

ANNEXURE TO THE DIRECTORS' REPORT

REPORT ON CORPORATE GOVERNANCE

[In terms of Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Your Company has been practicing good Corporate Governance over the years. 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:

As on 31st March, 2017, the Board of Directors consisted of six Directors. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and at the last Annual General Meeting, the number of Directorships in other public limited companies and chairmanships / memberships in committees held by them as on 31st March, 2017 are given below:

Name of Directors	Category	No. of Board Meetings held	Attendance particulars		No. of other Directorships ¹	Number of Committee positions held (including Company) ²	
			Board Meeting	Last AGM		As Chairman	As Member
Mr. Raghu Nandan Mody	Promoter Non- Executive Director Chairman	5	1	Yes	3	—	3
Smt. Shashi Mody *	Promoter Non-Executive Director	5	2	No	NA	NA	NA
Smt. Sakshi Mody **	Promoter Non-Executive Director	5	—	NA	2	—	—
Mr. Kapil Kaul	Executive Director & CFO	5	5	Yes	2	—	—
Mr. R S Vaidyanathan	Independent Director	5	4	Yes	—	—	2
Mr. H M Parekh	Independent Director	5	4	No	8	5	5
Mr. Vijai Singh	Independent Director	5	3	Yes	—	1	1

* Ceased to be Director of the Company due to resignation w.e.f. 1st January, 2017.

**Appointed as an Additional (Non-Independent, Non-Executive) Director of the Company w.e.f. 4th February, 2017.

¹ The directorship held by Directors as mentioned above does not include Directorships of private companies/ Section 8 companies / foreign companies as on 31st March, 2017.

² 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.

2.2 Number and date of Board Meetings held:

Five Board meetings were held during the financial year 2016-2017 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 are 13th May, 2016, 27th July, 2016, 18th October, 2016, 25th January, 2017 and 4th February, 2017.

2.3 Disclosure of relationship between directors inter-se:

None of the Directors of the Company are related with each other except Mr. Raghu Nandan Mody and Mrs. Sakshi Mody.

Mrs. Sakshi Mody, Non-executive Director of the Company is grand daughter-in-law of Mr. Raghu Nandan Mody, Non-executive Chairman of the Company.

2.4 Number of shares and convertible instruments held by Non-executive Directors:

As on 31st March, 2017, Mr. Raghu Nandan Mody, Non-Executive Director of the Company held 276 equity shares in the Company.

Further none of the other Non-Executive Directors are holding any shares or convertible instruments in the Company.

2.5 Web link where details of familiarization programmes imparted to independent directors is disclosed:

The details of the programmes for familiarization of Independent Directors with the Company their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company are put up on the website of the Company at the link: http://www.rasoigroup.in/investor_information/Familiarisation_Programmes_for_Independent_%20Directors.pdf

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 in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013.
 - 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) Modified opinions 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 and monitoring the auditor's independence and performance, and effectiveness of audit process;
- viii. Approval or any subsequent modification of transactions of the listed entity with related parties;
- ix. Scrutiny of inter-corporate loans and investments;
- x. Valuation of assets or undertaking of the Company wherever required.
- xi. Evaluation of internal financial controls and risk management systems.
- xii. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xiii. 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.
- xiv. Discussion with internal auditors on any significant findings and follow up there on.
- xv. 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.
- xvi. 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.
- xvii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- xviii. To review the functioning of the whistle blower mechanism;
- xix. Approval of the appointment of CFO after assessing the qualifications, experience & background, etc., of the candidate.
- xx. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

3.2 Composition:

As on 31st March, 2017, the Audit Committee comprised of Mr. H M Parekh as Chairman, and Mr. Raghu Nandan Mody, Mr. R S Vaidyanathan, Mr. Vijai Singh as Members.

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

3.3 Meeting and attendance during the year:

During the financial year 2016-2017 the Audit Committee met four times on 13th May, 2016, 27th July, 2016, 18th October, 2016 and 4th February, 2017. The attendance of the Members at the meetings is as under:

Name of Members	Category	Position	No. of Meetings	
			Held	Attended
Mr. H M Parekh	Independent Director	Chairman	4	3
Mr. Raghu Nandan Mody	Non-Executive Director	Member	4	—
Mr. R S Vaidyanathan	Independent Director	Member	4	4
Mr. Vijai Singh	Independent Director	Member	4	3

4. 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, 2017, the Nomination and Remuneration Committee comprised of Mr. Vijai Singh as Chairman, and Mr. H M Parekh, Mr. R S Vaidyanathan as Members.

