

ANNEXURE TO THE DIRECTORS' REPORT

CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED 31ST MARCH, 2016

In compliance of the provisions of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") a report on Corporate Governance is set out as below.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is synonymous with efficient conduct of the business operations, maintaining utmost transparency in its activities, proper and timely disclosures to all the regulatory authorities, cementing the bond of confidence with all those who are an integral and inseparable part of the business activities – shareholders, employees, end-users, bankers, financiers and the society at large and thereby ensuring a perpetual relationship of trust and confidence. It is the philosophy of the Company to continue to have accountability, transparency and integrity in all its business transactions and practices.

2. BOARD OF DIRECTORS

2.1 COMPOSITION

The composition of the Board is in conformity with Regulation 17(1) of the Listing Regulations. As on 31st March, 2016, the Board of Directors consists of six members comprising a Non-executive Chairman (Promoter), one woman Director (Non-executive, Promoter), three Independent Directors and one Executive Director. None of the Directors on the Board hold directorships in more than ten public companies. None of the Directors on the Board is a member in more than 10 Committees and Chairman of more than 5 Committees, as specified in Regulation 26(1) of the Listing Regulations across all Companies in which he/she is a Director excluding the directorships of private limited companies, Section 8 companies and of companies incorporated outside India. The necessary disclosures regarding Committee positions have been made by all the Directors.

2.2 NUMBER OF BOARD AND COMMITTEE POSITIONS HELD AS ON 31ST MARCH, 2016 AND ATTENDANCE RECORD OF THE DIRECTORS

Five Board meetings were held during the year and the gap between any two meetings did not exceed one hundred and twenty days as stipulated under Regulation 17(2) of the Listing Regulations. The dates on which the said meetings were held: 7th May, 2015, 31st July, 2015, 11th September, 2015, 14th October, 2015, and 15th January, 2016. The necessary quorum was present for all the meetings. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships in other public limited companies and chairmanships / memberships in committees held by them as on 31st March, 2016 are given herein below:

| Name of Directors | Director Identification Number | Category | Board Meetings | | Directorship in other Public Limited Companies | Number of Committee positions held (including Company) ¹ | | Attendance at last AGM held on 11th Sept. 2015 |
|-----------------------|--------------------------------|--|----------------------|--------------------------|--|---|-----------|--|
| | | | Held during the year | Attended during the year | | As Chairman | As Member | |
| Mr. Raghu Nandan Mody | 00053329 | Promoter-Non-Executive Director-Chairman | 5 | 4 | 3 | — | 3 | Yes |
| Smt. Shashi Mody | 00053887 | Promoter – Non-Executive Director | 5 | 2 | 1 | — | — | No |

| Name of Directors | Director Identification Number | Category | Board Meetings | | Directorship in other Public Limited Companies | Number of Committee positions held (including Company) ¹ | | Attendance at last AGM held on 11th Sept. 2015 |
|--|--------------------------------|--------------------------|----------------------|--------------------------|--|---|-----------|--|
| | | | Held during the year | Attended during the year | | As Chairman | As Member | |
| Mr. Kapil Kaul | 00053937 | Executive Director & CFO | 5 | 5 | 2 | — | — | Yes |
| Mr. R S Vaidyanathan | 00063959 | Independent Director | 5 | 4 | — | — | 2 | Yes |
| Mr. H M Parekh | 00026530 | Independent Director | 5 | 5 | 7 | 5 | 5 | Yes |
| Mr. Vijai Singh | 00627741 | Independent Director | 5 | 2 | — | 1 | 1 | Yes |
| Mr. Brij Gopal Roy (Resigned w.e.f 18.12.2015) | 00771713 | Independent Director | 5 | 2 | NA | NA | NA | Yes |
| Mr. M K Pandita (Resigned w.e.f. 30.07.2015) | 01141113 | Wholetime Director | 5 | 1 | NA | NA | NA | NA |

¹ Committee positions held in Indian listed and unlisted public limited companies are considered including the reporting Company. For this purpose only two Committees viz. the Audit Committee and the Stakeholders' Relationship Committee are considered.

- 2.3 The Board believes that the current composition of the Board is commensurate with the size of the company. The Board, however, keeps evaluating the composition periodically to ascertain its appropriateness.
- 2.4 During the year 2015-16, information as mentioned in the Schedule II, Part-A, of the Listing Regulations /Annexure X of Clause 49 of the erstwhile Listing Agreement has been placed before the Board of Directors for consideration.
- 2.5 The terms and conditions of appointment of the Independent Directors are disclosed on the website of the Company. All Independent Directors have confirmed their independence to the Company.
- 2.6 Number of shares / convertible instruments held by Non-executive Directors as on 31st March 2016:
1. Mr. Raghu Nandan Mody: 5526 equity shares
 2. Smt. Shashi Mody: 29065 equity shares
 3. Mr. R S Vaidyanathan :10 equity shares
- 2.7 The Board periodically reviews compliance reports of all laws applicable to the Company, prepared by the Company.
- 2.8 The Non-executive Directors have no pecuniary relationship or transactions with the Company in their personal capacity.
- 2.9 Smt. Shashi Mody is the daughter-in-law of Mr. Raghu Nandan Mody (Chairman). None of the other Directors are related to any other Director on the Board.

