	25,00,000	25,00,000	0.75	0.75
National Steel & Agro Industries Limited	2,07,500	2,07,500	0.06	0.06

Notes

to financial statements for the year ended March 31, 2014

NOTE-36 EARNINGS PER SHARE

Particulars	For the year ended March 31, 2014	For the year ended March 31, 2013
a) Basic earnings per share		
(i) Profit after tax Before Extraordinary Items and Exceptional items	236.60	23,626.40
Less : Preference dividend including tax thereon	14.04	14.04
Profit attributable to equity shareholders Before Extraordinary Items and Exceptional items	222.56	23,612.36
ii) Profit after tax, Extraordinary Items and Exceptional Items	1,342.01	23,626.40
Less : Preference dividend including tax thereon	14.04	14.04
Profit attributable to equity shareholders	1,327.97	23,612.36
iii) Weighted average number of equity shares :		
Equity shares as at the beginning of the year	33,39,22,572	33,33,58,572
Add : Adjustment for shares issued during the year on conversion of warrants	1,04,170	2,86,074
	33,40,26,742	33,36,44,646
Basic earning per share Before Extraordinary Items and Exceptional items	0.07	7.08
Basic earning per share After Extraordinary Items and Exceptional Items	0.40	7.08
b) Diluted earnings per share		
i) Profit attributable to equity shareholders [As per working in (a)(i) above]	222.56	23,612.36
ii) Profit attributable to equity shareholders [As per working in (a)(ii) above]	1,327.97	23,612.36
iii) Weighted average number of equity shares [Diluted]	33,40,26,742	33,36,44,646
Increase in shares on account of exercise of Employee Stock Option scheme.	-	1,71,405
	33,40,26,742	33,38,16,051
Diluted earnings per share Before Extraordinary Items and Exceptional items	0.07	7.07
Diluted earnings After Extraordinary Items and Exceptional Items	0.40	7.07

NOTE-37 DIVIDEND REMITTED IN FOREIGN CURRENCY

	Paid in 2013-2014 pertaining to		Paid in 2012-2013 pertaining to	
	2013-14	2012-13	2012-13	2011-12
Equity Shares				
-Number of Holders	-	7	-	7
-Shares held by them (in Nos.)	-	3,22,18,023	-	3,22,18,023
-Amount (INR Equivalent)(₹ in lac)	-	103.10	-	103.10

Notes

to financial statements for the year ended March 31, 2014

NOTE-38 DISCLOSURE ON DERIVATIVE INSTRUMENTS

I) The Company has entered into the following derivative instruments:

The Company uses foreign currency/forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. The Company does not use forward contracts for speculative purposes.

A) The following are the outstanding Forward Exchange Contracts entered into by the Company as on March 31, 2014

Particulars	2013-2014			2012-2013		
	No. of Contracts	Foreign Currency Equivalent (In Lac)	INR Equivalent (In Lac)	No. Of Contracts	Foreign Currency Equivalent (In Lac)	INR Equivalent (In Lac)
Covers against exports						
USD	26	USD 622.80	39,395.16	29	USD 579.92	32,268.58
Amount payable in foreign currency on account of the following						
Import of goods and services	104	USD 2146.08	1,37,746.38	189	USD 4394.62	2,44,923.83
Loans and interest payable	39	USD 2564.43	1,61,892.67	114	USD 7128.81	4,03,134.21

B) The Company also uses derivative contracts other than forward contracts to hedge the interest rate and currency risk on its capital account. The Company does not use these contracts for speculative purposes.

Particulars	2013-2014			2012-2013		
	No. of Contracts	Foreign Currency Equivalent (In Lac)	INR Equivalent (In Lac)	No. Of Contracts	Foreign Currency Equivalent (In Lac)	INR Equivalent (In Lac)
a.) Option contracts to hedge against imports	15	USD 1,059.20	63,594.63	2	USD 200.00	10,910.00
b.) Coupon Rate Swap to hedge against fluctuations in interest rate	10	USD 883.33	53,035.33	10	USD 1,060.00	57,823.00
c.) Options to hedge against FCNR Loan	1	USD 300.00	18,012.00	1	USD 300.00	16,365.00

Notes

to financial statements for the year ended March 31, 2014

II) The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

Particulars	2013-14			2012-2013	
	Currency	Value in Foreign Currency (In Lac)	INR Equivalent (In Lac)	Foreign Currency Equivalent (In Lac)	INR Equivalent (In Lac)
Amount receivable in foreign currency on account of the following:					
Export Sales	USD	216.21	12,866.37	515.79	27,890.71
	EUR	32.83	2,674.02	41.20	2,833.70
Merchandise Trade	USD	1,068.87	63,619.32	972.14	52,573.38
Amount payable in foreign currency on account of the following					
Import of goods and services	USD	4,459.00	2,67,788.16	2,203.39	1,20,195.17
	EUR	-	0.14	-	-
	SGD	-	-	0.21	8.90
Purchase of Merchandise Exports	USD	840.44	50,460.13	955.50	52,122.66
Loans and interest payable	USD	1,132.89	68,018.84	2,785.65	1,51,957.08

NOTE-39 EXPENDITURE INCURRED DURING CONSTRUCTION PERIOD HAS BEEN DEALT WITH AS UNDER

₹ in lac

	As at March 31, 2014	As at March 31, 2013
Opening Balance	768.27	522.42
Power & fuel	46.76	221.41
Rent	-	4.26
Repair & Maintenance	-	24.49
Rates & Taxes	1.59	8.72
Insurance Charges	15.63	26.19
Freight & Forwarding	0.29	42.22
Other expenses	1.88	232.90
Salary	10.17	135.23
Staff welfare	-	9.08
Adjustment on account of Exchange Fluctuation	172.52	364.31
Finance Charges	18.53	12.83
	1,035.64	1,604.06
Less: Allocated to buildings & plant & equipments & capitalized/expensed out	953.68	835.79
Balance pending allocation to be capitalized	81.96	768.27

Notes

to financial statements for the year ended March 31, 2014

NOTE-40

The Company has exercised the option provided under paragraph 46A of AS 11: The Effects of Changes in Foreign Exchange Rates inserted vide Notification dated December 29, 2011. Consequently, the exchange differences on long term foreign currency monetary items are dealt with in the following manner:

The exchange difference to the extent it relates to acquisition of depreciable asset, is adjusted to the cost of the depreciable asset, and depreciated over the balance life of the asset.

In other cases, the exchange difference is accumulated in a Foreign Currency Monetary Item Translation Difference Account, and amortised over the balance period of such long term asset/ liability.

- (a) Accordingly, the Company has adjusted exchange loss of ₹ 5,849.46 lac (Previous year: ₹ 2,966.03 lac) in respect of long term foreign currency monetary items relating to acquisition of depreciable fixed assets to the cost of fixed assets and
- (b) Amortised exchange loss relating to long term foreign currency monetary item in other cases over the life of the long term liability and included ₹ 682.81 lac (Previous year ₹ 610.57 lac) being the unamortised portion in Foreign Currency Monetary Item Transaction Account (Refer Note 2 J)

NOTE-41 CHANGE IN ACCOUNTING POLICY

During the year the Company has changed its accounting policy with respect to depreciation on disposal of fixed assets. Depreciation on assets disposed/ discarded was being provided on prorata basis till the month of disposal from the current year it is charged excluding the month of disposal . The above change in the method of accounting, however has no effect on the Profit for the year.

NOTE-42

Effective from February 7, 2014, vide a Business Transfer Agreement, the Company has transferred its undertaking at Shujalpur, Madhya Pradesh as a going concern to Ruchi J Oils Ltd. a subsidiary of the Company, for a consideration of ₹ 7,419.27 lac.

The profit of ₹ 554.10 lac comprises of loss of ₹ 551.31 lac. on revalued portion and profit of ₹ 1,105.41 lac. The loss on account of the revalued portion has been debited to the Business Development Reserve and the profit of ₹ 1,105.41 lac has been shown as an exceptional item in the Statement of Profit and Loss.

The profit of ₹ 1,105.41 lac on sale of the said undertaking has been shown as an exceptional item in the statement of profit and loss.

NOTE-43

The Ministry of Corporate Affairs, Government of India, vide General Circular No. 2 and 3 dated February 8, 2011 and February 21, 2011 respectively has granted a general exemption from compliance with section 212 of the Companies Act, 1956, subject to fulfillment of conditions stipulated in the circular. The Company has satisfied the conditions stipulated in the circular and hence is entitled to the exemption. Necessary information relating to the subsidiaries has been included in the Consolidated Financial Statements.

NOTE-44 PREVIOUS YEAR FIGURES

The figures for the previous year have been regrouped wherever necessary to conform to current years classification.

As per our report of even date attached
For and on behalf of
P.D. Kunte & Co. (Regd.)
Chartered Accountants

D. P. Sapre
Partner
Membership no. 40740

Place : Mumbai
Date : May 30, 2014

For and on behalf of the Board of Directors

R. L. Gupta
Company Secretary

Anil Singhal
GM- Corporate Accounts

Kailash Shahra
Chairman

Dinesh Shahra
Managing Director

Independent Auditors' Report

On Consolidated Financial Statements of Ruchi Soya Industries Limited, its Subsidiaries, Associate Companies, Joint Venture and A Trust where the Company is a Beneficiary

To the Board of Directors of RUCHI SOYA INDUSTRIES LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying consolidated financial statements of **Ruchi Soya Industries Limited** (the Company), its subsidiary Companies, associate Companies, Joint Venture and a Trust where the Company is a beneficiary hereinafter referred to as 'the Group' as at March 31, 2014, and the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information on that date, in which are incorporated the accounts of the subsidiary companies, its associate Companies, Joint Venture and the Trust where the Company is a beneficiary audited by other auditors.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India and in accordance with the auditing standards generally accepted in India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers

internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a reasonable basis for our audit opinion.

OPINION

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on the financial statements of subsidiaries and based on the consideration of unaudited financial statements of two subsidiaries and a associate as noted below in the paragraph 'Other Matters', the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2014;
- (b) in the case of the Consolidated Statement of Profit and Loss, of the profit of the Group for the year ended on that date; and
- (c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

EMPHASIS OF MATTER

Without qualifying our opinion,

- a) Attention is drawn to Note 2(N) relating to the Scheme of Amalgamation and Arrangement between Mac Oil Palm Limited and the Company and their respective shareholders sanctioned by the Hon'ble High Court of Judicature at Mumbai in an earlier year, pursuant to which, an amount of ₹ 4,564.17 lac (previous year ₹ 6,230.45 lac) has been debited to Business Development Reserve as per the details given in Note 2(N).

Had the Scheme, approved by the Hon'ble High Court, not prescribed the accounting treatment as described in Note 2(N), the accumulated balance in the General Reserve and Securities Premium account as at March

31, 2014 would have been higher by ₹ 5,193.54 lac and ₹ 23,842.30 lac respectively, profit for the year would have been lower by ₹ 2,008.35 lac, the accumulated balance in Statement of Profit and Loss as at March 31, 2014 would have been lower by ₹ 15,858.52 lac, the balance in Revaluation Reserve would have been ₹ 24,989.16 lac as against to ₹ Nil and the balance in Business Development Reserve would have been ₹ Nil.

However, the aggregate balance in Reserves and surplus account as at March 31, 2014 would have remained the same.

- b) Attention is drawn to Note 32, relating to remuneration paid to the Managing Director in excess of the permissible limits by ₹ 66.97 lac, which has since been recovered by the Company. The Company is in process of applying to the Central Government for the necessary approval. The said amount will be paid and charged to the Statement of profit and loss on receipt of necessary approval.

OTHER MATTERS

- a) We did not audit the financial statements of thirteen subsidiary Companies, two associate Companies, a Joint venture and a Trust where the Company is a beneficiary, whose financial statements reflect total assets (net) of ₹ 10,164.28 lac as at March 31, 2014 [Previous year ₹ 5,566.94 lac] and total Profit/(loss) for the year of (₹ 1,325.15 lac) [Previous year ₹ 3,695.85] lac for the year ended on that date and net cash inflows/

(outflows) amounting to ₹ (22,339.10 lac) [previous year ₹ 1,07,719.69 lac] inflow for the year then ended. These financial statements have been audited by other auditors whose reports have been furnished to us and our opinion, in so far as it relates to the amounts included in respect of these subsidiary Companies, the associate Companies, the Joint Venture and the Trust where the Company is a beneficiary is based solely on the report of the other auditors.

- b) The consolidated financial statements include financial statements of two subsidiaries and a associate which are unaudited and have been certified by the management. These financial statements reflect total assets (net) of ₹ 4,327.26 lac as at March 31, 2014 [Previous year N.A.] and total loss for the year of ₹ 72.36 lac [Previous year ₹ N.A., net cash inflows amounting to ₹ 3,750.96 lac [previous year ₹ N.A.] for the year then ended.

For and on behalf of
P.D. Kunte & Co. (Regd.)

Chartered Accountants
Firm Registration No: 105479W

D.P. Sapre

Place : Mumbai
Date : May 30, 2014

Partner
Membership No: 40740

Consolidated Balance Sheet

₹ in lac

Particulars	Note	As at March 31, 2014	As at March 31, 2013
I. LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	1	6,880.93	6,878.45
(b) Reserves and surplus	2	2,37,128.59	2,35,311.15
		2,44,009.52	2,42,189.60
(2) Share application money pending allotment		-	-
(3) Minority Interest		5,000.53	4,998.19
(4) Non-current liabilities			
(a) Long-term borrowings	3	1,12,128.83	1,12,261.15
(b) Deferred tax liabilities (Net)	4	27,207.91	24,948.22
(c) Other Long term liabilities	5	2,887.39	2,952.69
(d) Long-term provisions	6	4.26	179.70
		1,42,228.39	1,40,341.76
(5) Current liabilities			
(a) Short-term borrowings	7	2,35,253.89	5,96,022.66
(b) Trade payables	8	6,03,647.62	5,29,843.58
(c) Other current liabilities	9	1,77,795.42	1,66,670.94
(d) Short-term provisions	10	1,553.59	2,150.05
		10,18,250.52	12,94,687.23
TOTAL		14,09,488.96	16,82,216.78
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	11		
(i) Tangible assets		2,69,949.50	2,65,734.98
(ii) Intangible assets		469.67	358.43
(iii) Capital work-in-progress		14,371.18	21,341.53
		2,84,790.35	2,87,434.94
(b) Non-current investments	12	15,717.59	14,040.74
(c) Long-term loans and advances	13	11,053.93	12,889.63
(d) Other non-current assets	14	17.84	34.38
		3,11,579.71	3,14,399.69
(2) Current assets			
(a) Current investments	15	1,106.51	2,183.40
(b) Inventories	16	3,74,154.22	3,56,283.39
(c) Trade receivables	17	5,19,844.95	4,85,623.31
(d) Cash and Bank Balances	18	1,02,890.27	4,29,619.03
(e) Short-term loans and advances	19	82,681.91	64,296.64
(f) Other current assets	20	17,231.39	29,811.32
		10,97,909.25	13,67,817.09
TOTAL		14,09,488.96	16,82,216.78

Notes A - B and 1 to 39 form integral part of these financial statements

As per our report of even date attached
For and on behalf of
P.D. Kunte & Co. (Regd.)
Chartered Accountants

For and on behalf of the Board of Directors

R. L. Gupta
Company Secretary

Kailash Shahra
Chairman

D. P. Sapre
Partner
Membership no. 40740

Anil Singhal
GM- Corporate Accounts

Dinesh Shahra
Managing Director

Place : Mumbai
Date : May 30, 2014

Statement of Consolidated Profit and Loss

₹ in lac

Particulars	Note	For the year ended March 31, 2014	For the year ended March 31, 2013
REVENUE			
I Revenue from operations (Gross)	21	28,58,947.32	29,94,373.45
Less: Excise Duty		9,003.68	8,635.87
Revenue from operations (Net)		28,49,943.64	29,85,737.58
II Other income	22	32,076.30	44,980.62
III Total Revenue (I + II)		28,82,019.94	30,30,718.20
IV EXPENSES			
Cost of materials consumed	23	13,14,502.07	16,29,694.74
Purchases of Stock-in-Trade	24	12,40,032.23	10,30,784.62
Changes in inventories of finished goods, work-in-progress and stock in trade	25	16,412.20	49,000.32
Employee benefits expense	26	20,151.58	16,237.83
Other expenses	27	2,02,767.81	1,90,070.04
Total expenses		27,93,865.89	29,15,787.55
IV-A Earning before Interest and Finance cost, Tax, Depreciation, Amortisation and Impairment (EBITDA) (III-IV)		88,154.05	1,14,930.65
Finance costs	28	66,503.19	62,251.94
Depreciation, amortisation and impairment expenses	29	19,679.97	18,688.58
Less: Adjusted to Business Development Reserve		1,988.88	2,114.37
V Profit before Exceptional and Extraordinary items, tax, share of Results of Associates and Minority Interest		3,959.77	36,104.50
VI Exceptional Items		-	-
VII Profit before tax, Extraordinary items, share of Results of Associates and Minority Interest (V - VI)		3,959.77	36,104.50
VIII Extraordinary Items		-	-
IX Profit before tax, share of Results of Associates and Minority Interest (VII- VIII)		3,959.77	36,104.50
X Tax expense:			
(1) Current tax		1,551.11	9,581.58
Less: MAT Credit Availed (of earlier years)		156.59	2,409.98
Net Current Tax		1,394.52	7,171.60
(2) Deferred tax	4	2,259.69	(339.81)
(3) Tax for earlier years		219.42	851.03
		3,873.63	7,682.82
XI Profit/(Loss) for the year after taxation before share of Results of Associates and Minority Interest (IX-X)		86.14	28,421.68
Share of Net Profit/(Loss) of Associates		(86.54)	(104.03)
Minority Interest		17.26	(994.40)
Profit/(Loss) for the year		16.86	27,323.25
XII Earnings per equity share:	33		
[Nominal Value per share ₹ 2/- (2013 : ₹ 2/-)]			
(1) Basic - Before Exceptional & Extraordinary item		0.01	8.19
- After Exceptional & Extraordinary item		0.01	8.19
(2) Diluted - Before Exceptional & Extraordinary item		0.01	8.18
- After Exceptional & Extraordinary item		0.01	8.18

Notes A - B and 1 to 39 form integral part of these financial statements

As per our report of even date attached

For and on behalf of

P.D. Kunte & Co. (Regd.)

Chartered Accountants

For and on behalf of the Board of Directors

R. L. Gupta

Company Secretary

Kailash Shahra

Chairman

D. P. Sapre

Partner

Membership no. 40740

Anil Singhal

GM- Corporate Accounts

Dinesh Shahra

Managing Director

Place : Mumbai

Date : May 30, 2014

Consolidated Cash Flow Statement

₹ in lac

A. CASH FLOW FROM OPERATING ACTIVITIES

Profit before tax, share of Results of Associates and Minority Interest

Adjustment for :

Depreciation, amortisation and impairment expenses

Finance Costs

Employee Stock Option Scheme (ESOP)

Provision for wealth tax

Miscellaneous expenditure written off

Provision for Lease rent

Interest on Income Tax

Foreign Currency Translation Reserve

Minority Interest in net assets

Amount Debited to Business Development Reserve

Interest Income

Dividend Income

Provision for Gratuity and compensated absences

Share of loss in Limited Liability Partnership

Net (Gain)/Loss on Sale/Discard of Fixed Assets (Net)

Provision for Diminution in value of investments

Allowance for doubtful loans and advances

Additional Depreciation on account of revaluation and Reversal of revaluation reserve on sale of Assets

(Gain)/loss on sale of current investments (net)

Net unrealised exchange loss/(gain)

Operating profit before working capital changes

Changes in working capital

Adjustments for :

Decrease/(Increase) in Inventories

Decrease/(Increase) in Trade Receivables

Decrease/(Increase) in Other Balances with Banks

Decrease/(Increase) in Long-term loans & advances

Decrease/(Increase) in Short-term loans & advances

Decrease/(Increase) in Other current assets and non current assets

Increase /(Decrease) in Other Current and non current Liabilities

Increase /(Decrease) in Trade payables

Cash generated from operations

Taxes paid (net of refund) including dividend tax

Net Cash Generated From Operating Activities
**For the year ended
March 31, 2014**
**For the year ended
March 31, 2013**

3,959.77

36,104.50

17,691.09

16,574.21

66,503.19

62,251.94

1.34

75.37

14.04

15.69

-

0.12

-

163.10

-

3.80

374.37

153.47

19.60

-

(4,564.17)

(6,230.45)

(29,650.01)

(42,452.01)

(45.34)

(48.02)

(82.12)

293.68

22.61

34.23

76.66

138.98

(0.49)

1.20

(11.28)

4,488.75

2,555.81

2,150.02

(20.26)

(66.44)

(12,170.52)

(1,641.03)

40,714.52

35,906.60

44,674.29

72,011.11

(17,870.83)

59,859.90

(36,518.92)

(1,54,415.15)

3,09,321.45

(2,34,438.88)

3,288.91

(1,744.88)

(18,005.93)

(8,656.96)

12,524.23

(5,547.83)

12,007.72

(10,031.06)

87,953.92

89,377.68

3,52,700.55

(2,65,597.18)

3,97,374.84

(1,93,586.07)

(2,752.00)

(9,389.39)

3,94,622.84

(2,02,975.46)

₹ in lac

B. CASH FLOW FROM INVESTING ACTIVITIES

Interest received
Purchase of tangible/intangible assets
Sale of fixed assets
Purchase of current and non current investments
Sale of current and non current investments
Dividend received

Net Cash Used In Investing Activities

C. CASH FLOW FROM FINANCING ACTIVITIES

Increase/(decrease) in Long Term Borrowings
Increase/(decrease) in Short Term Borrowings
Dividend paid
Gain On Acquisition(creation of capital reserve)
Finance Costs
Intercompany deposits (given)/refunded
Proceeds from Issue/conversion of Warrants
Proceeds from Issue/conversion of Shares

Net Cash From Financing Activities

Net increase/(decrease) in cash and cash equivalents (A+B+C)
Opening balance of cash and cash equivalents
Closing balance of cash and cash equivalents
Increase/(decrease) in cash or cash equivalents
Cash and cash equivalents comprise of:
Cash on hand
Balances with Banks

TOTAL

For the year ended March 31, 2014	For the year ended March 31, 2013
29,650.01	42,452.01
(17,812.56)	(32,666.69)
133.58	131.22
(57,165.73)	(2,35,584.33)
56,477.41	2,33,494.09
45.34	48.02
11,328.05	7,874.33
(132.32)	24,728.74
(3,60,439.58)	96,278.82
(1,080.95)	(1,079.01)
-	1.61
(66,503.19)	(62,251.94)
(793.63)	-
-	-
5,591.48	1,097.42
(4,23,358.19)	58,775.63
(17,407.31)	(1,36,325.50)
45,248.02	1,81,573.52
27,840.71	45,248.02
17,407.31	1,36,325.50
356.05	325.38
27,484.66	44,922.64
27,840.71	45,248.02

As per our report of even date attached
For and on behalf of
P.D. Kunte & Co. (Regd.)
Chartered Accountants

For and on behalf of the Board of Directors

R. L. Gupta
Company Secretary

Kailash Shahra
Chairman

D. P. Sapre
Partner
Membership no. 40740

Anil Singhal
GM- Corporate Accounts

Dinesh Shahra
Managing Director

Place : Mumbai
Date : May 30, 2014

Notes

to Consolidated financial statement for the year ended March 31, 2014

A GENERAL INFORMATION

Ruchi Soya Industries Limited ('the Company') is a Public Limited Company engaged primarily in the business of processing of oil-seeds and refining of crude oil for edible use. The Company also produces oil meal, food products from soya and value added products from downstream and upstream processing. The Company is also engaged in trading in various products and generation of power

from wind energy. The Company has manufacturing plants across India and is listed on the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE). The other Subsidiary Companies, Associates Companies, joint ventures and a Trust entity/ies located in India and abroad are engaged in manufacture/trading of edible oil/agriculture and other related products, biofuels, plantation activities and solar power generation.