The Company Secretary of the Company acts as the Secretary of the Nomination and Remuneration Committee.

4.3 Meeting and attendance during the year:

During the financial year 2016-2017 the Nomination and Remuneration Committee met two times on 13th May, 2016 and 4th February, 2017. The attendance of the Members at the meetings is as under:

Name of Members	Category	Position	No. of Meetings	
			Held	Attended
Mr. Vijai Singh	Independent Director	Chairman	2	1
Mr. H M Parekh	Independent Director	Member	2	2
Mr. R S Vaidyanathan	Independent Director	Member	2	2

4.4 Performance evaluation criteria for Independent Directors:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has evaluated the performances of the Board as a whole, individually of all the Directors including Independent Directors and Chairman and all the Committees. The questionnaires are prepared considering the business of the Company. The evaluation framework for assessing the performance of Independent Directors comprises of the following key areas:

1. Attendance of Board Meeting and Committee Meetings;
2. Quality of contribution to Board deliberations;
3. Strategic perspectives or inputs regarding future growth of the Company and its performances;
4. Providing perspectives and feedback going beyond information provided by the management.

4.5 Remuneration Policy: The details of the Remuneration policy form part of this Annual Report.

5. REMUNERATION OF DIRECTORS:

- a) The Non-Executive Directors had no pecuniary relationship or transactions with the Company during the financial year 2016-2017.
- b) Non-Executive Directors did not draw any remuneration from the Company. Sitting fees to Non-executive and Independent Directors is being paid at the rate of ₹ 11,000 for each meeting of the Board and Committees except for Corporate Social Responsibility Committee attended by them.

- c) Details of remuneration and sitting fees paid /payable to Directors for the financial year ended 31st March 2017:

Name of Directors	Salary (₹)	Perquisites or Allowances (₹)	Contribution to PF & others (₹)	Sitting Fees (₹)	Total (₹)
Mr. Raghu Nandan Mody	—	—	—	11,000	11,000
Smt. Shashi Mody (Resigned w.e.f 01.01.2017)	—	—	—	22,000	22,000
Mr. Kapil Kaul *	6,50,000	3,60,000	72,000	—	10,82,000
Mr. R S Vaidyanathan	—	—	—	1,54,000	1,54,000
Mr. H M Parekh	—	—	—	1,32,000	1,32,000
Mr. Vijai Singh	—	—	—	1,10,000	1,10,000
Smt. Sakshi Mody (Appointed w.e.f 04.02.2017)	—	—	—	—	—

* Exclusive of contribution to gratuity.

- (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 details 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: Based on the recommendation of the Nomination & Remuneration Committee, the service contract of Mr. Kapil Kaul, Executive Director & CFO, was renewed on re-appointment for a further period of 3 years from 1st January, 2016 to 31st December, 2018 by the Board of Directors at its meeting held on 14th October, 2015 and by the members of the Company vide resolution passed through Postal Ballot on 22nd June, 2016. The contract is terminable on service of 30 days' notice by either side. There is no separate provision for payment of severance fees.

- (iv) There are no stock options offered to any Directors of the Company.

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

6.1 Composition:

As on 31st March, 2017, the Stakeholders' Relationship Committee comprised of Mr. Vijai Singh as Chairman, and Mr. H M Parekh, Mr. R S Vaidyanathan as Members.

The Company Secretary of the Company acts as the Secretary, of the Stakeholders' Relationship Committee.

6.2 Compliance Officer:

Mr. Naresh Patangi, Company Secretary is the Compliance Officer of the Company.

6.3 Status of Investors' complaints received from shareholders and disposed during the year:

No. of complaints pending as on 01.04.2016	Nil
Complaints received during the year	1
Complaints disposed during the year	1
No. of complaints pending as on 31.03.2017	Nil

7. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

7.1 Composition:

As on 31st March, 2017, the Corporate Social Responsibility Committee comprised of Mr. Kapil Kaul, as Chairman, and Mr. Vijai Singh, Mr. R S Vaidyanathan as Members.

Smt. Shashi Mody, resigned as a Director of the Company w.e.f. 1st January, 2017 and thereupon ceased to be a member & Chairperson of the Corporate Social Responsibility Committee.