3. AUDIT COMMITTEE

3.1 Brief description of terms of reference

The Audit Committee of the Board is constituted in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. Terms of Reference of the Audit Committee, inter alia, are as follows:

- i. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ii. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- iii. Approval of payment to statutory auditors for any other services rendered by statutory auditors.
- iv. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by management
 - d) Significant adjustments made in the financial statements arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.
 - f) Disclosure of any related party transactions.
 - g) Qualifications in the draft audit report.
- v. Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
- vi. Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- vii. Reviewing with the management, performance of statutory and internal auditors, and monitor auditor's independence and performance; and effectiveness of the audit process and adequacy of the internal control systems.
- viii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- ix. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- x. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- xi. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, members (in case of non-payment of declared dividends) and creditors.
- xii. Approval of the appointment of CFO (i.e., the wholetime Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc., of the candidate.
- xiii. To consider, suggest modification and or recommend/ approve, the related party transactions of the Company.
- xiv. Scrutiny of inter-corporate loans and investments.
- xv. Valuation of assets or undertaking of the Company wherever required.
- xvi. Evaluation of internal financial controls and risk management systems.

- xvii. Discussion with the internal auditors on any significant findings and follow up there on.
- xviii. To have the authority to investigate into any matter as included in its terms of reference or referred to it by the Board and for this purpose the Audit Committee to have power to obtain professional advice from external sources and have full access to information contained in the records of the company.
- xix. Reviewing the Company's Vigil Mechanism as defined under the Whistle Blower Policy of the Company with regard to the process/procedure prescribed for its employees and directors to raise concerns, in confidence, about possible wrongdoing in financial reporting, accounting, auditing or other related matters.
- xx. Any other function as may be stipulated by the Companies Act, 2013, SEBI, Stock Exchanges or any other regulatory authorities from time to time.

3.2 Composition

As on 31st March, 2016, the Audit Committee comprised of Mr. H M Parekh, (Independent Director) as Chairman, and Mr. Raghu Nandan Mody (Promoter, Director), Mr. R S Vaidyanathan (Independent Director), Mr. Vijai Singh (Independent Director) as Members.

3.3 Meeting and attendance during the year

The composition of Committee and attendance of the Members at the meetings during the financial year 2015-16 is as under:

| Name of Members | Category | Position | No. of Meetings | |
|-----------------------|------------------------|----------|----------------------|--------------------------|
| | | | Held during the year | Attended during the year |
| Mr. H M Parekh | Independent Director | Chairman | 4 | 4 |
| Mr. Raghu Nandan Mody | Non-Executive Director | Member | 4 | 3 |
| Mr. R S Vaidyanathan | Independent Director | Member | 4 | 3 |
| Mr. Vijai Singh | Independent Director | Member | 4 | 1 |
| Mr. Brij Gopal Roy* | Independent Director | Member | 4 | — |

* Appointed as a member of the Committee w.e.f. 31st July, 2015. Resigned as a Director w.e.f. 18th December, 2015 and thereupon ceased to be a member of the Committee.

- 3.4 During the financial year four meetings of the Committee were held on 7th May, 2015, 31st July, 2015, 14th October, 2015, and 15th January, 2016.
- 3.5 The Chairman of the Audit Committee, Mr. H M Parekh was present at the last Annual General Meeting held on 11th September, 2015. The Audit Committee at its discretion invites the Chief Financial Officer, Internal Auditor and the Statutory Auditors to be present at the meetings as invitees.
- 3.6 The Company Secretary of the Company acts as the Secretary of the Audit Committee.

NOMINATION AND REMUNERATION COMMITTEE

4.1 Brief Description of terms of reference

The broad terms of reference of the Nomination and Remuneration Committee includes the areas laid out under Section 178 of the Companies Act, 2013 and Para A of Part D of Schedule II of the Listing Regulations. The scope of the Nomination and Remuneration Committee covers, inter alia, formulation of the criteria for determining qualifications, positive attributes and independence of a Director, recommendation to the Board of Directors on policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees, formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors, devising a policy on diversity of Board of Directors, identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board of Directors their appointment and removal and whether to extend or continue the term of appointment of the Independent Director on the basis of report of performance evaluation of Independent Directors.