A.1 Basis of Consolidation

- a) The consolidated financial statements relate to Ruchi Soya Industries Limited (the Company) and its subsidiaries, its associates, Joint Venture and Trust where the Company is a beneficiary as under :

Name of the entity	Country of origin	Relationship	Percentage of holding	
			2013-14	2012-13
A. DOMESTIC				
- Subsidiary Company				
Ruchi Worldwide Limited	India	Subsidiary	52.48	52.48
Gemini Edibles & Fats India Private Limited	India	Subsidiary	50% + 1 share	50% + 1 share w.e.f. Feb 22, 2013 [earlier 52.63%]
Mrig Trading Private Limited	India	Subsidiary	100	100
Ruchi J-Oil Private Limited	India	Subsidiary	51 with effect from Feb 7, 2014	-
RSIL Holdings Private Limited	India	Subsidiary	100 with effect from Mar 19, 2014	-
Ruchi Hi-Rich Seeds Private Limited	India	Step down subsidiary	100 with effect from Mar 26, 2014	-
- Associates				
GHI Energy Private Limited	India	Associate	49	49
Ruchi Kagome Foods India Private Limited	India	Associate	40 with effect from June 19, 2013	-
- Trust				
RSIL Beneficiary Trust	India	Trust where Company is the sole beneficiary	100	100
- Limited Liability Partnership				
Indian Oil Ruchi Biofuels LLP (Limited Liability Partnership)	India	Joint venture where Company is a partner	50	50
B. FOREIGN				
- Subsidiary Company and its step down subsidiaries				
Ruchi Industries Pte. Limited	Singapore	Subsidiary	100	100
Ruchi Agri Plantation (Cambodia) Pte. Limited	Cambodia	Step down subsidiary	100	100
Ruchi Agri Private Limited Company	Ethiopia	Step down subsidiary	100	100
Ruchi Agri SARLU	South Africa	Step down subsidiary	100	100
Palmolein Industries Pte. Limited	Cambodia	Step down subsidiary	100	100 from Dec 19, 2012
Ruchi Ethiopia Holdings Limited	Dubai	Subsidiary	100	100
Ruchi Agritrading Pte. Limited	Singapore	Step down subsidiary	100	100

Notes

to Consolidated financial statement for the year ended March 31, 2014

b) The consolidated financial statements have been prepared in accordance with Accounting Standard 21 (AS-21), Accounting Standard 23 (AS-23) and Accounting Standard 27 (AS-27) as notified by The Companies (Accounting Standard) Rules, 2006 as referred under sub section 3(C) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013 as applicable, on the following basis :

- i) The financial statements of the Company and its subsidiaries (including step down subsidiaries) and the Trust where the Company is a sole beneficiary have been combined on a line to line basis by adding together like items of assets, liabilities, income and expenses after making necessary adjustments for eliminations, regrouping and variations in accounting policies, if any whenever practicable.
- ii) The financial statements of Associates have been consolidated using the Equity method of accounting.
- iii) The financial statements of joint venture Limited Liability Partnership (LLP) where the Company is a partner have been consolidated using proportionate consolidation method.
- iv) Intragroup balances, intragroup transactions and resulting unrealised profits / losses have been eliminated in full.
- v) The excess of / shortfall in cost to the Company of its investment over the Company's portion of equity as at the date of investment is recognised in the consolidated financial statements as goodwill / capital reserve. The resultant goodwill, if any, is charged to the Statement of Profit and Loss.
- vi) In case of foreign subsidiaries, revenue items are consolidated at the quarterly average rates prevailing during the year. At the year end, monetary items are translated at rates prevailing at the end of the year.
- vii) Differences on elimination arising on account of translation differences are accumulated in Foreign Currency Translation Reserve.

A.2 Minority interest in the net assets of subsidiaries has been separately disclosed in the consolidated financial

statements. Minority interest in income for the year has been separately disclosed in the Statement of Profit and Loss .

B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

B.1 Basis of Preparation:

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis, except for certain tangible assets which are being carried at revalued amounts. These financial statements have been prepared to comply in all material aspects with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013.

B.2 Tangible and Intangible Assets:

Tangible and intangible assets (other than those acquired under Hire Purchase Schemes) are stated at cost of acquisition / revalued amount, less accumulated depreciation and impairments, if any. Revalued assets are stated at their fair value as at the date of revaluation based on report of approved valuer less accumulated depreciation. Cost of fixed assets includes taxes, duties, freight and other incidental expenses related to the acquisition and installation after reducing Cenvat credit received/ receivable, if any. With effect from April 1, 2011, gain/loss on account of fluctuation in exchange rates pertaining to long term foreign currency monetary items, to the extent it is related to acquisition of depreciable assets, is adjusted to the cost of the assets.

Items of fixed assets that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realisable value . Any expected loss is recognised immediately in the Statement of Profit and Loss. Fixed assets acquired under Hire Purchase Schemes are valued at cash price less depreciation.

In accordance with the requirements of Accounting Standard 16 (AS 16), "Borrowing Costs", borrowing costs attributable to acquisition/construction of a qualifying asset (i.e. an asset requiring substantial period of time to get ready for intended use or sale) are added to the cost of those assets, until such time as the assets are substantially ready for their

Notes

to Consolidated financial statement for the year ended March 31, 2014

intended use or sale. Pre-operative expenses incurred during construction period are capitalised, where appropriate.

B.3 Depreciation and Amortisation:

Depreciation on other than intangible assets, is provided on straight line basis at the rates prescribed in Schedule XIV to the Companies Act, 1956. Depreciation is provided on pro-rata basis with reference to the month of addition/installation, except low value items costing ₹ 5,000/- or less which are written off fully in the year of purchase. Depreciation on assets disposed /discarded is charged excluding the month in which such assets is sold. In respect of intangible assets (other than expenditure on software) the cost is amortised over the period for which the asset's economic benefits are expected to accrue. Expenditure incurred on software acquired is amortised over a maximum period of five years from the date the expenditure is incurred or its useful life, whichever is shorter.

B.4 Impairment of Assets:

The Company reviews the carrying value of tangible and intangible assets for any possible impairment at each Balance Sheet date. An impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of net selling price and value in use. In assessing the recoverable amount, the estimated future cash flows are discounted to their present value at appropriate discount rates. If at the Balance Sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

B.5 Inventories:

Inventories, other than realisable by-products, are valued at lower of cost and net realisable value. The cost of inventories is arrived at on Moving Average Price method. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. The cost of manufactured products comprises direct costs and production overheads including depreciation. Realisable by products are valued at net realisable value. Cost of trading items includes cost of purchase and other costs of acquisition attributable thereto.

B.6 Retirement Benefits:

- (i) Short term employee benefits are recognized as an expense in the Statement of Profit and Loss of the year in which service is rendered.
- (ii) Contribution to defined contribution schemes such as Provident Fund, Family Pension Fund and Superannuation Fund are charged to the Statement of Profit and Loss.

- (iii) The Company makes annual contribution to Employees Group Gratuity cum Life Assurance Scheme in respect of qualifying employees and the same is recognized as an expense in the Statement of Profit and Loss. Additional liability, if any, in respect of gratuity and liability in respect of leave encashment is recognized on the basis of valuation done by an independent actuary applying Project Unit Credit Method. The actuarial gain/loss arising during the year is recognized in the Statement of Profit and Loss of the year.

B.7 Investments:

Investments that are readily realisable and are intended to be held for not more than one year, are classified as current investments. All other investments are classified as non-current investments. Current investments are carried at cost or fair value, whichever is lower. Non-current investments are carried at cost. However, provision is made for diminution in the value of these investments, which in the opinion of Board of Directors is other than temporary and the same is made for each investment individually.

Investments include investment in shares of Companies registered outside India. Such investments are stated at cost by converting relevant foreign currency at the rate of exchange prevailing on the date of acquisition.

B.8 Expenses Incurred For Issue Of Shares, Debentures and Other Miscellaneous Expenses

Share issue expenses incurred after April 1, 2003 are either charged to the Statement of Profit and Loss or securities premium account. Expenses pertaining to issue of debentures are charged to the Statement of Profit and Loss in the year in which they are incurred.

B.9 Premium on Redemption of Debentures

Premium payable, if any, on redemption of debentures is spread over the life of debentures.

B.10 Foreign Exchange Transactions

Transactions in foreign currency are accounted at the exchange spot rate prevailing on the date of the transaction. Year end receivables and payables are translated at year end rate of exchange. With effect from April 1, 2011, gain/loss on account of fluctuation in exchange rates pertaining to long term foreign currency borrowings to the extent they are related to acquisition of depreciable fixed assets is adjusted to the cost of asset, and in case of other long term borrowings, the same is amortised over the life of such long term borrowings.

In all other cases, the difference on account of fluctuation in the rate of exchange is recognized in the Statement of Profit and Loss.

Notes

to Consolidated financial statement for the year ended March 31, 2014

B.11 Forward Exchange Contracts:

In case of forward exchange contracts, premium/discount arising at the inception of the contracts is spread over the life of the contracts. Exchange fluctuation on such contracts is recognized in the Statement of Profit and Loss in the year in which there is a change in exchange rates.

B.12 Borrowing Costs:

In accordance with the requirements of Accounting Standard (AS) 16, "Borrowing Costs", borrowing costs directly attributable to acquisition, construction or production of a qualifying asset are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Other borrowings costs are charged to the Statement of Profit and Loss.

B.13 Employee Stock Options:

Stock options granted to employees under the "Ruchi Soya Employee Stock Option Plan 2007" are accounted as per accounting treatment prescribed by SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the 'Guidance Note on Share Based Payments' issued by the Institute of Chartered Accountant of India (ICAI). Accordingly, the excess of market price of the shares as on the date of grant of options over the exercise price is recognised as deferred employee compensation and is charged to the Statement of Profit and Loss on straight-line basis over the vesting period of the respective option. The number of options expected to vest is based on the best available estimate and is revised, if necessary, where subsequent information indicates that the number of stock options expected to vest differs from the previous estimates.

B.14 Revenue Recognition :

Sale of goods:

Domestic sales are recognized at the point of dispatch of goods when the substantial risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract and are net of returns. Sales are stated net of trade discounts and taxes on sales.

Export sales are recognised when significant risks and rewards in respect of ownership of goods are transferred to the buyer as per the terms of the contract.

Export entitlements are recognized as income when the right to receive the same as per the terms of the scheme is established in respect of the exports made and where there is no significant uncertainty regarding the ultimate realisation.

Carbon Credits are recognised on credit of Carbon Emission Reduction (CER) by the approving authority in a manner it is unconditionally available to the generating entity.

Sale of Services:

Revenue from services is recognized on rendering of the services.

Other Income:

- (i) Dividend income on investment is recognised when the right to receive dividend is established.
- (ii) Interest and other income are recognised on accrual basis on time proportion basis.

B.15 Lease Accounting:

As a Lessee

Operating lease payments are recognized as expenditure in the Statement of Profit and Loss as per the terms of the respective lease agreements.

As a Lessor

The Company has given assets on an operating lease basis. Lease rentals are accounted on accrual basis in accordance with the respective lease agreements.

B.16 Accounting of Taxes on Income

Tax expense comprises of current tax and deferred tax . Current tax is measured at amount expected to be paid to tax authorities using the applicable tax rates. Deferred tax assets and liabilities are recognized for future tax consequences attributable to timing difference between taxable income and accounting income that are capable of reversal in one or more subsequent years and are measured using relevant enacted tax rates.

Minimum Alternative Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

B.17 Provisions and Contingent Liabilities:

Provisions: Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

Notes

to Consolidated financial statement for the year ended March 31, 2014

Contingent Liabilities: Contingent liabilities are disclosed in respect of possible obligations that may arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company. The amount of liability is based on a reliable

estimate when it is probable that an outflow of resources will be required to settle an obligation and in respect of which a reliable estimate can be made. Provision for contingent liability is not discounted and is determined based on best estimate required to settle the obligation at the year end date. Contingent assets are not recognised in the financial statements.

NOTE-1 SHARE CAPITAL

₹ in lac

	As at March 31, 2014	As at March 31, 2013
A Authorised		
i) Equity Shares		
1,01,02,50,000 (Previous year 1,01,02,50,000) of face value of ₹ 2/- each	20,205.00	20,205.00
ii) Cumulative Redeemable Preference Shares		
51,00,000 (Previous year 51,00,000) of face value of ₹ 100/- each	5,100.00	5,100.00
	25,305.00	25,305.00
B Issued, Subscribed and paid-up		
i) Equity Shares		
33,40,46,422 (Previous year 33,39,22,572) of face value of ₹ 2/- each fully paid-up	6,680.93	6,678.45
ii) 6% Non Convertible Redeemable Cumulative Preference Shares		
2,00,000 (Previous year 2,00,000) of face value of ₹ 100/- each fully paid-up	200.00	200.00
	6,880.93	6,878.45

(a) Reconciliation of numbers of shares

Particulars	As at March 31, 2014		As at March 31, 2013	
	Number of Shares	₹ in lac	Number of Shares	₹ in lac
i) Equity Shares:				
Balance as at the beginning of the year	33,39,22,572	6,678.45	33,33,58,572	6,667.17
Add:				
Shares issued under Employee Stock option during the year	1,23,850	2.48	5,64,000	11.28
Balance as at the end of the year	33,40,46,422	6,680.93	33,39,22,572	6,678.45
ii) Preference Shares				
Balance as at the beginning of the year	2,00,000	200.00	2,00,000	200.00
Add:				
Shares issued during the year	-	-	-	-
Balance as at the end of the year	2,00,000	200.00	2,00,000	200.00

Notes

to Consolidated financial statement for the year ended March 31, 2014

(b) Rights, Preferences and Restrictions attached to shares

Equity Shares:

The Company has one class of equity shares having a par value of ₹ 2 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Lock in Restrictions

Nil (Previous year 1,25,00,000) Equity shares are subject to lock in restrictions.

Preference Shares: 6% Non-Convertible Redeemable Cumulative Preference Shares of ₹ 100/- each were

issued pursuant to the Scheme of Amalgamation and Arrangement between Sunshine Oleochem Limited, Ruchi Soya Industries Limited and their respective shareholders sanctioned by the Hon'ble High Court of judicature of Mumbai in an earlier year on the same terms and conditions as originally issued by Sunshine Oleochem Limited.

These preference shares are redeemable as follows:

- First installment of ₹ 33/- per preference share on completion of 144 months from March 31, 2009.
- Second installment of ₹ 33/- per preference share on completion of 156 months from March 31, 2009.
- Third installment of ₹ 34/- per preference share on completion of 168 months from March 31, 2009.

- Shares allotted under Employee Stock Option Plan Scheme, 2007 as modified from time to time. Refer Note 2(M).

- Details of shares held by shareholders holding more than 5% shares in the Company.

EQUITY SHARES

Mr. Dinesh Shahra [in the capacity of Trustee of Disha Foundation (Formerly known as Shiva Foundation)]

Dinesh Shahra (HUF)

Soyumm Marketing Private Limited

Spectra Realities Private Limited

Sawit Plantations Pte Limited

Cresta Fund Limited

Hi Tech Housing Projects Private limited

PREFERENCE SHARES

Ruchi Infrastructure Limited

As at March 31, 2014	%	As at March 31, 2013	%
4,74,40,350	14.20	4,74,40,350	14.21
1,72,05,836	5.15	1,72,05,836	5.15
2,91,45,577	8.73	2,86,13,984	8.57
1,81,00,000	5.42	1,81,00,000	5.42
1,96,12,913	5.87	1,96,12,913	5.87
-	-	1,76,70,517	5.29
-	-	3,37,58,400	10.11
2,00,000	0.06	2,00,000	0.06

- The issued, subscribed and paid-up share capital includes 5,66,38,462 Equity Shares and 2,00,000 Preference Shares issued during the last five years pursuant to Schemes of Amalgamation, Arrangement and Mergers.

Notes

to Consolidated financial statement for the year ended March 31, 2014

NOTE-2 RESERVES AND SURPLUS

₹ in lac

	As at March 31, 2014	As at March 31, 2013
A Securities Premium Account		
Balance as at the beginning of the year	47,526.21	47,043.49
Add: On issue of shares	5,548.13	-
Add: On exercise of employee stock options	121.62	482.72
Balance as at the end of the year	53,195.96	47,526.21
B Capital Redemption Reserve		
Balance as at the beginning of the year	8,770.98	8,770.98
Less: Utilised during the year	-	-
Balance as at the end of the year	8,770.98	8,770.98
C General Reserve		
Balance as at the beginning of the year	39,800.94	37,300.94
Add: Transfer from Statement of Profit and Loss	1,000.00	2,500.00
Balance as at the end of the year	40,800.94	39,800.94
D Business Development Reserve (Refer Note N)		
Balance as at the beginning of the year	42,730.64	48,961.09
Less:		
Additional Depreciation/Impairment on account of revaluation of fixed assets	1,946.45	2,114.37
Bad debts and advances written off (net of current tax)	-	52.68
Provision for doubtful debts and doubtful advances (net of current/deferred tax)	(7.45)	2,963.02
Advertisement & sales promotion expenses (net of current tax)	2,015.81	1,064.72
Reversal of revaluation reserve on sale of Assets	566.93	35.65
Impairment on revalued assets	42.43	-
	38,166.47	42,730.64
E Capital Reserve		
Balance as at the beginning of the year	4,856.90	4,855.28
Add: Addition during the year	-	1.62
Balance as at the end of the year	4,856.90	4,856.90
F Capital Investment subsidy		
Balance as at the beginning of the year	30.00	30.00
Less: Utilised during the year	-	-
Balance as at the end of the year	30.00	30.00
G Revaluation Reserve		
Balance as at the beginning of the year	704.85	704.85
Less: Utilised during the year	-	-
Balance as at the end of the year	704.85	704.85

Notes

to Consolidated financial statement for the year ended March 31, 2014

NOTE-2 RESERVES AND SURPLUS

₹ in lac

	As at March 31, 2014	As at March 31, 2013
H Foreign currency translation reserve		
Balance as at the beginning of the year	150.52	(2.95)
Add: Addition during the year	374.37	153.47
Balance as at the end of the year	524.89	150.52
I Hedging Reserve (Refer Note O)	(561.15)	(1,672.80)
J Share Options Outstanding		
Employee Stock Options Outstanding	154.82	224.42
Less: Deferred Employees Compensation Expenses	51.18	41.38
Balance as at the end of the year	103.64	183.04
K Foreign Currency Monetary Item Translation Difference Account (Refer Note 36)	(682.81)	(610.57)
L Surplus in Statement of Profit and Loss		
Balance as at the beginning of the year	92,840.44	69,281.85
Add: Profit for the year	16.86	27,323.25
Less: Appropriations		
Transferred to General Reserve	1,000.00	2,500.00
Transferred to Proposed Dividend		
-Preference	12.00	12.00
-Equity	534.50	1,068.95
-Dividend Distribution tax	92.88	183.71
Balance as at the end of the year	91,217.92	92,840.44
	2,37,128.59	2,35,311.15

M Employees Stock Options

- The Company vide resolution passed at their Extra Ordinary General Meeting held on November 28, 2007 as modified by resolution passed at the Extra Ordinary General Meeting held on June 16, 2009 approved grant of up to 54,71,000 options to eligible directors and employees of the Company and its subsidiary Ruchi Worldwide Limited.
- In terms of the said approval, the eligible employees / directors are entitled against each option to subscribe for one equity share of face value of ₹ 2/- each at a premium of ₹ 33/- per share.