The Corporate Social Responsibility Committee was reconstituted by the Board of Directors of the Company on 4th February, 2017, with the appointment of Mr. Vijai Singh, (Independent Director) as a member of the Committee and re-designation of Mr. Kapil Kaul, (Executive Director & CFO) as the Chairman of the Committee.

The Company Secretary of the Company acts as the Secretary of Corporate Social Responsibility Committee.

7.2 Meeting and attendance during the year:

During the financial year 2016-2017 the Corporate Social Responsibility Committee met once on 18th October, 2016. The attendance of the Members at the meeting is as under:

Name of Members	Category	Position	Meetings	
			Held	Attended
Smt. Shashi Mody	Promoter Non-Executive Director	Chairperson	1	1
Mr. Kapil Kaul	Executive Director	Chairman (w.e.f. 04.02.2017)	1	1
Mr. R S Vaidyanathan	Independent Director	Member	1	1
Mr. Vijai Singh	Independent Director	Member	1	-

8. GENERAL BODY MEETINGS:

8.1 Location and time, where last three Annual General Meetings held:

AGM	Financial Year	Date	Time	Venue
112th	2015 – 2016	27.09.2016	10:30 a.m.	Rabindra Tirtha, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata – 700156
111th	2014 – 2015	11.09.2015	4.00 p.m.	Kala Kunj, 48, Shakespeare Sarani Kolkata – 700 017
110th	2013 – 2014	11.09.2014	4.00 p.m.	

8.2 Special Resolutions passed at previous three Annual General Meetings:

AGM Date	Particulars of Special Resolutions
27.09.2016	No Special Resolution was passed.
11.09.2015	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.
11.09.2014	No Special Resolution was passed.

8.3 Special Resolutions passed through postal ballot and voting pattern:

During the year under review, the following resolutions were passed by the Members by requisite majority by means of postal ballot and e-voting. The Company dispatched Postal Ballot Notice dated 13th May, 2016 to its shareholders to seek their consent and the results of the Postal Ballot were announced on 22nd June, 2016.

Sl. No.	Type of Resolution	Subject Matter of the Resolution
1.	Special Resolution	Consolidation of 20 (Twenty) equity shares of the Company having face value of ₹ 10 (Rupees Ten only) each, fully paid-up, into 1 (One) equity share of face value of ₹ 200 (Rupees Two hundred only) each, fully paid-up, as per the provisions of Section 61(1)(b) and all other applicable provisions of the Companies Act, 2013.
2.	Special Resolution	Alteration of the Capital Clause V of the Memorandum of Association of the Company consequent to the consolidation of face value of equity shares as per the provisions of Sections 13 & 61 and all other applicable provisions of the Companies Act, 2013.
3.	Ordinary Resolution	Re-appointment of Mr. Kapil Kaul (DIN: 00053937), as Executive Director & CFO of the Company for a period of 3 (three) years with effect from 1st January, 2016 to 31st December, 2018, liable to retire by rotation as per the provisions of Sections 152, 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013.

The details of resolutions passed through postal ballot and the voting pattern for the same are as follows:

1. Special Resolution under Section 61(1)(b) of the Companies Act, 2013 to consolidate 20 (Twenty) equity shares of the Company having face value of ₹10 (Rupees Ten only) each, fully paid-up into 1 (One) equity share of face value of ₹200 (Rupees Two Hundred only) each, fully paid-up.								
Whether promoter/ promoter group are interested in the agenda/resolution - No								
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1447633	0	0.00	0	0	0.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	1447633	100.00	1447633	0	100.00	0.00	
	Total	1447633	1447633	100.00	1447633	0	100.00	0.00
Public Institutions	E-voting	77	0	0.00	0	0	0.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	0	0.00	0	0	0.00	0.00	
	Total	77	0	0.00	0	0	0.00	0.00
Public Non-Institutions	E-voting	484290	5370	1.11	5198	172	96.80	3.20
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	154697	31.94	154226	471	99.70	0.30	
	Total	484290	160067	33.05	159424	643	99.60	0.40
Total		1932000	1607700	83.21	1607057	643	99.96	0.04

2. Special Resolution under Section 13 and 61 of the Companies Act, 2013 to alter the clause no. V of the Memorandum of Association of the Company.