4.2 Composition

As on 31st March, 2016, the Nomination and Remuneration Committee comprised of Mr. Vijai Singh, (Independent Director) as Chairman, and Mr. H M Parekh (Independent Director), Mr. R S Vaidyanathan (Independent Director) as Members.

4.3 Meeting and attendance during the year

During the year two meetings of the Nomination and Remuneration Committee were held on 7th May, 2015 and 14th October, 2015. The composition of Committee and attendance of the Members at the meetings during the financial year 2015-16 is as under:

| Name of Members | Category | Position | No. of Meetings | |
|----------------------|----------------------|----------|----------------------|----------|
| | | | Held during the year | Attended |
| Mr. Vijai Singh | Independent Director | Chairman | 2 | 1 |
| Mr. R S Vaidyanathan | Independent Director | Member | 2 | 1 |
| Mr. H M Parekh | Independent Director | Member | 2 | 2 |
| Mr. Brij Gopal Roy* | Independent Director | Member | 2 | — |

* Appointed as a member of the Committee w.e.f. 31st July, 2015. Resigned as a Director w.e.f. 18th December, 2015 and thereupon ceased to be a member of the Committee.

4.4 The Company Secretary of the Company acts as the Secretary of the Committee.

4.5 **Remuneration Policy:** The Company has adopted a policy on remuneration for Directors, Key Managerial Personnel and other employees and has laid down evaluation criteria for Independent Directors. The details of the above policy form part of this Annual Report.

4.6 Details of remuneration and sitting fees paid /payable to Directors for the year ended 31st March 2016.

| Name of Directors | Salary (₹) | Perquisites or Allowances (₹) | Contribution to PF & others (₹) | Sitting Fees excluding Service Tax (₹) | Total Remuneration (₹) |
|---|---------------|----------------------------------|------------------------------------|---|---------------------------|
| Mr. Raghu Nandan Mody | — | — | — | 77,000 | 77,000 |
| Smt. Shashi Mody | — | — | — | 22,000 | 22,000 |
| Mr. Kapil Kaul | 6,50,000 | 3,60,000 | 72,000 | — | 10,82,000 |
| Mr. R S Vaidyanathan | — | — | — | 1,21,000 | 1,21,000 |
| Mr. H M Parekh | — | — | — | 1,65,000 | 1,65,000 |
| Mr. Vijai Singh | — | — | — | 55,000 | 55,000 |
| Mr. M K Pandita (Whole-time Director- Resigned w.e.f. 30th July, 2015) | 2,77,461 | 31,742 | 21,902 | — | 3,31,105 |
| Mr. Brij Gopal Roy (Independent Director- Resigned w.e.f. 18th Dec, 2015) | — | — | — | 22,000 | 22,000 |

- (i) The above details of remuneration or fees paid are all elements of remuneration package of individual directors summarized under major groups.
- (ii) Apart from the above mentioned of remuneration or fees paid there are no other fixed component and performance linked incentives based on the performance criteria;
- (iii) Service contract, notice period and severance fees.

Mr. Kapil Kaul: The service contract of Mr. Kapil Kaul, Executive Director & CFO, was renewed on re-appointment for a further period of 3 years w.e.f. 1st January, 2016 to 31st December, 2018 by the Board of Directors at its meeting held

on 14th October, 2015 based on the recommendation of the Nomination & Remuneration Committee. The contract is terminable by 30 days' notice by either side. There is no separate provision for payment of severance fees.

Mr. M K Pandita: The service contract with Mr. M K Pandita, Whole-time Director, came to an end with his resignation as such w.e.f. 30th July, 2015.

(iv) The Company at present has no Stock Option Scheme.

4.7 The Non-Executive Directors did not draw any remuneration from the Company except the Sitting Fees.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

5.1 Composition

As on 31st March, 2016, the Stakeholders' Relationship Committee comprised of Mr. Vijai Singh, (Independent Director) as Chairman, and Mr. H M Parekh (Independent Director), Mr. R S Vaidyanathan (Independent Director) as Members. All the members including the Chairman are Non-executive Directors.

5.2 The Company Secretary of the Company acts as the Secretary of this Committee.

5.3 Compliance Officer:

Mr. Naresh Patangi, Company Secretary & Compliance Officer

'Rasoi Court' 20, Sir R N Mukherjee Road, Kolkata – 700001

Phone : (033) 2248 0114 / Email: naresh@rasoigroup.in

5.4 **Email ID for redressing investors' queries/grievances** : secdept@rasoigroup.in

5.5 The status of complaints received from shareholders and disposed of during the year under review are as under:

| | |
|--|-----|
| No. of complaints pending as on 01.04.2015 | Nil |
| No. of complaints received during the year ended 31.03.2016 | Nil |
| No. of complaints disposed of during the year ended 31.03.2016 | Nil |
| No. of complaints pending as on 31.03.2016 | Nil |

6. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

6.1 Composition

As on 31st March, 2016, the Corporate Social Responsibility Committee comprised of Mrs. Shashi Mody, (Non-executive Director) as Chairperson, Mr. Kapil Kaul, (Executive Director & CFO) and Mr. R.S.Vaidyanathan (Independent Director) as Members.