- The holders of the Employee Stock Options are entitled to exercise the option within a period of three years from the date of first vesting, failing which they stand cancelled. In the case of termination of employment by the Company, all options, vested or not, stand cancelled immediately. In case of voluntary resignation, all un-vested options stand cancelled. The resigning employees may exercise the vested options concurrently with the resignation, beyond which such options stand cancelled. In the event of death of an employee, retirement or the employee becoming totally and permanently disabled, all unvested options vest immediately and can be exercised during the original term of the option.

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- (d) The Company had granted options to its directors and employees as follows:

Date of Grant	Number of Options	Exercise Price	Particulars of vesting		
			20%	30%	50%
April 1, 2008	12,37,000	₹ 35/-	April 1, 2009	April 1, 2010	April 1, 2011
October 1, 2009	14,95,000	₹ 35/-	October 1, 2010	October 1, 2011	October 1, 2012
April 1, 2010	2,53,500	₹ 35/-	April 1, 2011	April 1, 2012	April 1, 2013*
April 1, 2011	1,98,000	₹ 35/-	April 1, 2012	April 1, 2013	April 1, 2014
April 1, 2012	15,000	₹ 35/-	April 1, 2013	April 1, 2014	April 1, 2015
April 1, 2013	2,19,000	₹ 35/-	April 1, 2014	April 1, 2015	April 1, 2016
TOTAL	34,17,500				

The movement in the Employee Stock Options during the year ended March 31, 2014 is as follows:

Date of Grant	Opening Balance as on April 1, 2013	Issued during the year	Cancelled	Exercised during the year	Closing Balance as on March 31, 2014
October 1, 2009	1,19,950	-	1,09,950	10,000	-
April 1, 2010 *	74,450	-	-	65,450	9,000
April 1, 2011	1,52,400	-	4,000	47,400	1,01,000
April 1, 2012	15,000	-	10,000	1,000	4,000
April 1, 2013	-	2,19,000	-	-	2,19,000
TOTAL	3,61,800	2,19,000	1,23,950	1,23,850	3,33,000

Note : * Indicates as at March 31, 2014 the said option is yet to expire considering grace period of one year.

- N (a) In an earlier year, the Hon'ble High Court of judicature of Mumbai, had approved u/s. 391-394 the Scheme of Amalgamation and Arrangement of 'Mac Oil Palm Limited' with Ruchi Soya Industries Limited and its shareholders, which was effective from April 1, 2009.

- (b) Pursuant to the Scheme referred to in (a) above, the Company had, in an earlier year, created Business Development Reserve from the balance standing to the credit of General Reserve & Securities Premium Account.

In terms of the Scheme, as and when deemed fit by the Board, the said Business Development Reserve is available for adjusting various expenses, including advertisement, sales promotion, development

of brands, research and development activities, provision / write off of doubtful debtors/current assets/loans and advances, additional depreciation necessitated by revaluation of fixed assets and expenses of amalgamation including expenses of the Transferor Company i.e. Mac Oil Palm Limited, incurred on or after 1st April 2009, after adjusting for any tax effects, both current and deferred tax thereon.

- (c) As approved by the Board, an amount of ₹ 4,564.17 lac (previous year ₹ 6,230.45 lac) comprising of the following has been debited during the year to Business Development Reserve in accordance with the said Scheme.

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₹ in lac

Particulars	2013-14	2012-13
Provision for Doubtful Advances (net of deferred tax)	-	309.60
Bad debts and advances written off (net of current tax)	-	52.68
Provision for Doubtful Debts (net of current/deferred tax)	(7.45)	2,653.43
Advertisement Expenses (net of current tax)	2,015.81	1,064.72
Additional depreciation on account of revaluation	1,946.45	2,114.37
Reversal of revaluation reserve on sale of Assets	566.93	35.65
Impairment on revalued assets	42.43	-
TOTAL	4,564.17	6,230.45

(d) Had the Scheme, approved by the Hon'ble High Court, not prescribed the accounting treatment as described in (b) above,

i) the Company would have been required to:

* Credit an amount of ₹ 36,157.70 lac to Revaluation Reserve instead of the Business Development Reserve.

* Debit the additional depreciation arising from the revaluation of fixed assets of ₹ 1,946.45 lac (previous year ₹ 2,114.37 lac), Reversal of revaluation reserve on sale of assets amounting to ₹ 566.93 lac (Previous year ₹ 35.65 lac) and additional Impairment on revalued assets amounting to ₹ 42.43 lac (Previous year ₹ Nil/-) to Revaluation Reserve instead of Business Development Reserve and credit an equivalent amount to the Statement of Profit and Loss. Accordingly there is no impact on the Statement of Profit and Loss .

* Debit the Advertisement and Sales Promotion expenses of ₹ 2,015.81 lac (net of current tax thereon) (previous year ₹ 1,064.72 lac) to the Statement of Profit and Loss .

* Credit the amount of ₹ 7.45 lac (previous year debit ₹ 2,963.03 lac) being the provision for doubtful debts / advances [net of current / deferred tax thereon] and Debit the amount

of ₹ Nil /- (previous year ₹ 52.68 lac) being the Bad Debts and advances written off [net of current tax thereon] to the Statement of Profit & Loss .

ii) As a cumulative impact of the treatment described in para (i) above, the accumulated balance in the General Reserve and Securities Premium account as at March 31, 2014 would have been higher by ₹ 5,193.54 lac and ₹ 23,842.30 respectively, profit for the year would have been lower by ₹ 2,008.35 lac, the accumulated balance in the Statement of Profit and Loss as at March 31, 2014 would have been lower by ₹ 15,858.52 lac, the balance in Revaluation Reserve would have been higher by ₹ 24,989.16 lac and the balance in Business Development Reserve would have been ₹ Nil.

However, the aggregate balance in Reserves and Surplus as at March 31, 2014 would have remained the same .

○ The Company has adopted the principles of derivatives and hedge accounting prescribed in Accounting Standard (AS) 30 "Financial Instruments: Recognition and Measurement", to account for interest rate swaps. Accordingly, mark to market losses of ₹ 561.15 lac (net of taxes) upto the year ended March 31, 2014 [Previous year ₹ 1,672.80 lac (net of taxes)] on account of interest rate swaps designated as effective hedge has been recognised in the balance sheet under the head "Hedging Reserve". The corresponding derivative liability has been disclosed under Other Long Term Liabilities in Note 5 and Other current Liabilities in Note 9.

Notes

to Consolidated financial statement for the year ended March 31, 2014

NOTE-3 LONG -TERM BORROWINGS

₹ in lac

	As at March 31, 2014	As at March 31, 2013
A Secured		
Term Loan from Banks		
- Rupee Loans (Refer Note D below)	38,567.90	37,137.66
- Foreign Currency Loans (Refer Note D below)	64,655.57	66,480.36
B Unsecured		
- Deferred Sales Tax Liability (Refer Note E below)	7,205.36	7,221.31
- From Others	-	421.82
C Unsecured Loan from related party (Refer Note 32)	1,700.00	1,000.00
	1,12,128.83	1,12,261.15

D Nature of Security and terms of repayment for secured borrowings

Name of the lender	Rate of Interest	Nature of Security	Terms of Repayment
Term loan from Yes Bank amounting to ₹ 2,625.00 lac (March 31, 2013: ₹ 4,375.00 lac)	PLR-5.5% p.a	Secured by a first pari passu charge over the fixed assets, both present & future, located at Mangalore (Karnataka).	Repayable in 16 equal quarterly installments (commenced from August, 2011) of sanctioned amount of ₹ 7,000.00 lac
Term loan from ICICI Bank amounting to ₹ Nil (March 31, 2013: ₹ 389.58 lac)	BBR+2.5% p.a.	Secured by a first charge over the specific fixed assets, both present and future, located at Ampapuram, Bapulapadu Mandal in Krishna District (Andra Pradesh).	Repayable in 48 equal monthly installments (commenced from February, 2010) of sanctioned amount of ₹ 2,000.00 lac .
Term loan from Axis Bank amounting to ₹ 2,190.13 lac (March 31, 2013: ₹ 2,863.41 lac)	BBR+2.5% p.a.	Secured by a first pari passu charge over the movable fixed assets, factory land and railway siding, both present & future, located at Durgawati in Bihar.	Repayable in 18 Equal quarterly installments starting at the end of 9 months from date of first disbursement (commenced from February, 2013) of sanctioned amount of ₹ 3,000.00 lac.
Term loan from IDBI Bank amounting to ₹ 3,444.44 lac (March 31, 2013: ₹ 5,666.67 lac)	BBR+3.5% p.a.	Secured by a first pari passu charge over all the fixed assets, both present and future, located at Haldia (West Bengal), Patalganga and Nagpur (Maharashtra) together with first exclusive charge on the entire fixed assets, both present and future, located at Washim (Maharashtra).	Repayable in 18 equal quarterly installments (commenced from September, 2011) of sanctioned amount of ₹ 10,000.00 lac.

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D Nature of Security and terms of repayment for secured borrowings

Name of the lender	Rate of Interest	Nature of Security	Terms of Repayment
Term loan from State Bank of India amounting to ₹ 0.55 lac [Including FCNRB USD Nil](March 31, 2013: ₹ 1,712.00 lac Including FCNRB USD 30.18 lac)]	BBR + 6.40 % p.a.	Secured by a first exclusive charge over the windmills, both present and future, located at Palsodi (Madhya Pradesh).	Repayable in 20 equal quarterly installments (commenced from June, 2009) of sanctioned amount of ₹ 9,500.00 lac.
Term loan from State Bank of India amounting to ₹ 5,960.42 lac [Including FCNRB USD 77.75 lac](March 31, 2013: ₹ 4,556.65 lac) [Including FCNRB USD Nil lac]	BBR+1.75% p.a. [FCNRB LIBOR 6 Months + 3.25% p.a.]	a) Secured by first exclusive charge on movable and immovable fixed assets of the Company's unit located at Village Bhuvad, Tehsil Anjar, District Kutch, Gujarat. b) Collateral Second charge over the entire current assets including stocks of raw material and finished goods, receivables and other current assets on pari passu basis, with other term lenders.	Repayable in 20 equal quarterly installments (commenced from March 2014) of sanctioned amount of ₹ 6,500.00 lac.
Corporate Loan II from State Bank of India amounting to ₹ Nil (March 31, 2013: ₹ 21.80 lac)	BBR + 3.60% p.a.	Secured by a first exclusive charge over the fixed assets, both present and future, at Kota (Rajasthan), Chennai (Tamil Nadu) and Shriganganagar (Rajasthan) and first pari passu charge over the fixed assets, both present and future, located at Haldia (West Bengal), Patalganga & Nagpur (Maharashtra), Mangalore (Karnataka) and Manglia (Madhya Pradesh).	Repayable in 18 quarterly installments (commenced from December, 2008) of sanctioned amount of ₹ 25,000.00 lac out of that first 14 installment shall be of ₹ 1,250.00 lac per installment & next 4 shall be of ₹ 1,875.00 lac per installment.
Corporate Loan III from State Bank of India amounting to ₹ 10,529.34 lac [Including FCNRB USD Nil](March 31, 2013: ₹ 16,993.54 lac [Including FCNRB USD 301.81 lac]	BBR + 3.65 % p.a.	Secured by a first exclusive charge over the fixed assets, both present and future, at Kota (Rajasthan), Chennai (Tamil Nadu) and Shriganganagar (Rajasthan) and first pari passu charge over the fixed assets, both present and future, located at Haldia (West Bengal), Patalganga & Nagpur (Maharashtra), Mangalore (Karnataka) and Manglia (Madhya Pradesh) .	Repayable in 20 equal quarterly installments (commenced from September 2011) of sanctioned amount of ₹ 25,000.00 lac.
Corporate Loan IV from State Bank of India amounting to ₹ 26,500.53 lac [Including FCNRB USD 441.40 lac] (March 31, 2013: ₹ 30,094.11 lac) [Including FCNRB USD Nil]	BBR+1.75% p.a. [FCNRB LIBOR 6 Months + 3.25% p.a.]	a) Secured by an Extension of exclusive first charge on movable and immovable fixed assets located at Shriganganagar (Rajasthan), Kota (Rajasthan) and Chennai (Tamil Nadu) and extension of first pari passu charge on movable and immovable fixed assets located at Haldia (West Bengal), Mangalore (Karnataka) Patalganga & Nagpur (Maharashtra), and Mangliya (Madhya Pradesh) and b) Collateral Second charge over the entire current assets including stocks of raw material and finished goods, receivables and other current assets on pari passu basis, with other term lenders.	Repayable in 20 equal quarterly installments (commenced from June 2013) of sanctioned amount of ₹ 30,000.00 lac.

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to Consolidated financial statement for the year ended March 31, 2014

D Nature of Security and terms of repayment for secured borrowings

Name of the lender	Rate of Interest	Nature of Security	Terms of Repayment
Corporate Loan V from State Bank of India amounting to ₹ 30,033.29 lac (March 31, 2013: ₹ Nil)	BBR+3.5% p.a.	Primary Security : a) Secured by first exclusive charge/Extension of exclusive charge on movable and immovable fixed assets of the Company's unit located at Shrigangangar A 69-70 & C 366-367, RIICO Udyog Vihar, Kota RIICO Industrial Area Bundi, Chennai Kannigaipuer Village, Talalvali Chanda Mangliya village Indore, Mangliya b) Secured by Extension of first pari passu charge on movable and immovable fixed assets of the Company's unit located at Haldia, Mangalore Bikampady Industrial Area, Patalganga & Nagpur. Collateral Security : Second charge over the entire current assets including stocks of raw material and finished goods, receivables and other current assets on pari passu basis, with other term lenders.	Repayable in 20 quarterly installments (to be commenced from June 2014) of sanctioned amount of ₹ 30,000.00 lac out of that first four installment shall be of ₹ 1,000.00 lac each, next twelve installments shall be of ₹ 1,500.00 lac each, and last four installment shall be of ₹ 2,000.00 lac each.
Vehicle Loan from HDFC Bank amounting to ₹ 70.60 lac (March 31, 2013: ₹ Nil)	9.51% p.a.	Hypothecation of vehicles acquired out of the said loan.	Repayable in 60 equal monthly installments (commenced from July 2013) of the sanctioned amount of ₹ 81.00 lac.
ECB I in foreign currency from DBS Bank Ltd. Amounting to ₹ 7,805.20 lac (March 31, 2013: ₹ 10,910.00 lac)	LIBOR 6 months* + 340 bps p.a.	Secured by a first charge over the fixed assets, both present and future, of Refinery unit(s) located at Guna (Madhya Pradesh), Daloda (Madhya Pradesh), Baran (Rajasthan) and Gadawara (Madhya Pradesh).	Repayable in 5 semi annual installments (commenced from April, 2013) of 15%, 20%, 20%, 20% & 25% of sanctioned amount of US \$ 200.00 lac .
ECB II in foreign currency from DBS Bank Ltd. Amounting to ₹ 12,008.00 lac (March 31, 2013: ₹ 10,910.00 lac)	LIBOR 6 months* + 290 bps p.a.	Secured by a first charge over the fixed assets, both present and future, of Refinery unit(s) located at Kandla (Gujarat).	Repayable in 6 semi annual installments (to be commenced from September, 2014) of 13%, 13%, 13%, 13% 24% & 24% of sanctioned amount of US \$ 200.00 lac.
ECB III in foreign currency from DBS Bank Ltd. Amounting to ₹ 18,012.00 lac (March 31, 2013: ₹ 16,365.00 lac)	LIBOR 6 months* + 370 bps p.a.	Secured by a first charge over the fixed assets, both present and future, of Refinery unit(s) located at Guna (Madhya Pradesh), Daloda (Madhya Pradesh), Baran (Rajasthan), Gadawara (Madhya Pradesh) and Kandla (Gujarat).	Repayable in 5 semi annual installments (to be commenced from March, 2016) of 19.67%, 20%, 20%, 20% & 20.33% of sanctioned amount of US \$ 300.00 lac.
ECB I in foreign currency from Standard Chartered Bank amounting to ₹ 7,204.80 lac (March 31, 2013: ₹ 8,728.00 lac)	LIBOR 3 months* + 260 bps p.a.	Secured by a first charge over the windmills, both present & future, at Maliya Miyana (Gujarat), Piploda (Madhya Pradesh), Fatehgrah (Rajasthan), Shergrah (Rajasthan), & Osiyan (Rajasthan) .	Repayable in 16 quarterly installments (commenced from June, 2012) out of that first eight installments shall be 5% & next eight installments shall be 7.5% of sanctioned amount of US \$ 200.00 lac.

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D Nature of Security and terms of repayment for secured borrowings

Name of the lender	Rate of Interest	Nature of Security	Terms of Repayment
ECB II in foreign currency from Standard Chartered Bank amounting to ₹ 8,005.33 lac (March 31, 2013: ₹ 10,910.00 lac)	LIBOR 3 months* + 225 bps p.a.	Secured by a first charge over the windmills, both present & future, at Piploda (Madhya Pradesh), Palsodi (Madhya Pradesh) & Fatehgrah (Rajasthan).	Repayable in 6 semi annual equal installments (commenced from June, 2013) of sanctioned amount of US \$ 200.00 lac.
Foreign Currency Term loan from EXIM Bank amounting to ₹ Nil. (March 31, 2013: ₹ 191.26 lac)	LIBOR 6 Months + 500 BPS p.a.	Secured by a first pari passu charge over the windmills, both present and future, at Manglia (Madhya Pradesh), and first charge over the properties, both present and future, at Jaora (Madhya Pradesh), Dhule (Maharashtra) and Coimbatore (Tamil Nadu).	Repayable in 21 equal quarterly installments (commenced from June, 2008) of sanctioned amount of ₹ 3,000.00 lac.
Term loan from Axis Bank amounting to ₹ 3,168.00 lac (March 31, 2013: ₹ 3,475.00 lac) and Long Term Buyers Credit Nil (March 31, 2013: ₹ 525.00 lac).	Base rate + 375 Bps (presently 13.75%)	Secured by first Pari Passu charge on fixed assets and second charge on current assets of subsidiary "Gemini Edibles & Fats India Private Limited".	Repayable in 12 quarterly installments ranging between ₹ 237.00 lac and ₹ 278.00 lac.
Term loan from ICICI Bank amounting to ₹ 2,000.00 lac (March 31, 2013: ₹ 2,666.67 lac)	9.5 % p.a		Repayable in 12 quarterly installments of ₹ 166.67 lac each.
Term loan from Development Bank of Ethiopia amounting to ₹ 2,087.32 lac (Birr 674.79 lac) (March 31, 2013: ₹ 1,929.52 lac (Birr 656.55 lac))	8.5 % p.a	First degree mortgage upon the whole entire assets and property of the project (including all vehicles) with principal Registration Certificate number EIA-PC-01/3349/09 at Ethiopia.	Repayable in every four months for 21 Installments from 30 April 2014 of sanctioned amount of Birr 4,100.70 lac.

BBR- Base Bank Rate

PLR- Prime Lending Rate

LIBOR- London Interbank Offered Rate

LTMLR- Long Term Minimum Lending Rate

* Indicates the said Interest rates are hedged by various interest swap instruments.

- In addition to the securities specified above, loans amounting to ₹ 85,914.02 lac [Including interest accrued and due on borrowings ₹ 323.42 lac] (March 31, 2013: ₹ 68,813.15 lac [Including interest accrued and due on borrowings ₹ 288.76 lac]) are secured by personal guarantee of Managing Director / Director of subsidiary Company in relation to loans taken by subsidiary.
- The charges referred to above, rank pari passu inter se the lenders at each locations, wherever applicable.
- The loan balances as appearing in Security table above are including ₹ 38,098.05 lac being Current maturities of long-term debts and ₹ 323.42 lac being Interest accrued and due on borrowings included under Note 9.
- Unsecured Loans and advances from related parties are repayable till May 1, 2015. Further these loans carry an fixed interest rate of 12% to 13% per annum.

- Deferred Sales tax (including ₹ 15.95 lac included under Current liabilities in Note 9) denotes interest free sales tax deferral under Schemes of State Government of Andhra Pradesh & Tamil Nadu. The same is repayable in annual installments beginning from June, 2014 in case of Andhra Pradesh and from August, 2015 in case of Tamil Nadu.