6.2 Brief Description of terms of reference

Pursuant to provisions of section 135 of Companies Act, 2013, the broad terms of reference of CSR Committee include formulation and recommendation to the Board, a Corporate Social Responsibility (CSR) Policy, recommendation of expenditure to be incurred on the CSR activities as per the CSR Policy, monitoring implementation of CSR policy of the Company from time to time.

6.3 Meeting and attendance during the year

During the financial year one meeting of the Committee was held on January 15, 2016. The composition of Committee and attendance of the Members at the meeting during the financial year 2015-16 is as under:

| Name of Members | Category | Position | Meetings | |
|----------------------|-------------------------------------|-------------|----------------------|----------|
| | | | Held during the year | Attended |
| Smt. Shashi Mody | Promoter, Non-Executive Director | Chairperson | 1 | 1 |
| Mr. R S Vaidyanathan | Independent Director | Member | 1 | 1 |
| Mr. Kapil Kaul | Executive Director | Member | 1 | 1 |

6.4 The Company Secretary of the Company acts as the Secretary of the Committee.

7. GENERAL BODY MEETINGS

7.1 Particulars of previous three Annual General Meetings:

| AGM | Financial Year | Venue | Date | Time |
|-------|----------------|---|------------|-----------|
| 111th | 2014 – 2015 | Kala Kunj, 48, Shakespeare Sarani Kolkata – 700 017 | 11.09.2015 | 4.00 p.m. |
| 110th | 2013 – 2014 | | 11.09.2014 | 4.00 p.m. |
| 109th | 2012 – 2013 | | 24.09.2013 | 3.30 p.m. |

7.2 Special Resolutions passed in previous three Annual General Meetings:

| AGM | Special Resolution passed |
|-----------|--|
| 111th AGM | 1) Approval of Employees Benefit Scheme under SEBI (Share Based Employee Benefits) Regulations, 2014. 2) Approval of Related Party Transactions with J L Morison (India) Limited. |
| 110th AGM | No Special Resolution |
| 109th AGM | No Special Resolution |

7.3 No Extra-Ordinary General Meeting of the shareholders was held during the financial year 2015-2016. No special resolution was passed by postal ballot during the financial year 2015-2016.

8 RESOLUTIONS PROPOSED TO BE CONDUCTED THROUGH POSTAL BALLOT

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, as amended, the following resolutions are proposed to be transacted through Postal Ballot for obtaining the approval of the Members of the Company as approved by the Board of Directors of the Company in its meeting held on 13th May, 2016:

| Resolutions Proposed | Subject Matter of the Resolution |
|----------------------|---|
| Special Resolution | To consolidate 20 (Twenty) equity shares of the Company having face value of ₹ 10 (Rupees Ten only) each into 1 (One) equity share of face value of ₹ 200 (Rupees Two Hundred only) each fully paid-up subject to all the necessary approvals as per the provisions of Section 61(1)(b) of the Companies Act, 2013; |
| Special Resolution | To alter the Capital Clause of the Memorandum of Association of the Company consequent to the consolidation of face value of equity shares and all other necessary approvals, as per the provisions of Section 13 & 61 of the Companies Act, 2013; |
| Ordinary Resolution | To re-appoint Mr. Kapil Kaul as an Executive Director & CFO of the Company for a period of 3 (three) years with effect from 1st January, 2016 to 31st December, 2018 as per the applicable provisions of the Companies Act, 2013. |

9 DISCLOSURES

9.1 Related Party Transactions:

There were no transactions of material nature with related parties during the year that had potential conflict with the interest of the Company at large. All the transactions entered during the financial year 2015-16 with related parties were on arm's length basis and the same are disclosed in Notes on Accounts as appended to the financial statements and in the prescribed form AOC-2 annexed to the Directors' Report as "Annexure-C". The policy on dealing with Related Party Transactions is available on Company's website at http://www.rasoigroup.in/pdf/Related_Party_Transaction_Policy.pdf.

9.2 Compliances by the Company:

The Company has complied with the requirements of the Listing Regulations/Agreements entered into with the Stock Exchange, as well as the regulations and guidelines of SEBI and other statutory authorities on all matters relating to capital market during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchange, SEBI or other statutory authorities during the last three years.

9.3 Whistle Blower policy / Vigil Mechanism:

The Company has established a vigil mechanism for Directors and employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of code of conduct or ethics policy. The mechanism also provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in the exceptional cases. The Management of the Company affirms that during the financial year 2015-16, no employee or director was denied access to the Audit Committee. The policy on Vigil mechanism is uploaded at the Company website at: <http://www.rasoigroup.in/pdf/Vigil-mechanism-Policy.pdf>

9.4 Adoption of mandatory and non-mandatory requirements of Regulation 27 of Listing Regulations:

The Company has complied with all mandatory requirements of Regulation 27 and Schedule V of Listing Regulations. The Company has adopted following non-mandatory requirements of Regulation 27 and Part E of Schedule II of Listing Regulations:

- (a) Audit Qualification - The Company is in the regime of unmodified audit opinion on financial statements.
- (b) Separate posts of Chairman and CEO – The Company has separate Chairman and Chief Executive Officer.
- (c) Reporting of Internal Auditor – The Internal Auditor directly reports to the Audit Committee.

9.5 Compliance of the requirement of Corporate Governance Report:

During the year 2015-16, the Company has complied with the requirements of Corporate Governance Report of sub paras (2) to (10) of the Point C of Schedule V of Listing Regulations, 2015.

9.6 Disclosure of the Compliance with Corporate Governance

The Company has complied with the regulations 17-20, 22-23, 25-27 and Clauses (b) and (i) sub-regulations 46 of Listing Regulations during the year 2015-16. Regulations 21 and 24 of Listing Regulations are not applicable to the Company.

9.7 Disclosure with respect to demat suspense account/unclaimed suspense account

The Company does not have any of its securities lying in demat/unclaimed suspense account arising out of public/bonus/right issues as at 31st March, 2016. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters does not arise.

9.8 Disclosure of accounting treatment:

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

9.9 Familiarisation Programme

All Independent Directors are aware and further updated about their roles, rights, responsibilities in the Company. Upon appointment, the new Directors are provided with the information about the Company, Memorandum and Articles of Association, Annual Reports for previous 3 years. The appointment letter issued to Independent Directors inter alia sets out the expectation of the Board from the appointed director, their fiduciary duties and the accompanying liabilities that come with the appointment as a director of the Company. Independent Directors are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

Further details of the programme are available at http://www.rasoigroup.in/investor_information/Familiarisation_Programmes_for_Independent_%20Directors.pdf.

9.10 Code of Conduct:

The Company has framed and adopted a Code of Conduct for the Board of Directors and Senior Management Personnel of the Company. All the members of the Board and Senior Management Personnel have affirmed compliance to the Code as on 31st March, 2016. A declaration to this effect, signed by the Chief Executive Officer of the Company is annexed to this report.

9.11 Web- link for policy determining ‘material’ subsidiaries:

The Company does not have any subsidiary as defined under the Companies Act, 2013.

9.12 Disclosure of commodity price risks and commodity hedging activities:

No such risks or activities to report during the year under review.

9.13 Code of Conduct for Prevention of Insider Trading:

The Company has adopted a Code of Conduct for Prevention of Insider Trading for its management, staff and directors. The Code lays down guidelines and procedures to be followed and disclosures to be made by directors, top level executives and staff whilst dealing in shares. The Company Secretary has been appointed as the Compliance Officer and is responsible for adherence to the Code.

9.14 Compliance Certificate by Practicing Company Secretary:

The Company has obtained a certificate from the Practicing Company Secretary regarding compliance of conditions of Corporate Governance as stipulated in Schedule V of Listing Regulations, which is annexed herewith and forms part of this Annual Report.

10 MEANS OF COMMUNICATION

- a) The quarterly, half yearly and annual financial results of the company are sent to the Stock Exchanges immediately after they are approved by the Board of Directors and posted on Company’s website and also published in newspapers, viz, Financial Express (English) and Aajkal (Bengali) in compliance with Listing Regulations, 2015.
- b) The Company’s website www.rasoigroup.in contains separate section ‘Investor Relations’ where shareholders information is available. The Company’s financial results and annual reports are also available on the website in a user-friendly and downloadable form.
- c) During the year 2015-16, the Company has not made any presentation to institutional investors and analysts.