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NOTE-4 DEFERRED TAX LIABILITIES(NET)

₹ in lac

	As at March 31, 2014	As at March 31, 2013
Deferred Tax Liabilities		
Depreciation	33,847.83	32,129.68
Deferred Tax Assets		
Provision for doubtful debts & advances	3,258.39	3,262.22
Other timing differences	2,166.18	2,846.31
Unabsorbed Depreciation/loss	1,215.35	1,072.93
TOTAL	27,207.91	24,948.22

The break-up of the deferred tax liability up to the year ended March 31, 2014 is as under:

₹ in lac

Liability / (Assets) on account of	Up to March 31, 2013	For the year ended March 31, 2014	Total up to March 31, 2014
Depreciation	32,129.68	1,718.15	33,847.83
Provision for doubtful debts & advances	(3,262.22)	3.83	(3,258.39)
Other timing differences	(2,846.31)	680.13	(2,166.18)
Unabsorbed Depreciation/loss	(1,072.93)	(142.42)	(1,215.35)
Net deferred tax liability (Asset)	24,948.22	2,259.69	27,207.91

NOTE-5 OTHER LONG-TERM LIABILITIES

₹ in lac

	As at March 31, 2014	As at March 31, 2013
Agency & Other Deposits	1,610.12	896.29
Other liabilities (Refer Note below)	1,277.27	2,056.40
	2,887.39	2,952.69

Note:

Other liabilities include ₹ 396.72 lac [Previous Year ₹ 1,672.80 lac] on account of Derivative Liability (Refer Note 2 O).

Notes

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NOTE-6 LONG TERM PROVISIONS

₹ in lac

	As at March 31, 2014	As at March 31, 2013
A Provision for employee benefits		
i) Provision for Gratuity	-	16.44
ii) Provision for compensated absences	4.11	-
B Other Provisions		
Provision for Taxation	0.15	0.15
Provision for Lease Rent	-	163.11
	4.26	179.70

NOTE-7 SHORT TERM BORROWINGS

₹ in lac

	As at March 31, 2014	As at March 31, 2013
A Loans repayable on demand		
i) Secured		
Working Capital Loans from Banks (Refer B below)	39,990.29	80,265.44
ii) Unsecured		
From Banks / Financial Institutions (Refer Note B(b) below)	1,93,902.08	5,14,835.07
Loans and Advances from Related parties	-	922.15
From Others	1,361.52	-
	2,35,253.89	5,96,022.66

B	Name of the lender	Rate of Interest	Nature of Security	Terms of Repayment
	Working Capital Loans from Banks amounting to ₹ 40,493.53 lac (March 31, 2013: ₹ 80,425.38 lac)	Packing Credit Loans (Ranging from 10.25% p.a to 12.50% p.a.) and other working capital loans(Ranging from 11.75% p.a. to 14.25% p.a.)	First pari passu charge within the Consortium Member banks over the current assets, both present and future and second pari passu charge within the Consortium Member banks over the movable and immovable fixed assets, both present and future.	Repayable on demand during the facility tenure of 12 months.

The loan balances as appearing in Security table above are including ₹ 503.24 lac (Previous year ₹ 159.94 lac) being Interest accrued and due on borrowings.

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- a In addition to the securities specified above, secured loans amounting to ₹ 35,084.75 lac [Including interest accrued and due ₹ 503.24 lac] - (March 31, 2013: ₹ 76,944.82 lac [Including interest accrued and due ₹ 159.94 lac]) are secured by personal guarantee of Promoter Director/s.
- b During the year, the Company has availed buyer's credit. The amount of ₹ 193,902.08 lac (Previous year ₹ 508,041.69 lac) outstanding on account of buyer's credit is guaranteed by the banks against fixed deposits of ₹ 78,996.57 lac (Previous year ₹ 412,099.83 lac) placed with them and against credit lien of non fund based limit of ₹ 1,29,107.06 lac (Previous year ₹ 117,606.82 lac).

NOTE-8 TRADE PAYABLES

₹ in lac

- Due to Micro, Small and Medium Enterprises (Refer Note i below)
- Due to others (Refer Note ii below)

As at March 31, 2014	As at March 31, 2013
270.64	233.83
6,03,376.98	5,29,609.75
6,03,647.62	5,29,843.58

- i The Company has identified (based on information available) certain suppliers as those registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the MSMED Act are as follows:

₹ in lac

Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end

Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end

Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year

Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year

Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year

Interest due and payable towards suppliers registered under MSMED Act, for payments already made

Interest remaining due and payable for earlier years

As at March 31, 2014	As at March 31, 2013
215.05	190.72
55.59	43.11
3,630.36	3,565.49
-	-
-	-
55.59	43.11
43.11	28.12

- ii Due to others includes

₹ in lac

Bills Payable

Temporary Book Overdraft

Amount payable to Related parties (Refer Note 32)

As at March 31, 2014	As at March 31, 2013
94,691.48	69,724.96
3.42	621.35
249.56	96.67

Notes

to Consolidated financial statement for the year ended March 31, 2014

NOTE-9 OTHER CURRENT LIABILITIES

₹ in lac

	As at March 31, 2014	As at March 31, 2013
a Current maturities of long-term debt		
From Banks (Refer Note 3)	38,098.05	29,376.44
From State Government (Refer Note 3E)	15.95	-
b Current maturities of finance Lease obligations	26.42	24.46
c Interest accrued but not due on borrowings	750.93	2,594.35
d Interest accrued and due on borrowings	826.66	448.70
e Unclaimed Dividends (Refer Note i below)	43.06	42.29
f Non-Trade payables (Refer Note ii & iii below)		
Creditors for capital expenditure	1,239.45	1,104.27
Others	15,551.62	8,083.48
g Customers' Advances [Refer Note 30(B)(c)]	1,13,968.38	1,10,003.73
h Other liabilities (Refer Note iv below)	7,274.90	14,993.22
	1,77,795.42	1,66,670.94

- i There are no amounts due for payment to the Investor Education and Protection Fund under Section 205C of the Companies Act, 1956 as at the year end.
- ii Non-Trade payables includes ₹ 0.79 lac (previous year 0.13 lac) due to Related party (Refer Note 32).
- iii Non-Trade payables include ₹ 13,377.88 lac [Previous year ₹ 8,463.05 lac] due to banks on account of forward exchange contracts.
- iv Other liabilities include ₹ 164.43 lac [Previous Year ₹ Nil] on account of Derivative Liability (Refer Note 2 O).

NOTE-10 SHORT TERM PROVISIONS

₹ in lac

	As at March 31, 2014	As at March 31, 2013
A Provision for employee benefits		
Provision for Gratuity	-	150.60
Provision for compensated absences	657.65	576.84
B Others		
Taxation (Net)	349.44	341.66
Dividend Payable	546.50	1,080.95
	1,553.59	2,150.05

Notes

to Consolidated financial statement for the year ended March 31, 2014

C Disclosures as required under AS -15 are as under:

₹ in lac

	2013-2014		2012-2013	
	Gratuity	Compensated absences	Gratuity	Compensated absences
i) Change in obligation during the year				
Obligation at the beginning of the year	1,293.64	665.69	975.63	474.46
Current Service cost	170.17	182.13	129.49	133.82
Past Service cost	-	-	-	-
Interest Cost	103.50	53.19	82.79	40.07
Actuarial (Gains)/Losses	(45.84)	(93.24)	157.82	21.40
Benefits payments	(106.86)	(4.63)	(52.09)	(4.06)
Obligations at the end of the year	1,414.61	803.14	1,293.64	665.69
Change in the fair value of plan assets				
Fair value of plan assets at the beginning of the year	1,126.60	88.86	946.03	55.06
Adjustment to Opening Balance	2.58	4.64	2.04	3.39
Expected return on plan assets	98.96	8.95	82.06	6.38
Contributions	306.88	41.27	143.34	30.54
Benefits paid	(106.86)	(3.66)	(52.09)	(1.74)
Actuarial Gains/(Losses)	4.09	1.32	5.22	(4.77)
Fair value of plan assets at the end of the year	1,432.25	141.38	1,126.60	88.86
Amount recognized in balance sheet				
Present value of defined benefit obligation at the end of the year	1,414.61	803.14	1,293.64	665.69
Fair value of plan assets at the end of the year	1,432.25	141.38	1,126.60	88.86
(Liability)/ Assets recognized in balance sheet	17.64	(661.76)	(167.04)	(576.84)
Balance sheet reconciliation				
Net liability at the beginning of the year	167.04	576.84	29.39	419.40
Expenses recognized during the year	124.79	131.81	283.04	193.69
Contributions during the year	(306.88)	(42.24)	(143.35)	(31.23)
Adjustment to Opening Balance	(2.59)	(4.65)	(2.04)	(3.39)
Benefits paid	-	-	-	(1.63)
Net liability/ (Net assets) as at the end of the year	(17.64)	661.76	167.04	576.84
Current portion of Net liability / (Net assets)	-	657.65	150.60	576.84
Non-current portion of Net liability / (Net assets)	-	4.11	16.44	-
Amounts recognized in the Statement of profit and loss				
Current service cost	170.17	182.13	129.50	133.82
Past service cost	-	-	0.20	-
Interest cost	103.50	53.19	82.79	40.07
Expected return on plan assets for the year	(98.96)	(8.95)	(82.06)	(6.38)
Actuarial (Gains)/Losses	(49.92)	(94.56)	152.61	26.13

Notes

to Consolidated financial statement for the year ended March 31, 2014

C Disclosures as required under AS -15 are as under:

₹ in lac

	2013-2014		2012-2013	
	Gratuity	Compensated absences	Gratuity	Compensated absences
Expenditure recognized in the Statement of profit and loss	124.79	131.81	283.04	193.64
Actual return on plan assets				
Expected return on plan assets for the year	98.96	8.95	82.06	6.38
Actuarial Gains/(Losses)	4.09	1.32	5.22	(4.77)
Actual return on plan assets	103.05	10.27	87.28	1.61
Percentage of each category of plan assets to fair value of plan assets				
Insurer managed funds	100%	100%	100%	100%
Actuarial assumptions				
Discount Rate Current	8% to 9.35%	8% to 9.35%	8% to 8.25%	8% to 8.25%
Salary escalation Current	6% to 7.5%	6% to 7.5%	5% to 6%	4% to 6%
Rate of return on plan assets	8.7 % to 8.75 %	8.7 % to 8.75 %	8.7 % to 9.15 %	8.7 % to 9.15 %
Retirement Age	58 - 60 Years	58 - 60 Years	58 Years	58 Years
Attrition Rate	For Service 4 yrs & Below 12.54% p.a. & For service 5 yrs and above 2.00% p.a. / 2 % p.a for all service group / PS 1-5 3% PS5-42-1%/ For service 4 years and below 12.39% per annum and for services 5 years and above 2% per annum.	For Service 4 yrs & Below 12.54% p.a. & For service 5 yrs and above 2.00% p.a. / 2 % p.a for all service group / PS 1-5 3% PS5-42-1%/ For service 4 years and below 12.39% per annum and for services 5 years and above 2% per annum.	For service 4 year and below 12.68% p.a. & For service 5 yrs and above 2% p.a. / PS 1-5-3% PS 5-42-1%	For service 4 year and below 12.68% p.a. & For service 5 yrs and above 2% p.a./ 3% (Age Related) 12.66% (Service Related)
Mortality Rate	Indian Assured Lives Mortality (2006-08) Ultimate / LIC (1994-96) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate / LIC (1994-96) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate / LIC (1994-96) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate / LIC (1994-96) Ultimate

Other disclosures

Gratuity is payable to all employees at the rate of 15 days salary for each completed year of service. In respect of employees covered by the Payment of Gratuity Act, 1965, the same is subject to a maximum of ₹ 10 lac.

Salary escalation is considered in line with the industry practice considering promotion and demand and supply of the employees.

Notes

to Consolidated financial statement for the year ended March 31, 2014

ii) Defined contribution plan

The Company has recognised ₹ 839.83 lac (Previous year ₹ 673.81 lac) towards contribution to Provident Fund and ₹ 78.88 lac (Previous year ₹ 86.52 lac) towards Employee State Insurance in the Statement of Profit and Loss.

iii) Expected Contribution to the Funds in the next year

₹ in lac

	2013-2014	2012-2013
Gratuity	133.27	310.26
Provident Fund	1,147.83	820.85

iv) Amounts recognised in current year and previous four years

₹ in lac

Particulars	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
Gratuity					
Defined benefit obligation	1,414.61	1,293.64	975.63	781.59	584.06
Fair Value of Plan Assets	1,432.25	1,126.60	946.03	645.62	468.33
Unrecognised Past Service Cost -Non Vested Benefit					
Surplus / (Deficit)	17.64	(167.04)	(29.60)	(135.97)	(115.73)
Experience adjustments on plan liabilities Loss / (Gains)	100.39	100.05	110.73	93.93	139.10
Experience adjustments on plan assets (Loss) / Gains	3.68	10.48	19.80	4.39	(8.54)
Compensated absences					
Defined benefit obligation	803.14	665.69	474.46	324.28	227.64
Fair Value of Plan Assets	141.38	88.86	55.06	22.00	-
Surplus / (Deficit)	(661.76)	(576.84)	(419.40)	(302.28)	(227.64)
Experience adjustments on plan liabilities Loss / (Gains)	(46.18)	40.61	56.30	-	-
Experience adjustments on plan assets (Loss) / Gains	0.88	4.89	1.15	-	-

Notes

to Consolidated financial statement for the year ended March 31, 2014

NOTE-11 FIXED ASSETS

₹ In Lac

Particulars	Gross Block			Depreciation			Net Block	
	As on April 1, 2013	Additions	Disposal/adjustment	Upto March 31, 2014	Translation exchange difference	Provision for impairment	Upto March 31, 2014	As on March 31, 2013
(i) TANGIBLE ASSETS								
Own Assets:								
Free Hold Land	21,541.48	320.79	5.56	21,902.57	-	-	21,902.57	21,541.48
Lease Hold Land	2,170.70	75.22	0.03	2,375.58	23.58	0.00	359.99	2,015.59
Buildings	62,215.90	6,083.32	(82.67)	67,978.00	10,739.51	49.87	12,487.39	55,490.61
Plant & Equipments	2,23,986.53	15,478.16	780.86	56.41	2,38,740.24	321.07	95,764.25	1,42,975.99
Windmills	51,940.63	1,779.60	-	53,720.23	8,894.59	-	11,446.30	42,273.93
Furniture & Fixtures	2,126.13	67.12	0.55	43.80	2,236.50	12.83	1,033.10	1,203.40
Vehicles	3,334.40	617.95	249.90	26.96	3,729.41	52.64	1,548.21	2,020.78
Office Equipments	3,277.44	331.90	44.42	3,572.17	1,909.12	256.18	2,145.41	1,426.76
Assets given on Operating Lease:								
Lease Hold Land	12.73	-	-	12.73	0.26	-	1.61	11.12
Building	395.38	-	-	395.38	9.16	-	48.98	346.40
Plant & Equipments	231.81	-	-	231.81	11.08	-	109.88	121.93
TOTAL	3,71,233.13	24,754.06	1,319.87	227.30	3,94,894.62	542.70	1,24,945.12	2,69,949.50
(ii) INTANGIBLE ASSETS								
Own Assets:								
Trade Marks	36.00	-	-	36.00	-	-	36.00	-
Computer Software	1,228.04	249.19	0.09	1,477.31	869.61	(0.01)	1,007.64	469.67
TOTAL	1,264.04	249.19	0.09	1,513.31	138.04	(0.01)	1,043.64	469.67
Grand Total	3,72,497.17	25,003.25	1,319.87	227.39	3,96,407.93	542.70	1,25,988.76	2,70,419.17
Previous year	3,37,629.82	35,389.16	547.96	26.15	3,72,497.17	9.88	1,06,403.76	2,49,682.41

Notes :

(i) Buildings include ₹ 0.02 lac (Previous year ₹ 0.02 lac) being cost of Shares in Co-operative Societies. Title deeds in respect of shares amounting to ₹ 500/- are in the process of transfer.

(ii) Addition during the year includes -

(a) Interest capitalised ₹ 111.48 lac (previous year ₹ 530.75 lac) including ₹ 54.19 lac (previous year ₹ 61.97 lac) under capital work in progress.

(b) Adjustment on account of exchange differences ₹ 5,849.47 lac (previous year ₹ 2,966.03 lac) [including ₹ 1,264.72 lac (previous year ₹ 653.31 lac) under capital work in progress.]

(iii) Depreciation, amortisation and Impairment expenses for the year includes ₹ 1,946.45 lac (previous year ₹ 2,114.37 lac) being additional depreciation on account of revaluation and Impairment on revalued assets ₹ 42.43 lac (previous year Nil) which has been charged to Business Development Reserve pursuant to Scheme approved by High Court (Refer Note 2 N).

(iv) Capital Work in-Progress includes:

Capital Work-In-Progress

	As at March 31, 2014	As at March 31, 2013
TANGIBLE ASSETS		
Buildings	1,264.17	3,836.80
Plant & Equipments	11,544.80	11,257.48
Expenditure during Construction period (Refer Note 35)	81.96	768.27
Inventory of Capital items	1,480.25	5,478.98
TOTAL	14,371.18	21,341.53

(v) Fixed assets include assets having written down value of ₹ 130.87 lac (Previous year ₹ 1,086.40 lac) representing plant & equipments, building and furniture & fixture which are not wholly used. The Company is in the process of finding alternate use of such assets or their ultimate disposal.

(vi) During last five years, the Company, based on reports of an approved valuer, has recorded in its books land, buildings & immovable plant & equipments at their fair value as at April 1, 2009 and credited the difference amounting to ₹ 36,157.70 lac between book values and the fair values as at April 1, 2009 to General Reserve and has thereafter transferred an equivalent amount to Business Development Reserve. (Refer Note 2N).

Notes

to Consolidated financial statement for the year ended March 31, 2014

NOTE-12 NON -CURRENT INVESTMENTS

₹ in lac

[(At cost less provision for other than temporary diminution)]

	As at March 31, 2014	As at March 31, 2013
A Investment in Equity Instruments:		
a) Quoted		
Non-Trade Investments		
i) 8,83,500 (Previous year 8,83,500) Equity Shares of ₹ 10/- each fully paid up in National Steel & Agro Industries Limited [Refer Note E (i) below]	264.87	264.87
ii) 4,00,000 (Previous year 4,00,000) Equity Shares of ₹ 10/- each fully paid up in Anik Industries Limited [Refer Note E (i) below]	100.00	100.00
iii) 2,73,24,239 (Previous year 2,73,24,239) Equity Shares of ₹ 1/- each fully paid up in Ruchi Infrastructure Limited [Refer Note E (i) below]	10,180.23	10,180.23
iv) 17,71,700 (Previous year 17,71,700) Equity Shares of ₹ 10/- each fully paid up in Ruchi Strips & Alloys Limited [Refer Note E(i) Below]	185.00	185.00
v) 1,19,300 (Previous year 1,19,300) Equity Shares of ₹ 10/- each fully paid up in Sarthak Global Limited	11.93	11.93
vi) 1,80,000 (Previous year 1,80,000) Equity Shares of ₹ 2/- each fully paid up in Blue Chip India Limited	17.38	17.38
Less: Provision for diminution in value of investments	16.28	16.61
	1.10	0.77
vii) 35,000 (Previous year 35,000) Equity Shares of ₹ 10/- each fully paid up in Sharadraj Tradelink Limited	3.82	3.82
b) Unquoted		
In associate companies		
Non-Trade Investments		
4,40,050 (Previous year 4,40,050) Equity Shares of ₹ 10/- each fully paid up in GHI Energy Private Limited	1,305.94	1,305.94
Add/(Less) : Group Share of Profits/(Losses) upto March 31, 2014	(165.26)	(68.10)
	1,140.68	1,237.84
1,76,000 (Previous year Nil) Equity Shares of ₹ 10/- each fully paid up in Ruchi Kagome Foods India Private Limited	1,760.00	-
Add/(Less) : Group Share of Profits/(Losses) upto March 31, 2014	10.61	-
	1,770.61	-
Others		
Non-Trade Investments		
i) 25,000 (Previous year 25,000) Equity shares of ₹ 10/- each fully paid-up in Ruchi Infotech Limited	2.50	2.50
ii) 6,00,000 (Previous year 6,00,000) Equity shares of ₹ 10/- each fully paid-up in Ruchi Acroni Industries Limited	60.00	60.00

Notes

to Consolidated financial statement for the year ended March 31, 2014

NOTE-12 NON -CURRENT INVESTMENTS

₹ in lac

[(At cost less provision for other than temporary diminution)]

	As at March 31, 2014	As at March 31, 2013
iii) 35,000 (Previous year 35,000) Equity shares of ₹ 10/- each fully paid-up in E-Ruchi Marketing (P) Limited	3.50	3.50
iv) 16,100 (Previous year 16,100) Equity Shares of ₹ 10/- each fully paid up in National Board of Trade Private Limited	0.01	0.01
v) 21,500 (Previous year 21,500) Equity Shares of ₹ 10/- each fully paid up in Hereld Commerce Limited	11.38	11.38
Less: Provision for diminution in value of investments	11.38	11.38
	-	-
B Investment in Preference Shares		
Unquoted		
In associate companies		
Non-Trade Investments		
10,46,435 (Previous year 10,46,435) 6% Non Cumulative, Non Convertible Redeemable Preference Shares of ₹ 100/- each fully paid up in GHI Energy Private Limited	1,046.44	1,046.44
C Investment in Government or Trust Securities		
National Saving Certificates/Kisan Vikas Patra (deposited with Government authorities)	3.84	3.16
D Other Investments		
i) Right, title & interest in Ruchi Soya Industries Ltd. Beneficiary Trust (Refer Note E(ii) below)	936.97	936.97
ii) Investment in Limited Liability Partnership (LLP) (Refer Note E(iii) below)		
Balance in Capital account of Indian Oil Ruchi Biofuels LLP	129.80	104.80
Balance in Current account of Indian Oil Ruchi Biofuels LLP	(123.71)	(101.10)
	6.09	3.70
TOTAL	15,717.59	14,040.74
Aggregate amount of quoted investments	10,763.23	10,763.23
Market Value of quoted investment	3,453.59	6,642.67
Aggregate amount of unquoted investments	4,982.02	3,305.50
Aggregate provision for diminution in value if investments	16.28	16.61
Aggregate provision for diminution in value of unquoted investments	11.38	11.38

- E**
- In the opinion of the directors the diminution in the value of shares is temporary in nature and accordingly, no provision for diminution is considered necessary.
 - Pursuant to Schemes u/s. 391-394, approved by the Hon'ble High Court of judicature at Mumbai and Delhi in an earlier year, 76,30,115 Equity shares of the Company are held by a Trust for the benefit of the Company and its successors. The right, title and interest in the Trust has been shown under the head 'Non-current Investments' at cost in accordance with the accounting policy of the Company. The dividend received by the Trust in respect of these shares is included under the head 'Dividend' under 'Other Income' in Note 22.
 - The Company is holding 50% of the partner's contribution in the Limited Liability Partnership (LLP).