11 GENERAL SHAREHOLDERS INFORMATION

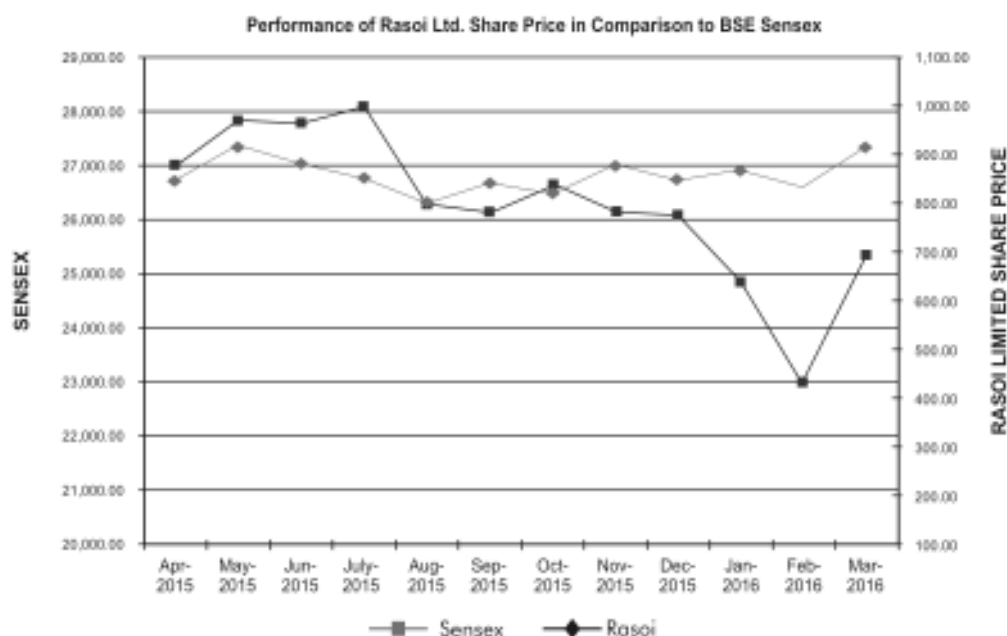
| | | |
|--------|-------------------------------------|---|
| (i) | 112th Annual General Meeting | |
| | Day, Date & Time | Tuesday, 27th September, 2016 at 10:30 A.M. |
| | Venue | Rabindra Tirtha, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata – 700156. |
| | Date of Book Closure | Wednesday, 21st September, 2016 to Tuesday, 27th September, 2016 (both days inclusive). |
| (ii) | Dividend payment date | Dividend, if declared, shall be paid / credited between 17th October, 2016 to 21st October, 2016. |
| (iii) | Financial Year | April 1 to March 31 |
| (iv) | Listing on Stock Exchange | BSE Limited, P.J.Towers, Dalal Street, Mumbai – 400001, |
| (v) | Stock Code (BSE Limited) | 507649 |
| (vi) | Listing Fees | Paid within due date for Financial Year : 2016-17 |
| (vii) | ISIN | INE349E01015 |
| (viii) | Annual Custody Fees | Paid to NSDL and CDSL within due dates. |
| (ix) | Registrar and Share Transfer Agent | C B Management Services (P) Ltd. P-22, Bondel Road, Kolkata – 700 019. Phone: (033) 4011 6700 / 2280 6692 / 2282 3643 Fax: (033) 4011 6739 / Email: rta@cbmsl.com |

- (x) **Market Price Data:** The monthly high, low and close of market price of shares traded on the BSE Limited, Mumbai during each month in last financial year are as follows:

| Month | Price of Share of the Company at BSE (Rs.)* | | | BSE Sensex (Points)* | | |
|-----------------|---|--------|--------|----------------------|-----------|----------|
| | High | Low | Close | High | Low | Close |
| April, 2015 | 911.00 | 785.00 | 850.00 | 29094.61 | 26,897.54 | 27011.31 |
| May, 2015 | 990.00 | 830.00 | 920.00 | 28071.16 | 26423.99 | 27828.44 |
| June, 2015 | 900.00 | 771.50 | 884.00 | 27968.75 | 26307.07 | 27780.83 |
| July, 2015 | 909.00 | 820.00 | 850.00 | 28578.33 | 27416.39 | 28114.56 |
| August, 2016 | 921.00 | 800.00 | 801.25 | 28417.59 | 25298.42 | 26283.09 |
| September, 2015 | 850.00 | 780.00 | 838.25 | 26471.82 | 24833.54 | 26154.83 |
| October, 2015 | 870.00 | 796.50 | 820.00 | 27618.14 | 26168.71 | 26656.83 |
| November, 2015 | 882.00 | 800.00 | 880.75 | 26,824.30 | 25451.42 | 26145.67 |
| December, 2015 | 924.00 | 811.00 | 845.75 | 26,256.42 | 24867.73 | 26117.54 |
| January, 2016 | 870.00 | 800.25 | 870.00 | 26,197.27 | 23839.76 | 24870.69 |
| February, 2016 | 909.75 | 775.00 | 835.00 | 25,002.32 | 22494.61 | 23002.00 |
| March, 2016 | 992.00 | 803.00 | 917.50 | 25,479.62 | 23133.18 | 25341.86 |

*Source: www.bseindia.com

- (xi) **Performance in comparison with BSE Sensex:** Share price in comparison to BSE Sensex (Based on closing Price) for the financial year ended 31st March, 2016



- (xii) **Share Transfer System**

In terms of Regulation 40 (2) of the Listing Regulations, the Board of Directors have delegated the power to attend all the formalities relating to transfer of securities to the Registrar & Share Transfer Agent (RTA) pursuant to which the reports on transfer of securities received from the RTA are placed before the Board of Directors in each Board Meeting.