Notes

to Consolidated financial statement for the year ended March 31, 2014

NOTE-13 LONG-TERM LOANS & ADVANCES

₹ in lac

(Unsecured, considered good (unless otherwise stated))

	As at March 31, 2014	As at March 31, 2013
Capital Advances	882.30	3,357.52
Security and Other Deposits (Refer Note below)	3,755.67	4,038.13
Advance Income-Tax including tax deducted at source (Net)	3,615.30	3,161.43
MAT Credit Entitlement	999.34	-
Other Loans and advances	1,801.32	2,332.55
	11,053.93	12,889.63

Note:

Security and Other Deposits include ₹ 1,911.00 lac given to Related parties [Previous Year: ₹ 1,711.00 lac] (Refer Note 32)

NOTE-14 OTHER NON-CURRENT ASSETS

₹ in lac

	As at March 31, 2014	As at March 31, 2013
Interest Accrued but not due		
On Investments	0.90	0.86
On Fixed Deposits With Bank	16.94	33.52
	17.84	34.38

NOTE-15 CURRENT INVESTMENTS

₹ in lac

(At cost or fair value, whichever is lower)

	As at March 31, 2014	As at March 31, 2013
A. INVESTMENTS IN MUTUAL FUNDS (Quoted)		
i) 1,00,000 Units (Previous year 1,00,000 Units) of SBI Magnum Multicap Fund- Growth of ₹ 10/- each .	10.00	10.00
ii) 60,682 Units (Previous year 60,682 Units) of SBI Magnum Equity Fund -Regular plan- Growth of ₹ 41.20/- each (previous year named as SBI One India Fund-Growth of ₹ 10/- each).	25.00	25.00
iii) 50,000 Units (Previous year 50,000 Units) of SBI Infrastructure Fund-Regular plan Growth of ₹ 10/- each.	5.00	5.00
Less: Provision for diminution in value of investments	1.20	1.36
	3.80	3.64
iv) 774.45 Units (Previous year 774.45 Units) of PNB Principal Emerging Blue Chip Fund - Regular plan Growth of ₹ 10/- each.	0.17	0.17

Notes

to Consolidated financial statement for the year ended March 31, 2014

NOTE-15 CURRENT INVESTMENTS

₹ in lac

(At cost or fair value, whichever is lower)

	As at March 31, 2014	As at March 31, 2013
B. INVESTMENT IN GOVERNMENT OR TRUST SECURITIES		
National Saving Certificates/Kisan Vikas Patra (deposited with Government authorities)	6.57	6.73
C. INVESTMENT IN DEBENTURES (Quoted)		
1,10,000 (Previous year 2,20,000) 12.25% Non Convertible Debentures of ₹ 1,000/- each fully paid up in Religare Finvest Limited.	1,060.97	2,137.86
TOTAL	1,106.51	2,183.40
Aggregate amount of quoted investments	1,101.13	2,178.03
Market Value of quoted investment	1,135.63	2,229.90
Aggregate amount of unquoted investments	6.57	6.73
Aggregate provision for diminution in value of investments	1.20	1.36

NOTE-16 INVENTORIES

₹ in lac

(As valued and certified by the Management)

	As at March 31, 2014	As at March 31, 2013
Stock-in-trade (At lower of cost and net realisable value except realisable by-products which are valued at net realisable value)		
a) Raw Materials (including packing material)		
Goods in transit	64,594.20	16,756.71
others	1,48,016.49	1,61,988.33
b) Work-in-progress	5,304.69	4,805.42
c) Finished goods		
Goods in transit	1,179.94	2,638.59
others	1,17,608.43	1,31,793.53
d) Stock in Trade (in respect of goods acquired for trading)	21,933.28	20,880.99
e) Realisable by-products	6,728.62	8,799.41
f) Consumables, Stores & Spares and others		
Goods in transit	19.51	86.03
others	8,769.06	8,534.38
	3,74,154.22	3,56,283.39

Notes

to Consolidated financial statement for the year ended March 31, 2014

Details of Inventory

(i) Details of Work in Progress

₹ in lac

	As at March 31, 2014	As at March 31, 2013
Extractions	124.18	-
Vanaspati	234.33	134.17
Oils	3,842.19	3,644.53
Others	1,103.99	1,026.72
	5,304.69	4,805.42

(ii) Details of Finished goods (including Realisable By-products)

₹ in lac

	As at March 31, 2014	As at March 31, 2013
Extractions	33,153.01	46,033.35
Vanaspati	6,183.03	6,560.12
Oils	76,154.52	73,193.56
Food Products	1,994.45	2,061.58
Realisable by-products	6,964.75	8,799.41
Others	1,067.23	6,583.51
	1,25,516.99	1,43,231.53

(iii) Stock in Trade (in respect of goods acquired for trading)

₹ in lac

	As at March 31, 2014	As at March 31, 2013
Oils	192.65	1,508.87
Others	21,740.63	19,372.12
	21,933.28	20,880.99

Notes

to Consolidated financial statement for the year ended March 31, 2014

NOTE-17 TRADE RECEIVABLES

₹ in lac

	As at March 31, 2014	As at March 31, 2013
Outstanding for a period exceeding 6 months from the date they were due for payment		
Secured, considered good		
(Guaranteed by bank to the extent of ₹ 388.34 lac (Previous year ₹ 41.90 lac))	388.34	41.90
Unsecured, considered good	4,669.71	6,320.04
Considered Doubtful	7,299.66	7,310.95
	12,357.71	13,672.89
Other trade receivables		
Secured, considered good	84,162.09	1,09,129.72
(Guaranteed by bank to the extent of ₹ 83,715.34 lac (Previous year ₹ 1,08,817.37 lac))		
Unsecured, considered good	4,30,624.81	3,70,131.64
	5,27,144.61	4,92,934.25
Less: Allowance for Bad & doubtful debts	7,299.66	7,310.94
	5,19,844.95	4,85,623.31
Note: The above includes debts due from firms/private companies in which director is partner/director ₹ 9,244.88 lac (Previous year ₹ 2,106.34 lac)		

NOTE-18 CASH AND BANK BALANCES

₹ in lac

	As at March 31, 2014	As at March 31, 2013
A Cash and cash equivalents		
Cash on hand	356.05	325.38
Balances with Banks		
i) In Current Accounts	11,946.38	6,967.88
ii) In Demand Deposit Accounts with less than or equal to 3 months maturity		-
- Against Buyers Credit [Refer Note 7 B (b)]	10,338.00	37,707.60
- Against Margin Money [Under lien]	500.00	-
- Others	4,700.28	247.16
TOTAL A	27,840.71	45,248.02
B Other Balances with Banks		
Earmarked Unclaimed Dividend Accounts	43.06	42.29
In Deposit Accounts		
Original Maturity less than or equal to 3 months		
- Against Margin Money [Under lien]	-	100.28

Notes

to Consolidated financial statement for the year ended March 31, 2014

NOTE-18 CASH AND BANK BALANCES

₹ in lac

	As at March 31, 2014	As at March 31, 2013
Original Maturity more than 3 months but less than or equal to 12 months		
- Against Buyers Credit [Refer Note 7 B (b)]	68,658.58	2,96,074.23
- Against Margin Money [Under lien]	5,777.98	8,705.14
- Others	0.24	0.24
Original Maturity more than 12 months		
- Against Buyers Credit [Refer Note 7 B (b)]	-	78,318.00
- Against Margin Money [Under lien]	503.85	1,093.52
- Others	65.85	37.31
TOTAL B	75,049.56	3,84,371.01
TOTAL (A + B)	1,02,890.27	4,29,619.03

NOTE-19 SHORT-TERM LOANS AND ADVANCES

₹ in lac

Unsecured, considered good (unless otherwise stated)

	As at March 31, 2014	As at March 31, 2013
Loans and advances to Related Parties (Refer Note 32)	1,675.43	1,261.82
Other Loans and Advances		
- Advances recoverable in cash or in kind or for value to be received		
Considered good	72,572.05	56,227.45
Considered doubtful	2,286.64	2,286.64
- Intercompany Deposits (Refer Note i & iii below)	4,623.71	3,830.08
- Security and Other Deposits	3,806.18	2,558.46
	84,964.01	66,164.45
Less: Allowance for doubtful loans and advances	2,286.64	2,286.64
	82,677.37	63,877.81
Advance Income-Tax including tax deducted at source (Net)	4.54	418.83
	82,681.91	64,296.64

- i Intercompany Deposits include ₹ 31.28 lac kept with Related parties [Previous Year ₹ 63.28 lac] (Refer Note 32)
- ii Advances recoverable in cash or in kind or for value to be received includes receivable from related party ₹ 66.97 lac (Previous year Nil)(Refer Note 32).
- iii In respect of certain advances included under inter-company deposits, the Company has charged interest on advances given on net daily products of balances due from/payable to these Companies during the year. The Company has been advised that this is in compliance with the provisions of Section 372A of the Companies Act, 1956 read with section 2(43) of Companies Act, 2013.

Notes

to Consolidated financial statement for the year ended March 31, 2014

NOTE-20 OTHER CURRENT ASSETS

₹ in lac

Unsecured considered good

	As at March 31, 2014	As at March 31, 2013
Interest Accrued but not due		
On Investments	143.53	277.82
On Fixed Deposits with Banks	3,681.51	11,200.73
On Other deposits [Amount receivable from related party ₹ 207.63 lac (previous year ₹ 37.97 lac) (Refer Note 32)]	718.59	465.22
Other Receivables	12,687.76	17,867.55
	17,231.39	29,811.32

NOTE-21 REVENUE FROM OPERATIONS

₹ in lac

	For the year ended March 31, 2014	For the year ended March 31, 2013
A Sales of products	28,23,732.61	29,68,281.95
Less: Excise duty	9,003.68	8,635.87
	28,14,728.93	29,59,646.08
B Sale of Services		
Processing charges received	977.48	553.47
C Other Operating revenue		
Export Incentives	13,683.26	12,633.11
Vat/Excise Refund/Remission	3,892.94	2,316.73
Income from Power generation [Including Carbon Credits VER/ CERs amounting to ₹ 4.25 lac (previous year ₹ 40.49 lac)]	4,829.57	5,643.00
Other operating income	11,831.46	4,945.19
	28,49,943.64	29,85,737.58

₹ in lac

	For the year ended March 31, 2014	For the year ended March 31, 2013
D Details of Sales		
Textured Soya Proteins	50,860.08	41,090.41
Realisable by-products	81,632.49	68,515.46
Seed Extractions	5,56,534.29	6,88,483.06
Oils	16,80,292.82	17,14,513.52
Vanaspati	91,426.02	89,261.30

Notes

to Consolidated financial statement for the year ended March 31, 2014

₹ in lac

	For the year ended March 31, 2014	For the year ended March 31, 2013
Pulses/Grains/Other	1,77,029.18	1,17,925.43
Raw materials	48,136.09	94,531.81
Seedling	885.00	1,043.77
Scrap Sales	5,989.20	5,479.16
Others	1,30,947.44	1,47,438.03
	28,23,732.61	29,68,281.95
E Earning in Foreign Currency-		
F.O.B value of Exports	4,47,509.27	4,90,164.77
Merchandise Trade	1,24,491.45	1,46,771.04
F Operating Income includes		
Gain-Contract Settlement-Purchase & Sales	7,195.45	1,384.79
Profit on NCDEX, MCX and ACE	4,636.01	3,560.40
	11,831.46	4,945.19

NOTE-22 OTHER INCOME

₹ in lac

	For the year ended March 31, 2014	For the year ended March 31, 2013
A Net gain/(loss) on sale of current investments	20.26	66.44
B Lease Rent (Gross)[Refer (i) below]	96.59	58.97
C Other Non-Operating Income [Refer (ii) below]	2,264.10	2,355.18
D Interest Income	29,650.01	42,452.01
E Dividend Income		
- From Other than Subsidiary Companies [Refer Note E (ii) below Note 12]	45.34	48.02
	32,076.30	44,980.62

i) As a lessor:

The Company has given certain assets - Land, building and plant and machinery on operating leases. These non-cancellable lease arrangements range upto 12 months. Most of the leases are renewable for further period on mutually agreeable terms and also include escalation clauses.

₹ in lac

Particulars	For the Year ended March 31, 2014	For the Year ended March 31, 2013
Lease rental Receipts for the year	68.77	13.00

Notes

to Consolidated financial statement for the year ended March 31, 2014

₹ in lac

	As at March 31, 2014	As at March 31, 2013
With respect to non-cancellable operating leases, the future minimum lease receipts are as follows:		
- Not later than one year	4.33	4.33
- Later than one year and not later than five years	-	-
- Later than five years	-	-

ii) Other Non-Operating Income comprises

₹ in lac

Particulars	For the Year ended March 31, 2014	For the Year ended March 31, 2013
Liabilities no longer required written back	1,741.77	1,879.11
Sales Tax Refund	5.25	31.12
Other Receipts	517.08	444.95
	2,264.10	2,355.18

NOTE-23 COST OF MATERIAL CONSUMED

₹ in lac

	For the Year ended March 31, 2014	For the Year ended March 31, 2013
Raw Material	12,59,957.40	15,85,442.39
Packing Material	54,544.67	44,252.35
	13,14,502.07	16,29,694.74

(a) Details of Raw Material Consumed:

₹ in lac

ITEM	For the Year ended March 31, 2014	For the Year ended March 31, 2013
Soya DOC/Floor	43.94	64.68
Seeds	4,93,578.99	6,28,587.31
Oil Cake	10,333.96	8,244.02
Oils	7,36,319.84	9,29,785.34
Fresh Fruit Bunches	18,385.50	16,031.52
Others	1,295.17	2,729.52
	12,59,957.40	15,85,442.39

Notes

to Consolidated financial statement for the year ended March 31, 2014

Value of imported and indigenous raw material consumed & percentage thereof to total consumption.

	For the Year ended March 31, 2014		For the Year ended March 31, 2013	
	₹ in lac	% to the total consumption	₹ in lac	% to the total consumption
Imported	6,32,040.15	50.16	9,59,851.51	60.15
Indigenous	6,27,917.25	49.84	6,25,590.88	39.85

(b) Details of Packing Material Consumed:

	For the Year ended March 31, 2014		For the Year ended March 31, 2013	
	₹ in lac	% to the total consumption	₹ in lac	% to the total consumption
Imported	-	-	-	-
Indigenous	54,544.67	100.00	44,252.35	100.00

NOTE-24 PURCHASES OF STOCK-IN-TRADE

₹ in lac

	For the Year ended March 31, 2014	For the Year ended March 31, 2013
Purchases of Stock-in-Trade	12,40,032.23	10,30,784.62

₹ in lac

A Details of Purchases (Items traded in)

	For the Year ended March 31, 2014	For the Year ended March 31, 2013
Textured Soya Proteins/Flour	5,909.58	3,568.45
Realisable by-product	23,770.14	9,920.10
Seed Extractions	1,93,335.31	1,96,954.05
Oil	7,25,067.65	6,07,183.60
Vanaspati	1,333.93	1,551.57
Pulses/Grains/Other traded items	2,90,615.62	2,11,606.85
	12,40,032.23	10,30,784.62

Notes

to Consolidated financial statement for the year ended March 31, 2014

₹ in lac

Particulars	For the Year ended March 31, 2014	For the Year ended March 31, 2013
B Value of imports (For Trading and consumption)		
Purchase of Oil (CIF)	8,63,966.43	10,39,659.51
Purchases for Merchandise exports	1,22,931.62	1,45,540.83
Purchase of Consumables/packing materials (CIF)	318.40	689.74

NOTE-25 CHANGES IN INVENTORIES OF FINISHED GOODS WORK-IN-PROGRESS AND STOCK-IN-TRADE

₹ in lac

	For the Year ended March 31, 2014	For the Year ended March 31, 2013
Finished goods		
Opening Stock	1,43,231.52	1,00,675.53
Closing Stock	1,25,517.00	1,43,231.52
	17,714.52	(42,555.99)
Work-in-progress		
Opening Stock	4,805.42	3,869.39
Closing Stock	5,304.68	4,805.42
	(499.26)	(936.03)
Traded Goods		
Opening Stock	20,880.99	1,13,259.15
Closing Stock	21,933.28	20,880.99
	(1,052.29)	92,378.16
Variation in Excise duty on closing stock	249.23	114.18
	16,412.20	49,000.32

For breakup of Inventories under broad heads refer Note 16.

NOTE-26 EMPLOYEE BENEFITS EXPENSE

₹ in lac

	For the Year ended March 31, 2014	For the Year ended March 31, 2013
Salary, Wages and Bonus	18,214.21	14,281.94
Contribution to Provident and Other Funds	952.30	770.01
Gratuity	131.82	321.55
Employee Stock Option Scheme (ESOP)	1.34	75.37
Workmen & Staff Welfare expenses	851.91	788.96
	20,151.58	16,237.83

Notes

to Consolidated financial statement for the year ended March 31, 2014

NOTE-27 OTHER EXPENSES

₹ in lac

	For the Year ended March 31, 2014	For the Year ended March 31, 2013
Processing Charges	126.15	92.54
Manufacturing expenses	11,102.10	10,174.55
Consumables	11,311.82	10,162.07
Consumption of Consumables, Stores & Spares and others	7,626.89	8,020.80
Power & Fuel (net of recoveries)	26,143.30	27,873.19
Rent (net of recoveries)	6,979.62	5,986.31
Repairs to Buildings	497.90	439.45
Repairs to Plant & Equipments	4,279.18	2,813.14
Repairs to Others	538.37	447.17
Rates & Taxes	2,002.81	2,269.04
Insurance (net of recoveries)	2,366.66	1,679.66
Freight & forwarding (net of recoveries)	50,450.71	51,574.92
Donation	65.88	56.08
Share of loss in Limited Liability Partnership	22.61	34.23
Provision/ Write-off of Doubtful/ Bad Debts and Advances (Refer Note D below)	207.32	1,576.33
Provision for Diminution in value investments	(0.49)	1.20
Miscellaneous expenses written off	0.06	0.12
Net (Gain)/Loss on Sale/Discard of Fixed Assets (Refer Note E below)	76.66	138.99
Net (Gain)/ Loss on foreign currency transaction/translation	39,735.98	30,794.54
Export expenses	10,437.86	8,062.11
Commission & rebate	6,317.09	4,838.72
Advertisement & sales promotion (Refer Note F below)	2,580.06	1,801.10
Travelling & conveyance	2,489.96	2,146.80
Bank Commission & charges	4,745.25	5,376.98
Other expenses (Net of recoveries)	12,664.06	13,710.00
	2,02,767.81	1,90,070.04

A. Operating leases

As a lessee:

The Company has significant operating leases for premises. These lease arrangements range for a period between 1 month and 360 months, which include both cancellable and non-cancellable leases. Most of the leases are renewable for further period on mutually agreeable terms and also include escalation clauses.

₹ in lac

	For the Year ended March 31, 2014	For the Year ended March 31, 2013
With respect to all operating leases:		
Lease payments recognised in the Statement of Profit and Loss during the year.	3,423.01	2,513.05

Notes

to Consolidated financial statement for the year ended March 31, 2014

With respect to non-cancellable operating leases, the future minimum lease payments are as follows:

	₹ in lac	
	As at March 31, 2014	As at March 31, 2013
Not later than one year	963.24	941.74
Later than one year and not later than five years	1,117.81	1,185.55
Later than five years	1.57	1.63

B. Details of Stores & Spares Consumed:

	For the Year ended March 31, 2014		For the Year ended March 31, 2013	
	₹ in lac	% to the total consumption	₹ in lac	% to the total consumption
Imported	318.40	1.69	772.37	4.10
Indigenous	18,553.38	98.31	18,070.32	95.90

Note: Including store items of ₹ 11,244.89 in lac (Previous year ₹ 10,821.89 in lac) capitalised.

C. Expenditure in Foreign currency

	₹ in lac	
Particulars	For the Year ended March 31, 2014	For the Year ended March 31, 2013
Foreign Travel	268.48	256.61
Commission and rebate	2,507.68	162.91
Other expenses	7,645.71	194.26

- D.** [Excludes ₹ Nil (Previous year ₹ 3,015.71 lac)[both years net of current/ deferred tax thereon]debited to Business Development Reserve] Refer Note 2(N).
- E.** [Excludes ₹ 566.93 lac (Previous year ₹ 35.65 lac) pertaining to Reversal of revaluation reserve on sale of Assets debited to Business Development Reserve] Refer Note 2(N).
- F.** [Excludes ₹ 2,015.81 lac (Previous year ₹ 1,064.72 in lac) [both years net of current tax thereon] debited to Business Development Reserve] Refer Note 2(N).