Shares lodged for transfer are normally processed within 15 days from the date of lodgment, if the documents are clear in all respects. In case of any objection, intimation is sent within two weeks. All requests for dematerialization of shares are processed and the confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) within 21 days.

The Company also obtains a certificate of compliance with the share transfer and other related formalities within the stipulated time period, from a Practicing Company Secretary, as required under Regulation 40(9) of the Listing Regulations and files a copy of the same on half yearly basis with the Stock Exchange (BSE).

The Company obtains from a Company Secretary in Practice a half-yearly certificate of Compliance pertaining to share transfer formalities as required under Regulation 40(9) of the Listing Regulations and quarterly certificate of Reconciliation of Share Capital Audit Report and files a copy of the said certificates with the Stock Exchange (BSE).

(xiii) **Distribution of Shareholding as on 31st March, 2016**

| Range | Shareholders | | Shares | |
|---------------|--------------|---------------|----------------|---------------|
| | Numbers | % | Numbers | % |
| 1-500 | 3184 | 98.42 | 202216 | 10.47 |
| 501-1000 | 20 | 0.62 | 14718 | 0.76 |
| 1001-2000 | 6 | 0.19 | 7406 | 0.38 |
| 2001-3000 | 1 | 0.03 | 2250 | 0.12 |
| 3001-4000 | – | 0.00 | – | 0.00 |
| 4001-5000 | 3 | 0.09 | 13701 | 0.71 |
| 5001-10000 | 4 | 0.12 | 24387 | 1.26 |
| 10001 & above | 17 | 0.53 | 1667322 | 86.30 |
| TOTAL | 3235 | 100.00 | 1932000 | 100.00 |

(xiv) **Dematerialization of Equity Shares and Liquidity**

As on 31st March, 2016, of the total Company's Equity Shares 94.88% representing 18,33,075 equity shares were in dematerialized form and the balance 5.12% representing 98,925 equity shares were in physical form.

(xv) **Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity**

The Company has not issued any Global Depository Receipts (GDRs), American Depository Receipts (ADRs), warrants or any convertible instruments, which is likely to have impact on the Company's equity.

(xvi) **Factory Location**

Manufacturing Unit: P.O.: Banganagar, P.S.: Falta, Dist.: South 24 Parganas, Pin code: 743 513, West Bengal.

(xvii) **Registered Office & Address for Correspondence**

Rasoi Limited
'Rasoi Court'
20, Sir R N Mukherjee Road, Kolkata – 700 001
Phone: (033) 2248 0114/5; Fax: (033) 2248 120; Email: secdept@rasoigroup.in

For and on behalf of the Board of Directors

Place: Kolkata
Date: 13th May, 2016

Sd/-
H M Parekh
Director

Sd/-
Kapil Kaul
Executive Director & CFO

DECLARATION – CODE OF CONDUCT

Pursuant to Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Sayantan Bandyopadhyay, Chief Executive Officer of the Company declare that all the Board Members and the Senior Management Personnel of the Company have confirmed compliance with the Code of Conduct during the year ended 31st March, 2016.

Place: Kolkata
Date: 13th May, 2016

Sd/-
Sayantan Bandyopadhyay
Chief Executive Officer

PRACTICING COMPANY SECRETARY'S CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To
The Members
Rasoi Limited

We have examined the compliance of conditions of Corporate Governance by RASOI LIMITED (“the Company”) for the year ended 31.03.2016, as stipulated in Clause 49 of the Listing Agreements of the Company with stock exchange(s) for the period from April 01, 2015 to November 30, 2015 and as per relevant applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) for the period from September 02, 2015 to March 31, 2016.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. 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 our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with all the mandatory conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations / Listing Agreements (as applicable).

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

For MR & Associates
Company Secretaries

Sd/-
Mohan Ram Goenka
Partner
FCS No.:4515
C P No.:2551

Place: Kolkata
Date: 13th May, 2016

REMUNERATION POLICY

1. PREFACE

This Remuneration policy of Rasoi Ltd. is formulated to determine the appointment of and remuneration payable to Directors, Key Managerial Personnel ('KMPs') and the Senior Management Personnel ('SMPs') of the Company.

The Board of Directors of the Company has adopted this Remuneration Policy, on the recommendation of the Remuneration Committee, in its meeting held on 28th May 2014.