Notes

to Consolidated financial statement for the year ended March 31, 2014

NOTE-28 FINANCE COSTS

₹ in lac

Interest

- On Loans (Refer Note below)
- On Others
Other borrowing costs
Net loss on foreign currency transactions and translation

For the Year ended March 31, 2014	For the Year ended March 31, 2013
29,057.67	25,257.16
6,812.47	6,756.12
1,638.55	3,843.97
28,994.50	26,394.69
66,503.19	62,251.94

Note:

Interest on Loans includes expenditure in foreign currency
Interest on others includes expenditure in foreign currency

9,211.04	12,397.41
139.11	1,188.09

NOTE-29 DEPRECIATION, AMORTISATION AND IMPAIRMENT EXPENSES

₹ in lac

Depreciation and Impairment on Tangible assets
Amortisation on Intangible assets

For the Year ended March 31, 2014	For the Year ended March 31, 2013
19,541.93	18,512.04
138.04	176.54
19,679.97	18,688.58

Notes

to Consolidated financial statement for the year ended March 31, 2014

NOTE-30 CONTINGENT LIABILITIES AND COMMITMENTS

₹ in lac

(to the extent not provided for)

A Contingent liabilities

	For the Year ended March 31, 2014	For the Year ended March 31, 2013
a) Claims against the company not acknowledge as debts	850.47	1,152.03
b) Outstanding bank guarantees	20,460.19	8,580.26
c) Outstanding letter of credit	-	-
c) Outstanding corporate guarantees given to bank on behalf of - Indian Associate (Sanctioned amount ₹ 9,600.00 lac (Previous year ₹ 9,600.00 lac)	7,326.00	8,006.00
d) EPCG Licences benefit in event of default of Export Obligation	520.38	177.96
e) Income tax/Sales tax/Excise/Octroi/Custom duty/ESIC/ Other statues Electricity Duty/demand disputed	48,998.17	44,860.77
f) Bills discounted	68,201.69	82,853.56
g) Interest liability, if any, in respect of advance from customers in the event of default.	-	-
h) The Company has received claims amounting to US\$ 662.68 lac (to the extent quantified) from two overseas entities (claimants) in respect of performance guarantees purportedly given by the Company as a second guarantor on behalf of an overseas entity in respect of contracts entered into between the claimants and the overseas entity. The Company has denied giving the guarantees and has disputed the claims and is in the process of taking appropriate legal actions and making suitable representations in the matter. The Company does not expect that any amount will become payable in respect of the claims made. No provision is made in respect of the same in the books of account.		
i) No provision has been made in respect of claim of ₹ 1,04,641.28 lac under the Biological Diversity Act, 2002 since in the opinion of the Company the claim has been incorrectly raised and has been disputed by the Company. The demand has been stayed by the High Court of Madhya Pradesh.		

₹ in lac

B Commitments

	2013-2014	2012-2013
a) Estimated amount of contracts remaining to be executed on capital account (Net of advances)	7,837.76	12,922.58

- b) The Company has provided comfort letters to three banks in connection with amounts borrowed by Gemini Edibles and Fats India Pvt. Ltd., a subsidiary of the Company pursuant to which the Company has agreed to lend support and direction to the operations of the Subsidiary and in the event of failure on the part of the Subsidiary to repay the loan or meet its obligation, to ensure that the Subsidiary meets its obligations by using their best efforts, good office and such other pragmatic measures as may be deemed necessary. The maximum amount of support in this regard is to the extent of 50% of the sanctioned amount i.e. ₹ 17,900.00 lac (Previous Year ₹ 17,900.00 lac) or 50% of the amount outstanding as at March 31, 2014 i.e. ₹ 15,614.06 lac (Previous Year ₹ 14,470.83 lac), whichever is lower. The Subsidiary has not defaulted in repayment of loans or meet its obligations as at March 31, 2014.
- c) Export Commitment in relation to advance received from overseas customers amounts to ₹ 103,371.20 lac .
- d) During the year, the Company has entered into a Business Transfer Agreement with Ruchi Infrastructure Limited for acquisition of its edible oil refinery business at Kakinada, Andhra Pradesh on a going concern basis with assets and liabilities thereof. The formalities in connection with the said acquisition are in progress as at the year end. The total consideration payable in this regard is ₹ 44.14 crore plus adjustments, if any, for changes in the value of assets and liabilities as on the completion date from the values as at September 30, 2013.

Notes

to Consolidated financial statement for the year ended March 31, 2014

ADDITIONAL INFORMATIONS

NOTE-31 SEGMENT RELATED INFORMATION

₹ in lac

- (a) Segment information required to be disclosed in accordance with Accounting Standard 17 (AS-17) relating to 'Segment Reporting' is given in Para (f) below.
- (b) The Company has disclosed business segments as the primary segments. Segments have been identified taking into account the type of products, the differing risks and returns and the internal reporting system. The various segments identified by the Company comprise as under:

Extractions	Various types of seed extractions
Vanaspati	Vanaspati, Bakery fats and Table spread
Oils	Crude oils, refined oils
Food Products	Textured Soya protein, Soya flour, Fruit Juice and soya Milk
Wind Power Generation	Electricity Generation from Wind Mills
Others	Gram, Wheat, Rice, Maize, Corn, Seeds, Coffee, Marine Products, Tuar, Peas, Barley, Soap, Fresh Fruit Bunch, seedling and Plant and Equipment, Cotton Bales, Toiletry preparations and Cotton seed oil cake.

By products related to each segment have been included under the respective segment.

- (c) Extraction is considered as the primary product resulting from the solvent extraction process and crude oil as the secondary product. While computing segment results, all costs related to solvent extraction process are charged to the extraction segment and recovery on account of crude oil is credited to the said segment. Credit for recovery of crude oil is taken on the basis of average monthly market price.
- (d) The Company has disclosed geographical segments as the secondary segment. Secondary segments comprise of domestic market & exports.
- (e) Segment revenue, segment results, segment assets and segment liabilities include respective amounts directly identified with the segment and also an allocation on reasonable basis of amounts not directly identified. The expenses which are not directly relatable to the business segments are shown as unallocated corporate cost. Assets and liabilities that can not be allocated between the business segments are shown as unallocated corporate assets and liabilities respectively.

Notes

to Consolidated financial statement for the year ended March 31, 2014

	Extractions		Vanaspoti		Oils		Food Products		Others		Wind-Turbine Power Generation		Unallocable		Total	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
SEGMENT REVENUE																
External Revenue																
- Domestic Sales	2,49,264.36	2,92,038.67	91,405.49	89,203.29	16,50,360.62	17,46,501.29	46,376.97	34,738.03	1,84,365.42	4,832.20	5,643.00	34,002.34	23,10,905.47	23,86,492.02		
- Export Sales	3,31,885.75	4,14,123.85	132.55	430.93	1,20,095.86	93,511.75	4,887.22	6,584.24	1,14,113.09	1,29,575.42	-	-	57,11,14.47	6,44,226.19		
Total External Revenue	5,81,150.11	7,06,162.52	91,538.04	89,634.22	17,70,556.48	18,40,013.04	51,264.19	41,322.26	3,72,770.09	3,13,940.84	4,832.20	5,643.00	34,002.34	28,82,019.95	30,30,718.20	
Add: Intersegment Sales	2,06,549.51	2,41,329.53	-	-	67,426.72	67,971.76	-	-	-	-	1,448.09	1,451.25	-	-	3,10,952.54	
Total Segment Revenue	7,87,699.62	9,47,492.05	91,538.04	89,634.22	18,37,983.20	19,07,984.80	51,264.19	41,322.26	3,72,770.09	3,13,940.83	6,280.29	7,094.25	34,002.34	31,57,444.27	33,41,670.74	
Segment Results before Finance Costs, Tax and before share of Results of Associates and Minority Interest	8,749.18	26,273.12	1,428.91	2,078.66	14,701.49	27,379.31	1,233.57	1,382.10	12,275.07	(4,919.77)	2,613.48	3,667.60	29,461.26	42,495.43	98,356.45	-
Minority Interest																-
Less: Finance Costs															66,503.19	62,251.95
Profit before exceptional and extraordinary items, tax and before share of Results of Associates and Minority Interest															3,959.77	36,104.50
Exceptional items															-	-
Profit before taxation & Extra ordinary item															3,959.77	36,104.50
Extra ordinary item															-	-
Profit before taxation, share of Results of Associates and Minority Interest															3,959.77	36,104.50
Current tax															1,394.52	7,171.60
Deferred tax															2,259.69	(339.81)
Tax for earlier years															219.42	851.03
Profit after tax but before share of Results of Associates and Minority Interest															86.14	28,421.68
SEGMENT ASSETS																
2,44,886.49	2,09,060.07	37,270.89	44,785.33	7,53,486.00	6,39,543.06	14,581.48	1,09,833.26	1,34,601.31	44,562.27	45,258.82	1,85,167.60	5,14,582.31	13,89,045.03	16,62,412.38		
55,020.27	1,23,898.85	541.12	71.20	4,96,839.51	4,33,483.77	830.46	41,038.11	37,852.29	-	238.57	1,52,367.05	75,230.41	7,46,571.61	6,71,605.55		
18,754.71	4,134.80	255.78	2,643.14	4,454.30	21,897.91	703.84	429.93	995.43	896.68	1,779.60	918.90	3,065.49	5,673.41	30,549.15	36,594.77	
3,702.08	3,612.88	1,619.05	1,553.06	7,347.33	6,742.32	477.35	428.31	610.51	579.87	2,567.87	2,482.34	1,306.90	1,175.42	17,691.09	16,574.20	
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Non-Cash expenses other than Depreciation, amortisation and impairment expenses																
UNALLOCABLE ASSETS																
Investments																
Current investments															1,106.51	2,183.40
Non-current investments															15,717.59	14,040.74
Short term Advance Income Tax including TDS (Net)															4.54	418.83
Long term Advance Income Tax including TDS (Net)															3,615.30	3,161.43
UNALLOCABLE LIABILITIES																
Long-Term and Short-Term Borrowings															3,86,349.80	7,38,133.41
Deferred Tax liabilities (Net)															27,207.91	24,948.22
Long term Provision for taxation (Net)															0.15	0.15
Short term Provision for taxation (Net)															349.44	341.66

(f) Segment Information:

Notes

to Consolidated financial statement for the year ended March 31, 2014

NOTE-32

Disclosure of transactions with related parties as required by Accounting Standard 18 (AS-18), relating to Related Party Disclosure has been given in (iv) below. Related parties as defined under clause 3 of the Accounting Standard have been identified on the basis of representation made by key managerial personnel and information available with the Company.

Related party relationships

i) Parties where control exists

GHI Energy Private Limited (Associate)
Ruchi Kagome Foods India Private Limited (Associate)
Indian Oil Ruchi Bio Fuels, Limited Liability Partnership
Ruchi Infrastructure Limited

ii) Key Management Personnel & their relatives

Mr. Dinesh Shahra, Managing Director
Mr. Kailash Shahra, Brother of Managing Director
Mr. Suresh Shahra, Brother of Managing Director
Mrs. Abha Devi Shahra, Wife of Managing Director
Mr. Sarvesh Shahra, Son of Managing Director
Ms. Amrita Shahra, Daughter of Managing Director
Mr. Ankesh Shahra, Son of Managing Director
Ms. Amisha Shahra, Daughter of Managing Director
Mr. Ashutosh B Rao, Whole-time Director (Upto September 17, 2013)
Mr. V. K. Jain, Whole-time Director
Mr. Sanjeev Kumar Asthana, Executive Director (w.e.f May 30, 2013)
Mr. Pradeep Kumar Chowdhry
Mr. Akshay Chowdhry

iii) Entites where Key Management Personnel or relatives of Key Management Personnel have significant influence.

Deepti Housing Private Limited
Dinesh Shahra HUF
Disha Foundation (Trust) (Formerly Shiva Foundation)
High Tech Realities Private Limited
Kailash Shahra HUF
Leo Global Commodities Private Limited
Mahadeo Shahra & Sons
Mahadeo Shahra Sukrat Trust
Mahakosh Holdings Private Limited
Ruchi Bio-fuels Private Limited
Santosh Shahra HUF
Secunderabad Oils Limited
Shahra Brothers Private Limited
Shahra Estate Private Limited
Spectra Realities Private Limited
Suresh Shahra HUF

Notes

to Consolidated financial statement for the year ended March 31, 2014

iv) Related Party Transactions

(Previous year's figures are mentioned in brackets below the figures for current year)

A Parties where control exists

₹ in lac

Particulars	Others				Total
	Ruchi Infrastructure Ltd.	GHI Energy Private Ltd.	Indian Oil Ruchi Bio Fuels, Limited liability Partnership	Ruchi Kagome Foods India Pvt. Ltd	
REVENUE					
Sale of goods	1,32,957.76				1,32,957.76
	(81,847.17)				(81,847.17)
Processing Charges Received / Receivable	199.96				199.96
Interest received/ receivable (net)	6.32				6.32
	(5.98)				(5.98)
Dividend Received	-				-
	(16.39)				(16.39)
Reimbursement of Expenses Received		184.17		19.78	203.95
		(166.74)		-	(166.74)
EXPENSES:					
Purchase of goods	16,635.17	275.00			16,910.17
	(13,434.06)	(-)			(13,434.06)
Dividend Paid (Including Preference Dividend)	27.42				27.42
	(27.42)				(27.42)
Rent Paid	97.21				97.21
	(105.59)				(105.59)
Storage Charges Paid	796.15				796.15
	(780.55)				(780.55)
Port Hire Charges Paid / Payable	96.54				96.54
	(419.90)				(419.90)
Guarantees given		7,326.00			7,326.00
		(8,006.00)			(8,006.00)
Contribution in Limited Liability Partnership			25.00		25.00
			(20.00)		(20.00)
Investment in Equity shares 1,76,000 Shares of ₹ 10 each				1,760.00	1,760.00
Previous Year Nil				-	-
Share of Loss in Investment			22.61		22.61

Notes

to Consolidated financial statement for the year ended March 31, 2014

iv) Related Party Transactions

(Previous year's figures are mentioned in brackets below the figures for current year)

A Parties where control exists

₹ in lac

Particulars	Others				Total
	Ruchi Infrastructure Ltd.	GHI Energy Private Ltd.	Indian Oil Bio Fuels, Limited liability Partnership	Ruchi Kagome Foods India Pvt. Ltd	
			(34.23)		(34.23)
AMOUNT RECEIVABLE					
Advances/other receivables		-		0.89	0.89
		(32.15)		(-)	(32.15)
Trade Receivable	9,138.40				9,138.40
	(1,937.05)				(1,937.05)
Intercompany Deposit	31.28				31.28
	(63.28)				(63.28)
Accrued Interest receivable (Net of TDS)	5.69				5.69
	(5.38)				(5.38)
AMOUNT PAYABLE					
Creditors		236.70			236.70
		(-)			(-)

Notes

to Consolidated financial statement for the year ended March 31, 2014

B Key Management Personnel & their Relatives

₹ in lac

Particulars	Key Management Personnel						Relatives of Key Management Personnel							Total
	Mr.Dinesh Shahra	Mr.Ashutosh B.Rao	Mr.V.K.Jain	Mr.Sanjeev Kumar Asthana	Mr. Akshay Chowdhry	Mr. Pradeep Kumar Chowdhry	Mr. Kailash Shahra	Ms. Amrita Shahra	Mr. Sarvesh Shahra	Mr. Suresh Shahra	Mrs. Abhaidevi Shahra	Mr. Animesh Shahra	Ms. Anisha Shahra	
EXPENSES														
Remuneration Including Perks	151.29	12.21	30.94	77.22	15.73	52.17	-	53.22	57.52	-	-	-	-	110.74
	(210.82)	(42.11)	(33.24)	(-)	(14.83)	(51.04)	-	(80.37)	(52.18)	-	-	-	-	(132.55)
Commission							-	5.00						5.00
							(50.00)							(50.00)
Sitting Fee Paid							-	0.11						0.11
							(0.21)							(0.21)
Dividend Paid	6.76	-	-	0.01			0.64	8.00	16.98	1.10	12.25	10.76	9.70	59.43
	(6.76)	-	-	(0.01)			(0.64)	(9.28)	(16.98)	(1.10)	(12.25)	(10.76)	(9.70)	(60.71)
Rent Paid							-		0.48		12.00	0.48		12.96
							-		(0.48)		(12.00)	(0.48)		(12.96)
AMOUNT RECEIVABLE														
Advances		4.45					4.45		-					-
		(-)					(-)							
Other Receivable (Denotes excess remuneration recoverable)	66.97						66.97							
	(-)						(-)							
AMOUNT PAYABLE														
Creditors			0.79				-							-
			(-)				(-)	(0.13)						(0.13)

Notes

to Consolidated financial statement for the year ended March 31, 2014

₹ in lac

C Enterprises over which Key Management Personnel & their relatives exercise significant influence

Particulars	Shahra brothers Private Ltd.	Mahadeo Shahra & Sons Private Ltd.	High Tech Realities Private Ltd.	Disha Foundation (Trust)	Deepi Housing Private Ltd.	Mahakosh Holding Private Ltd.	Shahra Estate Pvt. Ltd.	Ruchi Bio Fuels Private Ltd.	Spectra Realities Private Ltd.	Dinesh Shahra HUF	Kailash Shahra HUF	Suresh Shahra HUF	Santosh Shahra HUF	Mahadeo Shahra Sukrat Trust	Secunderabad Oils Limited	Leo Global Commodities Pvt Ltd	Total
REVENUE																	
Dividend Received															-		-
Contract Settlement Received								201.31							(82.50)		(82.50)
Interest received/ receivable (net)																	201.31
Security Premium Received																	-
EXPENSES																	
Purchase of goods		11,968.94													1,452.62		13,421.56
		(14,571.25)													(-)		(14,571.25)
Rent Paid	2.64	1.61	6.00	97.64	-	4.33				0.48		9.12	2.86		61.98		186.66
	(1.52)	(0.84)	(6.00)	(37.75)	(1.08)	(3.02)				(0.48)		(7.92)	(0.76)		(59.02)		(118.19)
Dividend Paid	9.38			151.81		8.04	3.24		57.92	55.06	0.27	0.56	2.08				288.36
	(9.38)			(151.28)		(8.04)	(3.24)		(57.60)	(59.86)	(0.27)	(0.56)	(2.08)				(292.31)
Donation Given														37.85			37.85
														(36.13)			(36.13)
Interest paid (gross)															149.34		149.34
															(62.91)		(62.91)
Loans Repaid																	-
Commission & Brokerage																8.02	8.02
																(9.76)	(9.76)
AMOUNT RECEIVABLE																	
Advances								1,664.91								5.18	1,670.09
								(1,236.12)								(25.70)	(1,261.82)
Accrued Interest receivable								181.18									181.18
Net of TDS								(32.59)									(32.59)
Trade Receivable								237.53									237.53
								(238.57)									(238.57)
Security Deposit receivable		750.00	1,150.00						11.00								1,911.00
		(750.00)	(950.00)						(11.00)								(1,711.00)
Rent Deposit															11.72		11.72
															(11.72)		(11.72)
AMOUNT PAYABLE																	
Creditors	3.94	-	-		-	0.33			6.48	1.32							12.07
	(2.88)	(80.08)	-		(4.32)	(2.72)			(6.53)	(-)							(96.53)
Rent Payable															4.43		4.43
															(-)		(-)
Loan Taken															1,700.00		1,700.00
															(1,000.00)		(1,000.00)

Note :
Remuneration paid to the Managing Director (Key Management Personnel) excludes expenditure on rent free accommodation since rent is paid to relative of key management personnel and the same has been disclosed separately.

Notes

to Consolidated financial statement for the year ended March 31, 2014

NOTE-33 EARNINGS PER SHARE

Particulars	2013-2014	2012-13
a) Basic earnings per share		
(i) Profit after tax Before Extraordinary Items and Exceptional items	16.86	27,323.25
Less : Preference dividend including tax thereon	14.04	14.04
Profit attributable to equity shareholders Before Extraordinary Items and Exceptional items	2.82	27,309.21
ii) Profit after tax	16.86	27,323.25
Less : Preference dividend including tax thereon	14.04	14.04
Profit attributable to equity shareholders	2.82	27,309.21
iii) Weighted average number of equity shares :		
Equity shares as at the beginning of the year	33,39,22,572	33,33,58,572
Add : Adjustment for shares issued during the year on conversion of warrants	1,04,170	2,86,074
	33,40,26,742	33,36,44,646
Basic earning per share Before Extraordinary Items and Exceptional items	0.01	8.19
Basic earning per share After Extraordinary Items and Exceptional items	0.01	8.19
b) Diluted earnings per share		
i) Profit attributable to equity shareholders [As per working in (a)(i) above]	2.82	27,309.21
ii) Profit attributable to equity shareholders [As per working in (a)(ii) above]	2.82	27,309.21
iii) Weighted average number of equity shares [Diluted]	33,40,26,742	33,36,44,646
Increase in shares on account of exercise of Employee Stock Option scheme.	-	1,71,405
	33,40,26,742	33,38,16,051
Diluted earnings per share Before Extraordinary Items and Exceptional items	0.01	8.18
Diluted earnings per share After Extraordinary Items and Exceptional items	0.01	8.18

Notes

to Consolidated financial statement for the year ended March 31, 2014

NOTE-34 DISCLOSURE ON DERIVATIVE INSTRUMENTS

I) The Company has entered into the following derivative instruments:

The Company uses foreign currency/forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. The Company does not use forward contracts for speculative purposes.

A) The following are the outstanding Forward Exchange Contracts entered into by the Company as on March 31, 2014

Particulars	2013-2014			2012-2013		
	No. of Contracts	Foreign Currency Equivalent (In Lac)	INR Equivalent (In Lac)	No. Of Contracts	Foreign Currency Equivalent (In Lac)	INR Equivalent (In Lac)
Covers against exports						
USD	93	USD 1,174.54	74,293.27	55	USD 810.93	44,955.31
Amount payable in foreign currency on account of the following						
Import of goods and services	122	USD 3,203.67	2,02,823.98	310	USD 7,642.52	4,24,796.11
Loans and interest payable	39	USD 2,564.43	1,61,892.67	114	USD 7,128.81	4,03,134.21

B) The Company also uses derivative contracts other than forward contracts to hedge the interest rate and currency risk on its capital account. The Company does not use these contracts for speculative purposes.

Particulars	2013-2014			2012-2013		
	No. of Contracts	Foreign Currency Equivalent (In Lac)	INR Equivalent (In Lac)	No. Of Contracts	Foreign Currency Equivalent (In Lac)	INR Equivalent (In Lac)
a) Option contracts to hedge against imports	15	USD 1059.20	63,594.63	2	USD 200.00	10,910.00
b) Coupon Rate Swap to hedge against fluctuations in interest rate	10	USD 883.33	53,035.33	10	USD 1,060.00	57,823.00
c) Options to hedge against FCNR Loan	1	USD 300	18,012.00	1	USD 300.00	16,365.00

Notes

to Consolidated financial statement for the year ended March 31, 2014

II The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

Particulars	2013-14			2012-2013	
	Currency	Value in Foreign Currency (In Lac)	INR Equivalent (In Lac)	Foreign Currency Equivalent (In Lac)	INR Equivalent (In Lac)
Amount receivable in foreign currency on account of the following:					
Export Sales	USD	511.28	30,428.68	613.36	33,167.16
	EUR	32.83	2,674.02	41.20	2,833.70
Merchandise Trade	USD	1,068.87	63,619.32	972.14	52,573.38
Amount payable in foreign currency on account of the following					
Import of goods and services	USD	5,059.62	3,03,820.62	2,447.07	1,33,421.19
	EUR	-	0.14	-	-
	SGD	-	-	0.21	8.90
Purchase of Merchandise Exports	USD	840.92	50,488.95	955.66	52,131.52
Loans and interest payable	USD	1,489.02	89,347.32	2,926.41	2,03,077.92
	EUR	0.95	78.56	9.11	633.29

NOTE-35 EXPENDITURE INCURRED DURING CONSTRUCTION PERIOD HAS BEEN DEALT WITH AS UNDER

₹ in lac

	As at March 31, 2014	As at March 31, 2013
Opening Balance	768.27	522.42
Power & fuel	46.76	221.41
Rent	-	4.26
Repair & Maintenance	-	24.49
Rates & Taxes	1.59	8.72
Insurance Charges	15.63	26.19
Freight & Forwarding	0.29	42.22
Other expenses	1.88	232.90
Salary	10.17	135.23
Staff welfare	-	9.08
Adjustment on account of Exchange Fluctuation	172.52	364.31
Finance Charges	18.53	12.83
	1,035.64	1,604.06
Less: Allocated to buildings & plant & equipments & capitalized/expensed out	953.68	835.79
Balance pending allocation to be capitalized	81.96	768.27

Notes

to Consolidated financial statement for the year ended March 31, 2014

NOTE-36

The Company has exercised the option provided under paragraph 46A of AS 11: The Effects of Changes in Foreign Exchange Rates inserted vide Notification dated December 29, 2011. Consequently, the exchange differences on long term foreign currency monetary items are dealt with in the following manner:

The exchange difference to the extent it relates to acquisition of depreciable asset, is adjusted to the cost of the depreciable asset, and depreciated over the balance life of the asset.

In other cases, the exchange difference is accumulated in a Foreign Currency Monetary Item Translation Difference Account, and amortised over the balance period of such long term asset/ liability.

- Accordingly, the Company has adjusted exchange loss of ₹ 5,849.46 lac (Previous year: ₹ 2,966.03 lac) in respect of long term foreign currency monetary items relating to acquisition of depreciable fixed assets to the cost of fixed assets and
- Amortised exchange loss relating to long term foreign currency monetary item in other cases over the life of the long term liability and included ₹ 682.81 lac (Previous year ₹ 610.57 lac) being the unamortised portion in Foreign Currency Monetary Item Transaction Account (Refer Note 2 K).

NOTE-37 CHANGE IN ACCOUNTING POLICY

During the year the Company has changed its accounting policy with respect to depreciation on disposal of fixed assets. Depreciation on assets disposed/ discarded was being provided on prorata basis till the month of disposal from the current year it is charged excluding the month of disposal . The above change in the method of accounting, however has no effect on the Profit for the year.

NOTE-38

The Ministry of Corporate Affairs, Government of India, vide General Circular No. 2 and 3 dated February 8, 2011 and February 21, 2011 respectively has granted a general exemption from compliance with section 212 of the Companies Act, 1956, subject to fulfillment of conditions stipulated in the circular. The Company has satisfied the conditions stipulated in the circular and hence is entitled to the exemption. Necessary information relating to the subsidiaries has been included in the Consolidated Financial Statements.

NOTE-39 PREVIOUS YEAR FIGURES

The figures for the previous year have been regrouped wherever necessary to conform to current years classification.

As per our report of even date attached
For and on behalf of
P.D. Kunte & Co. (Regd.)
Chartered Accountants

D. P. Sapre
Partner
Membership no. 40740

Place : Mumbai
Date : May 30, 2014

For and on behalf of the Board of Directors

R. L. Gupta
Company Secretary

Kailash Shahra
Chairman

Anil Singhal
GM- Corporate Accounts

Dinesh Shahra
Managing Director

Annexure - 'A'

Statement under section 212(8) relating to Subsidiary Companies pursuant to General Circular No. 2/2011 dated February 8, 2011.

(in lac)

Sr. No.	Name of the Subsidiary Company	Relation	Country of Incorporation	Date from which it is subsidiary	Reporting currency	Exchange rate	Capital	Reserves	Total Assets (Including Investments other than in Subsidiary Companies)	Total Liabilities (Excluding Capital and Reserves)	Investments (other than in Subsidiary Companies)	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend
Domestic Subsidiaries																
1	Ruchi Worldwide Limited	Subsidiary	India	08.10.1996	INR	-	1,894.07	7,313.25	84,120.96	74,913.65	0.10	267,714.16	353.31	122.44	230.87	-
2	Mrig Trading Private Limited	Subsidiary	India	10.01.2009	INR	-	1.00	-	1.44	0.44	-	-	-	-	-	-
3	Gemini Edibles and Fats India Private Limited	Subsidiary	India	29.03.2010	INR	-	750.00	7,099.40	93,466.57	85,617.17	1.18	147,172.89	(209.26)	(70.61)	(138.66)	-
4	Ruchi J-Oil Private Limited	Subsidiary	India	07.02.2014	INR	-	40.00	9,410.12	9,542.73	92.62	-	2,783.05	(117.64)	-	(117.64)	-
5	RSIL Holdings Private Limited	Subsidiary	India	19.03.2014	INR	-	-	(2.50)	-	2.50	-	-	(2.50)	-	(2.50)	-
6	Ruchi Hi-Rich Seeds Private Limited	Step down subsidiary	India	26.03.2014	INR	-	-	(96.39)	-	96.39	-	-	(96.39)	-	(96.39)	-
Foreign Subsidiaries																
7	Ruchi Industries Pre. Limited*	Subsidiary	Singapore	20.08.2010	USD	59.52	60.00	15.26	75.28	0.02	-	-	9.87	0.06	9.81	-
8	Ruchi Ethiopia Holdings Limited*	Subsidiary	Dubai	30.11.2010	USD	59.52	3,035.10	1,444.06	4,480.34	1.18	-	-	593.58	3.62	589.95	-
					USD		77.77	(51.83)	25.95	0.02	-	-	(20.80)	-	(20.80)	-
9	Ruchi Agri Plantation (Cambodia) Pre. Limited*	Step down subsidiary	Cambodia	20.08.2010	USD	59.52	20.00	(3.90)	24.64	8.54	-	-	(1.18)	-	(1.18)	-
10	Ruchi Agri Private Limited Company*	Step down subsidiary	Ethiopia	20.05.2011	BIRR	3.09	1,190.40	(232.16)	1,466.75	508.51	-	-	(70.03)	-	(70.03)	-
					BIRR		1,267.42	(788.09)	1,239.78	760.45	-	-	(401.86)	-	(401.86)	-
11	Ruchi Agritrading Pre Ltd.*	Step down subsidiary	Singapore	30.12.2011	USD	59.52	3,728.59	(2,245.87)	3,835.02	2,352.30	-	-	(1,260.03)	-	(1,260.03)	-
					USD		20.00	17.63	447.48	409.85	17.77	4,375.56	31.02	3.20	27.82	-
12	Ruchi Agri SARLU*	Step down subsidiary	Madagascar	12.12.2011	Ariary	0.03	1,190.46	1,049.31	26,634.23	24,394.46	1,057.50	261,586.82	1,737.24	188.46	1,548.79	-
					Ariary		100.00	(956.89)	48,244.52	49,101.41	-	-	(281.34)	1.00	(282.34)	-
13	Palmolien Industries Pre. Limited *	Step down subsidiary	Cambodia	19.12.2012	USD	59.52	2.47	(24.28)	1,228.31	1,250.12	-	-	(7.63)	0.03	(7.66)	-
					USD		0.05	(0.06)	10.57	10.58	-	-	(0.06)	-	(0.06)	-
					INR		2.98	(3.41)	628.99	629.42	-	-	(3.56)	-	(3.56)	-

* Indicates all figures are converted at year end rate, except for Capital / Reserves in case where reporting currencies of Holding Company & Subsidiary Companies are different and numbers of the Statement of Profit and Loss.

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RUCHI SOYA INDUSTRIES LIMITED

(CIN – L15140MH1986PLC038536) Regd. Office : “Ruchi House”, Royal Palms, Survey No.169, Aarey Milk Colony, Near Mayur Nagar, Goregaon (East), Mumbai – 400 065.

NOTICE

Notice is hereby given that the Twenty Eighth 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, September 26, 2014 at 11.45 AM to transact the following business :

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2014, the reports of Board of Directors and Auditors thereon; and the audited consolidated financial statement of the Company for the financial year ended March 31, 2014.
2. To declare dividend on preference and equity shares.
3. To appoint a Director in place of Mr. Vijay Kumar Jain (DIN : 00098298), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution :

“RESOLVED THAT M/s. P.D. Kunte & Co., Chartered Accountants (Firm Registration No. 105479W), the retiring auditors of the Company, be and are hereby appointed as statutory auditors of the Company, to hold office from the conclusion of Twenty Eighth Annual General Meeting till the conclusion of the Thirty First Annual General Meeting of the Company subject to ratification by members at every Annual General Meeting held after this Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to fix the remuneration payable to the Auditors as may be recommended by the Audit Committee.”

5. To appoint Branch Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

“RESOLVED THAT M/s. KR & Co., Chartered Accountants (Firm Registration No.025217N) be and are hereby appointed as Branch Auditors of the Company in place of M/s B.Bhushan & Co., Chartered Accountants,

the retiring branch auditors of the Company, to hold office from the conclusion of Twenty Eighth Annual General Meeting till the conclusion of the Thirty Third Annual General Meeting of the Company subject to ratification by members at every Annual General Meeting held after this Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to fix the remuneration payable to the Branch Auditors as may be recommended by the Audit Committee.”

SPECIAL BUSINESS:

6. To appoint Mr. Sajeve Deora (DIN : 00003305) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sajeve Deora (DIN : 00003305), who holds office up to the date of this Annual General Meeting pursuant to provisions of Section 256 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 26th September, 2014.

RESOLVED FURTHER THAT Mr. Dinesh Shahra (DIN: 00533055), Managing Director, Mr. Vijay Kumar Jain (DIN : 00098298), Director (Commercial) and Mr. R.L. Gupta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013.”

7. To appoint Mr. Navin Khandelwal (DIN : 00134217) as an Independent Director and in this regard to consider

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Navin Khandelwal (DIN : 00134217), who holds office up to the date of this Annual General Meeting pursuant to provisions of Section 256 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 26th September, 2014.

RESOLVED FURTHER THAT Mr. Dinesh Shahra (DIN: 00533055), Managing Director, Mr. Vijay Kumar Jain (DIN : 00098298), Director (Commercial) and Mr. R.L. Gupta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013.”

8. To appoint Mr. N. Murugan (DIN : 01309393) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. N. Murugan (DIN : 01309393), who was appointed as a director liable to retire by rotation pursuant to provisions of Section 256 of the Companies Act, 1956 at the 27th Annual General Meeting of the Company held on 30th August, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 26th September, 2014.

RESOLVED FURTHER THAT Mr. Dinesh Shahra (DIN: 00533055), Managing Director, Mr. Vijay Kumar Jain (DIN : 00098298), Director (Commercial) and Mr. R.L. Gupta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013.”

9. To appoint Mr. Prabhu Dayal Dwivedi (DIN :02114285) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Prabhu Dayal Dwivedi (DIN : 02114285), who was appointed as a director liable to retire by rotation pursuant to provisions of Section 256 of the Companies Act, 1956 at the 27th Annual General Meeting of the Company held on 30th August, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 26th September, 2014.

RESOLVED FURTHER THAT Mr. Dinesh Shahra (DIN: 00533055), Managing Director, Mr. Vijay Kumar Jain (DIN : 00098298), Director (Commercial) and Mr. R.L. Gupta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013.”

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved

and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Mr. Dinesh Shahra (DIN: 00533055), Managing Director, Mr. Vijay Kumar Jain (DIN : 00098298), Director (Commercial) and Mr. R.L. Gupta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution, for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013.”

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

“RESOLVED THAT subject to the provisions of the Companies Act, 2013 (to the extent notified) and the Companies Act, 1956 (to the extent valid) (including any amendment thereto or re-enactment thereof) (the “Companies Act”) to the extent applicable, the listing agreements with each of the stock exchanges where the Company’s equity shares are listed, the Foreign Exchange Management Act, 1999, as amended or restated, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended or restated, the Foreign Exchange Management (Borrowing or Lending in Rupees) Regulations, 2000, as amended or restated, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended or restated (“FCCB Scheme”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended or restated (the “ICDR Regulations”), and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant, each as amended or restated, and any guidelines/regulations issued under the Companies Act, the notifications issued by the Reserve Bank of India or any other relevant authority from time to time to the extent applicable and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, of the Government of India, the Reserve Bank of India (the “RBI”), the Foreign Investment Promotion Board (the “FIPB”), the Securities and Exchange Board of India (the “SEBI”), the relevant Registrar of Companies, the relevant stock exchanges and any other regulatory authority, institutions or bodies as may be required under applicable law or regulation, and

subject to such conditions as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board by this resolution), the consent of the Members be and is hereby accorded to offer, issue and allot in the course of one or more domestic/international offerings of, through a public issue and/or on a private placement basis, equity shares, debentures whether partly/fully convertible, non convertible debentures, and/or securities linked to equity shares and/or foreign currency convertible bonds (“FCCBs”) convertible into equity shares or depository receipts including global depository receipts and/or securities convertible into equity shares at the option of the Company and/or the holder of such securities and/or equity shares through depository receipts (GDRs) and/or bonds (hereinafter collectively referred to as the “Securities”), in one or more tranches, whether rupee-denominated or denominated in foreign currency, to such investors who are eligible to acquire such Securities in accordance with all applicable laws, rules, regulations, guidelines and approvals, through public issue(s), rights issue(s), preferential issue(s), private placement(s), qualified institutions placement(s) or any combination thereof, through any prospectus, offer document, offer letter, offer circular, placement document or otherwise, at such time or times and at such price or prices subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, at a discount or premium to market price or prices in such manner and on such terms and conditions including as regards security, rate of interest, etc., as may be deemed appropriate by the Board in its absolute discretion, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, for an aggregate amount, in one or more offering(s) and/or in one or more tranches, not exceeding ₹ 1,000 Crore (Rupees One Thousand Crore only) or equivalent thereto in any foreign currency (inclusive of any green shoe or over-allotment option), either by way of offer for sale or a sponsored issue of Securities (by one or more existing shareholders of the Company) or through a fresh issue of Securities or in any combination thereof, and the Board shall have the discretion to determine the categories of eligible investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors at the time of such offer, issue and allotment considering the prevailing market conditions and all other relevant factors and wherever necessary in consultation with advisor(s), lead manager(s), and underwriter(s) appointed by the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot, from time to time, such number of equity shares of the Company at such premium as may be decided by it in its absolute discretion, as may be required to be issued and allotted upon conversion, exchange, redemption or cancellation of any of the Securities or as may be necessary in accordance with the terms of the offering(s), including additional equity shares, all such shares ranking pari passu with the existing equity shares of the Company in all respects, except such right as to dividend as may be provided under the terms of the issue and in the offer document, if any and the Board is further authorized to execute necessary documents for the purpose of listing the equity shares on the relevant stock exchanges in India.

RESOLVED FURTHER THAT pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 the provisions of Chapter VIII of the ICDR Regulations and provisions of any other applicable laws and regulations, the Board may at its absolute discretion, issue, offer and allot the Securities of an aggregate amount of upto ₹ 1,000 Crore (Rupees One Thousand Crore only) in one or more foreign currency and / or Indian Rupee inclusive of such premium to qualified institutional buyers (as defined by the ICDR Regulations) pursuant to a qualified institutions placement as provided under Chapter VIII of the ICDR Regulations and such Securities shall be fully paid up and the allotment of such Securities shall be completed within 12 months from the date of the shareholders' resolution approving the proposed issue or such time as may be allowed by the ICDR Regulations from time to time, at such price being not less than the floor price determined in accordance with the pricing formula prescribed by the ICDR Regulations.

RESOLVED FURTHER THAT the Board may at its absolute discretion issue Equity Shares at a discount as may be permitted under the applicable regulations to the floor price as determined in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT the Securities may be redeemed and/or converted into and/or exchanged for the equity shares of the Company, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, in a manner as may be provided in the terms of their issue.

RESOLVED FURTHER THAT the Company and/ or an agency/body authorized by the Board may, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, issue depository receipts representing the Securities or issue FCCBs or such other

Securities in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and providing for the tradability or free transferability thereof as per international practices and regulations, and under the forms and practices prevalent in the international/ domestic capital markets.

RESOLVED FURTHER THAT where the Securities are offered in accordance with the provisions of Chapter VIII of the ICDR Regulations, the relevant date for determining the price of the equity shares to be issued upon conversion of the securities shall be the date of the meeting in which the Board decides to open the proposed issue of the Securities or such other date as may be prescribed by applicable laws and regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue(s) of Securities may, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, have all or any terms, or combination of terms, in accordance with domestic and/or international practice, including, but not limited to, conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever and all other such terms as are provided in offerings of such nature including terms for issue of additional equity shares or variation of the conversion price of the Securities during the duration of the Securities.

RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body for the issue, upon conversion of the Securities, of equity shares of the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the international practices and regulations, and under the forms and practices prevalent in international capital markets.

RESOLVED FURTHER THAT a committee of Directors comprising the following Directors (hereinafter referred to as the "Issue Committee"):

1. Mr. Dinesh Shahra (DIN: 00533055)
2. Mr. Kailash Shahra (DIN: 00062698)
3. Mr. Vijay Kumar Jain (DIN: 00098298)

be and is hereby authorized to decide on matters relating to the proposed issue including the type of instrument, class of investors, to whom the Securities are to be allotted, terms and conditions and timing of the proposed issue of the aforesaid Securities in one or more tranches, the date of opening of the issue, issue price, face value, premium

amount on issue/conversion of Securities/redemption of the Securities, rate of interest, redemption period, listings on one or more stock exchanges in India and/or overseas as they in their absolute discretion deems fit and to make and accept any amendments or modifications in the proposal as may be required by the authorities involved in such issues in India and/or overseas, to do all acts, deeds, matters and things as may be necessary and to settle any questions or difficulties that may arise in connection with or incidental to the said issue(s).

RESOLVED FURTHER THAT members of the Issue Committee, be and are hereby severally authorized to make appointments as may be required of managers (including lead managers), merchant bankers, underwriters, guarantors, financial and/ or legal advisors, depositories, custodians, listing agents, registrars, trustees and all other agencies, whether in India or overseas, and to finalize the terms and conditions (including the payment of fees, commission, out of pocket expenses and their charges subject to requisite approvals of Reserve Bank of India, if any) of the aforesaid appointments and also to renew or terminate the appointments so made, as they may in their absolute discretion think fit.