2. COMMENCEMENT

This remuneration policy governs Policy relating to directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178 of the Companies Act, 2013.

3. DEFINITIONS

For the purpose of this policy all terms shall have same meaning as defined under the Companies Act, 2013.

4. PURPOSE

This policy is framed to attain following objectives:

- a. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- b. Formulation of criteria for evaluation of Independent Directors and the Board;
- c. Devising a policy on Board diversity;
- d. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

5. PRINCIPLES OF REMUNERATION

The objective of the remuneration policy is to enable the Company to attract, motivate, and retain qualified industry professionals for the Board of Management and other executive level in order to achieve the Company strategic goals. The remuneration policy acknowledges the internal and external context as well as the business needs and long term strategy. The policy is designed to encourage behavior that is focused on long-term value creation, while adopting the highest standards of good corporate governance. The policy is built on the following principles:

- i. **Vision And Strategy**– Remuneration and reward frameworks and decisions shall be developed in a manner that is consistent with, supports and reinforces the achievement of the Company's vision and strategy.
- ii. **Transparent** –The policy and its execution are clear and practical.
- iii. **Aligned within the company's objectives** – The remuneration policy is aligned with the company's short term and long term objectives, compatible with those of management and other employees.
- iv. **Long-term orientated** – The incentives focus on long-term value creation.
- v. **Compliant** – Company adopts the highest standards of good corporate governance.
- vi. **Simple** – The policy and its execution are as simple as possible and easily understandable to all stakeholders.
- vii. **Internal equity**–The Company shall remunerate the board members, KMP and senior management in terms of their roles within the organisation. Positions shall be formally evaluated to determine their relative weight in relation to other positions within the Company.
- viii. **External equity**– The Company strives to pay an equitable remuneration, capable of attracting and retaining high quality personnel. Therefore the Company will remain logically mindful of the ongoing need to attract and retain high quality people, and the influence of external remuneration pressures. Reference to external market norms will be made using appropriate market sources, including relevant and comparative survey data, as determined to have meaning to the Company's remuneration practices at that time.
- ix. **Flexibility**– Remuneration and reward offerings shall be sufficiently flexible to meet both the needs of individuals and those of the Company whilst complying with relevant tax and other legislation.
- x. **Performance-Driven Remuneration**– The Company shall entrench a culture of performance driven remuneration through the implementation of the Performance Incentive System.

xi. **Affordability and Sustainability**– The Company shall ensure that remuneration is affordable on a sustainable basis.

6. NOMINATION AND REMUNERATION COMMITTEE

a. **Composition**- The Remuneration Committee of the Board of Directors is re-named as Nomination and Remuneration Committee. Members of the Committee shall be appointed by the Board and shall comprise of three or more non-executive directors out of which not less than one-half shall be independent directors.

b. **Responsibility & Duties**- The responsibility and duties of Nomination and Remuneration Committee are as follows:

- i. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down in this policy, recommend to the Board their appointment and removal and carry out evaluation of every director's performance.
- ii. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other Employees.
- iii. Formulating framework and/or policy for remuneration, terms of employment and any changes, including service contracts, remuneration, policy for and scope of pension arrangements, etc for Executives and reviewing it on a periodic basis;
- iv. Formulating terms for cessation of employment and ensure that any payments made are fair to the individual and the company, that failure is not rewarded and that the duty to mitigate loss is fully recognized;
- v. Formulating the policy to ensure that:
 1. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully.
 2. relationship of remuneration to performance is clear and meets appropriate performance benchmark; and
 3. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

7. SELECTION AND APPOINTMENT OF THE BOARD MEMBERS

Nomination & Remuneration Committee shall evaluate the Board's Performance, ascertain their availability and make suitable recommendations to the Board. The Committee shall identify suitable candidates in the event of any vacancy being created on the Board on account of retirement, resignation or demise of any existing Board member. Based on the recommendations of the Committee, the Board will evaluate the candidate(s) and decide on the selection of the appropriate member.

The Board then makes an invitation (verbal / written) to the new member to join the Board as a Director. On acceptance of the same, the new Director will be appointed by the Board.

In the evaluation of Board Members, the Nomination & Remuneration Committee will have regard to normally accepted nomination criteria, including:

- (a) honesty and integrity;
- (b) the ability to exercise sound business judgment;
- (c) appropriate experience and professional qualifications;
- (d) absence of conflicts of interest or other legal impediments to serving on the Board;
- (e) willingness to devote the required time; and
- (f) availability to attend Board and Committee meetings

8. PROCESS FOR EVALUATION

The Nomination & Remuneration Committee of the Board will be responsible for the evaluation of Board's and individual directors' performance.

9. PUBLICATION

The policy shall form part of Director's report to be issued by the Board of Directors in terms of the Companies Act, 2013.