RESOLVED FURTHER THAT the preliminary as well as the final Offer Document for the aforesaid issue be finalized, approved and signed singly by any one of the members of the Issue Committee for and behalf of the Company with authority to amend, vary, modify the same as may be considered desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, undertakings, certificates, consents, authorities as may be necessary and required from time to time,

RESOLVED FURTHER THAT members of the Issue Committee be and are hereby severally authorized to sign, execute and issue consolidated receipt(s) for the Securities, listing application, various agreements (including but not limited to subscription agreement, depository agreement, trustee agreement), undertaking, deeds, declarations, any applications to the Reserve Bank of India and/or other regulatory authorities and all other documents and to do all such things, deeds and acts and to comply with all the formalities as may be required in connection with and incidental to the aforesaid offering of securities, including for the post issue formalities.

RESOLVED FURTHER THAT Mr. Dinesh Shahra (DIN: 00533055), Managing Director, Mr. Vijay Kumar Jain (DIN : 00098298), Director (Commercial) and Mr. R.L. Gupta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including

but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013 and to settle any questions or disputes that may arise in relation thereto.”

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

“RESOLVED THAT consent of the Company, pursuant to Section 180 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) and Articles of Association of the Company, be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time, any sum or sums of moneys which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, provided that the maximum amount of moneys to be borrowed by the Board shall not at any time exceed Rupees five thousand crores.

RESOLVED FURTHER THAT Mr. Dinesh Shahra (DIN: 00533055), Managing Director, Mr. Vijay Kumar Jain (DIN : 00098298), Director (Commercial) and Mr. R.L. Gupta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013 and to settle any questions or disputes that may arise in relation thereto.”

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to such Orders, Rules, Notifications, as may be promulgated by the appropriate authorities in this regard, the Cost Auditors appointed by the Board of Directors of the Company, to conduct audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration as set out in the statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT Mr. Dinesh Shahra (DIN: 00533055), Managing Director, Mr. Vijay Kumar

Jain (DIN : 00098298), Director (Commercial) and Mr. R.L. Gupta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013.”

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

“RESOLVED THAT subject to approval of Central Government under Section 309 and other applicable provisions, if any of the Companies Act, 1956 and under Section 197 and other applicable provisions, if any, of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to pay excess remuneration of ₹ 66,96,900/- (Rupees sixty six lacs ninety six thousand nine hundred only) to Mr. Dinesh Shahra, Managing Director of the Company for the financial year 2013-14, over and above the limits prescribed under Section 309 of the Companies Act, 1956.

RESOLVED FURTHER THAT Mr. Vijay Kumar Jain (DIN : 00098298), Director (Commercial) and Mr. R.L. Gupta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013.”

By order of the Board of Directors

Registered Office:

Ruchi Soya Industries Ltd.

“Ruchi House”, Royal Palms,
Survey No.169, Aarey Milk Colony,
Near Mayur Nagar, Goregaon (E),
Mumbai – 400 065

R. L. Gupta

Company Secretary

Date: August 14, 2014

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 statement pursuant to provisions of section 102 (1) of the Companies Act, 2013, setting out the material facts in respect of the business under item 6 to 14 is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, September 24, 2014 to Friday, September 26, 2014 (both days inclusive) to ascertain the entitlement of Dividend declared, if any.
4. Members who attend the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
5. Members are requested to bring their copies of the Annual Report at the time of attending the Annual General Meeting.
6. All documents referred to in accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days except Saturday between 11.00 A. M. to 1.00 P.M. up to the date of Annual General Meeting.
7. Members seeking any further information about the accounts are requested to write to the Company at least ten days before the date of Annual General Meeting so as to enable the management to keep the information ready at the meeting.
8. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the financial years upto 2005-06, to the Investor Education and Protection Fund established by the Central Government.
9. The Securities and Exchange Board of India (SEBI) has vide circular ref. no. MRD/DoP/Cir-05/2009 May 20, 2009 mandated Permanent Account Number (PAN) requirement for transfer of shares in physical form. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents.
10. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
11. The complete details of the instructions for e-voting is annexed to this Notice.

STATEMENTS PURSUANT TO PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.6

The members of the Company at their 25th Annual General Meeting held on 30th September, 2011 appointed Mr. Sajeve Deora, as a director liable to retire by rotation in terms of

provisions of Section 256 of the Companies Act, 1956. He holds the office upto the date of this Annual General Meeting.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act, proposing candidature of Mr. Sajeve Deora for the office of Director of the Company.

Mr. Sajeve Deora is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Sajeve Deora that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Mr. Sajeve Deora is a practicing Chartered Accountant, having expertise in financial re-constructions, acquisitions, mergers and corporate restructuring.

In the opinion of the Board, Mr. Sajeve Deora fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. He is independent of the management.

Brief resume of Mr. Sajeve Deora, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Sajeve Deora is appointed as an Independent Director.

Copy of the draft letter for appointment of Mr. Sajeve Deora as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Board commends the Ordinary Resolution set out at Item No.6 of the Notice for approval by the shareholders.

Save and except Mr. Sajeve Deora and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of

the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Item No.7

The members of the Company at their 25th Annual General Meeting held on 30th September, 2011 appointed Mr. Navin Khandelwal, as a director liable to retire by rotation in terms of provisions of Section 256 of the Companies Act, 1956. He holds the office upto the date of this Annual General Meeting.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing candidature of Mr. Navin Khandelwal for the office of Director of the Company.

Mr. Navin Khandelwal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Navin Khandelwal that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. He is a practicing Chartered Accountant and a qualified Information System Auditor from ICAI, New Delhi. He is also associated with various management associations.

In the opinion of the Board, Mr. Navin Khandelwal fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. He is independent of the management.

Brief resume of Mr. Navin Khandelwal, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Navin Khandelwal is appointed as an Independent Director.

Copy of the draft letter for appointment of Mr. Navin Khandelwal as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Board commends the Ordinary Resolution set out at Item No.7 of the Notice for approval by the shareholders.

Save and except Mr. Navin Khandelwal and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of the Notice.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Item No.8

The members of the Company at their 27th Annual General Meeting held on 30th August, 2013 appointed Mr. N. Murugan, as a director liable to retire by rotation in terms of provisions of Section 256 of the Companies Act, 1956.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing candidature of Mr. N. Murugan for the office of Director of the Company.

Mr. N. Murugan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. N. Murugan that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. He is a retired IAS officer and former Chairman and Managing Director of Tamil Nadu Urban Finance & Infrastructure Development Corporation Limited. He has also led different companies of Government in Textiles and Tourism industries, etc.

In the opinion of the Board, Mr. N. Murugan fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. He is independent of the management.

Brief resume of Mr. N. Murugan, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/ chairmanships of Board

Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. N. Murugan is appointed as an Independent Director.

Copy of the draft letter for appointment of Mr. N. Murugan as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Board commends the Ordinary Resolution set out at Item No.8 of the Notice for approval by the shareholders.

Save and except Mr. N. Murugan and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.8 of the Notice.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Item No.9

The members of the Company at their 27th Annual General Meeting held on 30th August, 2013 appointed Mr. Prabhu Dayal Dwivedi, as a director liable to retire by rotation in terms of provisions of Section 256 of the Companies Act, 1956.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing candidature of Mr. Prabhu Dayal Dwivedi for the office of Director of the Company.

Mr. Prabhu Dayal Dwivedi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors, liable to retire by rotation.

The Company has received a declaration from Mr. Prabhu Dayal Dwivedi that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. He is a retired Bank official, having immense experience in banking industry. A former Managing Director of State Bank of Saurashtra and an ex- Chief General Manager of State Bank of Indore, he has

acted as Banking Ombudsman for the state of Gujarat and union territory of Dadra and Nagar Haveli and that of Daman & Diu. Presently, he is rendering services to Indo-Overseas Chambers of Commerce & Industry as Regional Director.

In the opinion of the Board, Mr. Prabhu Dayal Dwivedi fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. He is independent of the management.

Brief resume of Mr. Prabhu Dayal Dwivedi, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Prabhu Dayal Dwivedi is appointed as an Independent Director.

Copy of the draft letter for appointment of Mr. Prabhu Dayal Dwivedi as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Board commends the Ordinary Resolution set out at Item No.8 of the Notice for approval by the shareholders.

Save and except Mr. Prabhu Dayal Dwivedi and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.8 of the Notice.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Item No.10.

The existing Articles of Association ("AoA") of the Company are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956. With the coming into force (largely) of the Companies Act, 2013, several regulations of the existing AoA of the Company require alteration or deletions. With this background, it is considered expedient to wholly replace the existing AoA by a new set of Articles. The draft AoA is available on the website of the Company.

In terms of provisions of Section 14 of the Companies Act, 2013, the Board recommends that the proposed resolution be passed as Special Resolution.

None of the directors / key managerial personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No.11.

The Company is desirous of raising additional long term funds/ resources for its business and operations. Therefore the Company is proposing to raise capital by issuance and allotment of, through public or private placement basis, debentures, equity shares, equity linked securities, global depository receipts or foreign currency convertible bonds, subject to the applicable laws and receipt of necessary consents and approvals from governmental authorities, to eligible investors, for an amount not exceeding ₹ 1,000 crore (Rupees one thousand crore only) or equivalent thereto in any foreign currency.

For the proposed raising of capital, the Company has constituted an Issue Committee comprising, Mr. Dinesh Shahra (DIN: 00533055), Mr. Kailash Shahra (DIN: 00062698) and Mr. Vijay Kumar Jain (DIN: 00098298), which has been delegated with the necessary powers to decide on matters pertaining to the proposed issue.

The proposed resolution seeks to empower the Board to raise capital through issuance of debentures, equity shares, equity linked securities, global depository receipts or foreign currency convertible bonds and such other securities through public issue(s), rights issue(s), preferential issue(s), private placement(s), qualified institutions placement(s) or any combination thereof.

The Board may in its discretion adopt any one or more of the mechanisms, prescribed above, to meet its objective as stated aforesaid without the need for fresh approval from the Shareholders of the Company.

The pricing of the Securities that may be issued shall be freely determined after taking into account the then relevant market price of the equity shares of the Company, subject to such price not being less than the floor price, as applicable in accordance with all applicable laws, rules, regulations, guidelines and approvals including without limitation:

- (1) in case of an issuance of equity shares through a qualified institutions placement, the provisions of Chapter VIII of the ICDR Regulations; and
- (2) in case of an issuance of the FCCBs/ ADRs/ GDRs, the provisions of the FCCB Scheme.

However, in case of a qualified institutions placement, the Board may at its absolute discretion issue equity shares at a discount as may be permitted under the applicable regulations to the floor price as determined in accordance with the ICDR Regulations.

The Equity Shares allotted or arising out of conversion of any Securities would be listed. The offer/issue/allotment/ conversion/redemption would be subject to the availability of regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will

be made to the stock exchanges as may be required under the provisions of the Listing Agreement.

The Board therefore, submits the resolution for your consideration and recommends it to be passed as a special resolution.

None of the directors / key managerial personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No.12.

By virtue of the resolution, passed at the Twenty fifth Annual General Meeting of the Company held on September 30, 2011, pursuant to provisions of Section 293(1)(d) and other applicable provisions of the Companies Act, 1956 and the Articles of Association of the Company, the Board of Directors of the Company is empowered to borrow to the extent of ₹ 5,000 crore (Rupees five thousand crores only) (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business).

In light of the provisions of Section 180 (1) (c) of the Companies act, 2013 having come into force with effect from September 12, 2013 requiring approval of the Members by means of a special resolution, the company seeks to obtain fresh approval from its Members by means of a special resolution. Accordingly, the Board of Directors recommends passing of special resolution as set out in the resolution.

Save and except for the equity shares of the company held by them, none of the directors / key managerial personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No.13.

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of cost auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015 at a remuneration of ₹ 3,40,000/- (Rupees Three lacs forty thousands only) subject to payment of applicable taxes thereon and re-imbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the applicable Rules, the remuneration payable to the cost auditors has to be ratified by the shareholders of the Company. The Board of Directors recommends the proposed resolution for your approval.

None of the directors / key managerial personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No.14.

The members of the Company at their Annual General Meeting held on 30th September, 2010 re-appointed Mr. Dinesh Shahra as Managing Director for a period of five years with effect from

January 7, 2011 and approved the remuneration payable to him in accordance the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions of the Companies Act, 1956.

Due to inadequate profit earned by the Company during the financial year 2013-14 (hereinafter referred to as 'the year'), the remuneration paid to Mr. Dinesh Shahra, Managing Director of the Company for the year in accordance with the afore-said approval accorded by members, had exceeded the limits prescribed under Section 309 of the Companies Act, 1956 by ₹ 66,96,900/- (Rupees sixty six lacs ninety six thousands nine hundred only). Such excess amount has been duly refunded by the Managing Director to the Company. Having noted that the year was an exceptional one, in which the profits of the Company have been low for reasons beyond control, the Board of Directors at its meeting held on May 30, 2014 decided, subject to approvals of the members of the Company and the Central Government, to pay him such amount of ₹ 66,96,900/- (Rupees sixty six lacs ninety six thousands nine hundreds only) towards remuneration for the year, over and above the amount received and retained by him for the year in accordance with the provisions of Section 309 of the Companies Act, 1956. Such payment has also been approved by the Nomination and Remuneration Committee of the Company at its meeting held on May 24, 2014.

In terms of proviso to Section 309 (3) of the Companies Act, 1956, approval of Central Government is required for such excess payment. In terms of proviso(s) to Section 197 (1) of the Companies Act, 2013, such excess payment may be made to the Managing Director subject to approval of members and Central Government.

The Board of Directors recommends the proposed resolution for your approval. Mr. Dinesh Shahra (DIN: 00533055), Managing Director and Mr. Kailash Shahra (DIN : 00062698), Chairman of the Company, being his relative, are interested in the resolution. None of the other directors / key managerial personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

By order of the Board of Directors

Registered Office:

Ruchi Soya Industries Ltd.
"Ruchi House", Royal Palms,
Survey No.169, Aarey Milk Colony,
Near Mayur Nagar, Goregaon (E),
Mumbai – 400 065

Date: August 14, 2014

Place: Mumbai

R. L. Gupta

Company Secretary

Process and manner for members opting for e-voting :

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to the members the facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

A. The instructions for e-voting are as under :

- (i) The voting period begins on Saturday, September 20, 2014 at 10.00 am and ends on Monday, September 22, 2014 at 6.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 14, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ■ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio number in the PAN field. ■ In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
DOB #	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
# Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.	

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for "RUCHI SOYA INDUSTRIES LIMITED".
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- B. Mr. Prashant D. Diwan, Practicing Company Secretary has been appointed as Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner.
- C. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Managing Director of the Company.
- D. The Results shall be declared on or after the AGM of the Company. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website and on the website of CDSL within two (2) working days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd. and National Stock Exchange of India Ltd.
- E
 - (a) Members, who have received the Notice of AGM by email and who do not wish to avail the electronic voting facility, such member may send a request for obtaining the physical Postal Ballot Form from the Share Transfer Agents of the Company, viz., Sarthak Global Ltd., Unit: Ruchi Soya Industries Limited, 170/10, Film Colony, RNT Marg, Indore – 452 001. On receipt of such request, the Share Transfer Agents will despatch the physical Postal Ballot Form. Members should ensure that duly completed Postal Ballot Form should reach the Scrutinizer not later than 6.00 pm on Tuesday, September 23, 2014. Postal Ballot Forms received after this date shall be strictly treated, as if the reply from the members has not been received.
 - (b) Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot form.
 - (c) A Member can opt for only one mode of voting, i.e. either by post or through e-voting. In case of Member(s) who cast their votes by both modes, then voting done through a valid physical ballot form shall prevail and e-voting of that Member shall be treated as invalid.

Notes

[illegible]

Notes

[illegible]



FORM NO. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L15140MH1986PLC038536

Name of the Company: Ruchi Soya Industries Limited

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

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id*:

DP ID*:

*Applicable to shareholders holding shares in electronic form.

I/We (name) of (place) being the holder(s) of shares of the above named Company, hereby appoint :

1. Name:
Address:
E-mail Id:
Signature:....., or failing him
2. Name:
Address:
E-mail Id:
Signature:....., or failing him
3. Name:
Address:
E-mail Id:
Signature:....., or failing him

Continued overleaf



RUCHI SOYA INDUSTRIES LIMITED

CIN:15140MH1986PLC038536

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

Phone: 022-39388200/39388300, Email: ruchisoyasecretarial@ruchigroup.com

Attendance Slip

DP. Id*	
Client Id*	

Folio No.	
No. of Shares	

*Applicable to shareholders holding shares in electronic form

Name and Address of Shareholder:

I hereby record my presence at the 28th Annual General Meeting of the Company held at Sunville Deluxe Pavillion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai – 400 018 on Friday, the 26th September, 2014 at 11.45 am.

Signature of Shareholder :.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on the 26th day of September, 2014 at 11.45 a.m. at Sunville Deluxe Pavillion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai – 400 018 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For	Against
1	Adoption of Financial Statements, Directors and Auditors' Report for the year ended 31st March, 2014.		
2	Declaration of dividend on preference and equity shares.		
3	Re-appointment of Mr. Vijay Kumar Jain as Director who retires by rotation.		
4	Appointment of Statutory Auditors.		
5	Appointment of Branch Auditors.		
6	Appointment of Mr. Sajeve Deora as an Independent Director.		
7	Appointment of Mr. Navin Khandelwal as an Independent Director.		
8	Appointment of Mr. N. Murugan as an Independent Director.		
9	Appointment of Mr. Prabhu Dayal Dwivedi as an Independent Director.		
10	Adoption of new set of Articles of Association.		
11	Approval for further issue of securities.		
12	Approval of borrowing power pursuant to Section 180(1)(c).		
13	Ratification of remuneration of Cost Auditor.		
14	Approval for payment of excess remuneration to MD.		

Signed this.....,..... day of 20.....

Signature of Shareholder :

Signature of Proxy holder :

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Corporate Information

BOARD OF DIRECTORS

Chairman

Kailash Shahra

Managing Director

Dinesh Shahra

Directors

A. B. Rao – Director (Legal) (upto September 13, 2013)

Vijay Kumar Jain – Director (Commercial)

Sanjeev Kumar Asthana – Executive Director (upto August 10, 2014)

Prabhu Dayal Dwivedi

Sajeve Deora

N. Murugan

Navin Khandelwal

Company Secretary

R. L. Gupta

Auditors

P. D. Kunte & Co. (Regd.)

Cost Auditors

K. G. Goyal & Co.

Registered Office

Ruchi House,
Royal Palms,
Survey No 169, Aarey Milk Colony,
Near Mayur Nagar, Goregaon (East), Mumbai 400065
Tel: (+91-22) 39388200 / 39388300
E-mail: ruchisoya@ruchigroup.com
Website: www.ruchisoya.com

Share Transfer Agent

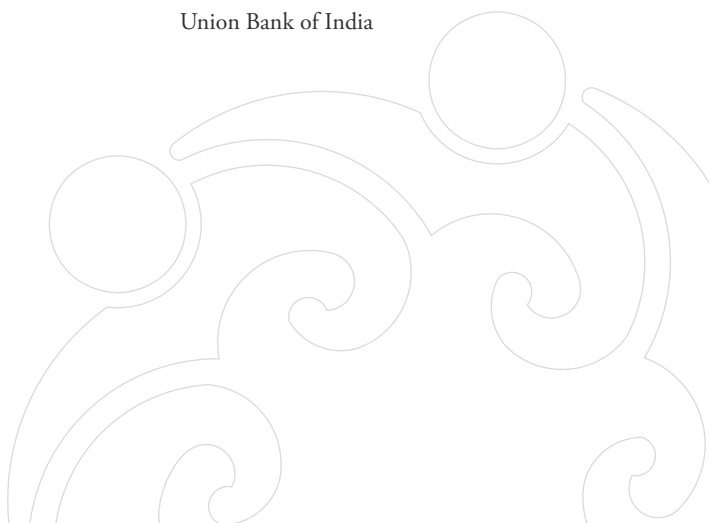
Sarthak Global Limited,
170/10, Film Colony,
R. N. T. Marg, Indore – 452 001
Tel: (+91-731) 4279626, 2523545
E-mail: investors@sarthakglobal.com

Administrative & Head Office

301, Mahakosh House,
7/5, South Tukoganj,
Nath Mandir Road,
Indore – 452 001
Tel: (+91-731) 251 3281/282/283
E-mail: ruchisoya@ruchigroup.com
Website: www.ruchisoya.com

Bankers

Axis Bank Limited
Bank of Baroda
Bank of India
Bank of Maharashtra
Central Bank of India
Corporation Bank
Dena Bank
ICICI Bank Limited
IDBI Bank Limited
Oriental Bank of Commerce
Punjab National Bank
State Bank of Bikaner & Jaipur
State Bank of Hyderabad
State Bank of India
State Bank of Mysore
State Bank of Patiala
State Bank of Travancore
Syndicate Bank
The Karur Vysya Bank Limited
UCO Bank
Union Bank of India



BOOK-POST

TO.....



If undelivered, please return to:

Sarthak Global Limited, Registrars and Share Transfer Agents (Unit: Ruchi Soya Industries Limited)
170/10, RNT Marg, Film Colony, Indore – 452001 Madhya Pradesh

RUCHI SOYA INDUSTRIES LIMITED

CIN:15140MH1986PLC038536

Registered office: Ruchi House, Royal Palms, Survey No. 169, Aarey Milk Colony, Near Mayur Nagar, Goregaon (East),
Mumbai-400065, Phone: (+91-22) 39388200/39388300, Email: ruchisoyasecretarial@ruchigroup.com