Whether promoter/ promoter group are interested in the agenda/resolution - No

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1447633	0	0.00	0	0	0.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		1447633	100.00	1447633	0	100.00	0.00
	Total		1447633	1447633	100.00	1447633	0	100.00
Public Institutions	E-voting	77	0	0.00	0	0	0.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		77	0	0.00	0	0	0.00
Public Non-Institutions	E-voting	484290	5370	1.11	5197	173	96.78	3.22
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		154635	31.93	154164	471	99.70	0.30
	Total		484290	160005	33.04	159361	644	99.60
Total		1932000	1607638	83.21	1606994	644	99.96	0.04

3. Ordinary Resolution under Section 152, 196, 197, 198 and 203 of the Companies Act, 2013 to re-appoint Mr. Kapil Kaul (DIN: 00053937) as Executive Director & CFO of the Company for a period of 3 (three) years w.e.f 1st January, 2016 to 31st December, 2018.

Whether promoter/ promoter group are interested in the agenda/resolution - No

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1447633	0	0.00	0	0	0.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		1447633	100.00	1447633	0	100.00	0.00
	Total		1447633	1447633	100.00	1447633	0	100.00
Public Institutions	E-voting	77	0	0.00	0	0	0.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		77	0	0.00	0	0	0.00
Public Non-Institutions	E-voting	484290	5370	1.11	5230	140	97.39	2.61
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		154635	31.93	154562	73	99.95	0.05
	Total		484290	160005	33.04	159792	213	99.87
Total		1932000	1607638	83.21	1607425	213	99.99	0.01

8.4 Person who conducted the postal ballot exercise:

CS Mohan Ram Goenka, Partner, MR & Associates, Company Secretaries, Kolkata, was appointed as the Scrutinizer for conducting the Postal Ballot voting process in accordance with law in a fair and transparent manner.

8.5 None of the business is presently proposed to be transacted through postal ballot. In case any Special Resolution needs to be passed through Postal Ballot during the financial year 2017-2018, the procedure laid down under Section 110 of the Companies Act, 2013 and the Rules thereunder will be complied with.

9. MEANS OF COMMUNICATION:

9.1 The quarterly, half yearly and annual financial results of the company are sent to the Stock Exchange 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.

9.2 **Website:** 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.

9.3 **News releases, presentations, among others:** All Corporate Announcements made to the Stock Exchange during the year 2016-2017 are available on the website of the Company. During the year 2016-2017, the company has not made any presentations to institutional investors and analysts.

10. GENERAL SHAREHOLDERS INFORMATION:

a) **113th Annual General Meeting:** Monday, 25th September, 2017 at 11.30 a.m. at Rabindra Tirtha, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata – 700156.

b) **Financial Year:** April 1 to March 31

c) **Dividend payment date:** Dividend, if declared, shall be paid/credited between 10th October, 2017 to 16th October, 2017.

d) **Listing on Stock Exchange:** BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001.

e) **Listing Fees:** The Company has paid the listing fees for the financial year 2016-17 & 2017-18.

f) **Stock Code:** BSE: 507649, Old ISIN (before Consolidation): INE349E01015
New ISIN (after Consolidation): INE349E01023 (valid for transactions on BSE Ltd. w.e.f. 15.03.2017)

g) **Stock Market Price Data:**

Month	Share Price of the Company on BSE (₹)*			BSE Sensex (Points)*		
	High	Low	Close	High	Low	Close
April, 2016	980.00	900.50	930.00	26100.54	24523.20	25606.62
May, 2016	1034.25	905.00	1022.00	26837.20	25057.93	26667.96
June, 2016	1059.10	980.05	1007.75	27105.41	25911.33	26999.72
July, 2016	1111.00	875.00	1072.00	28240.20	27034.14	28051.86
August, 2016	1239.00	982.05	1040.00	28532.25	27627.97	28452.17
September, 2016	1255.05	876.00	1056.00	29077.28	27716.78	27865.96
October, 2016	1325.00	1012.00	1300.10	28477.65	27488.30	27930.21
November, 2016	1530.10	1059.00	1147.00	28029.80	25717.93	26652.81
December, 2016	1424.00	1051.15	1205.80	26803.76	25753.74	26626.46
January, 2017	2118.00	1092.00	1803.45	27980.39	26447.06	27655.96
February, 2017**	1910.00	1721.95	1776.30	29065.31	27590.10	28743.32
March, 2017**	41123.25	27550.10	30000.00	29824.62	28716.21	29620.50

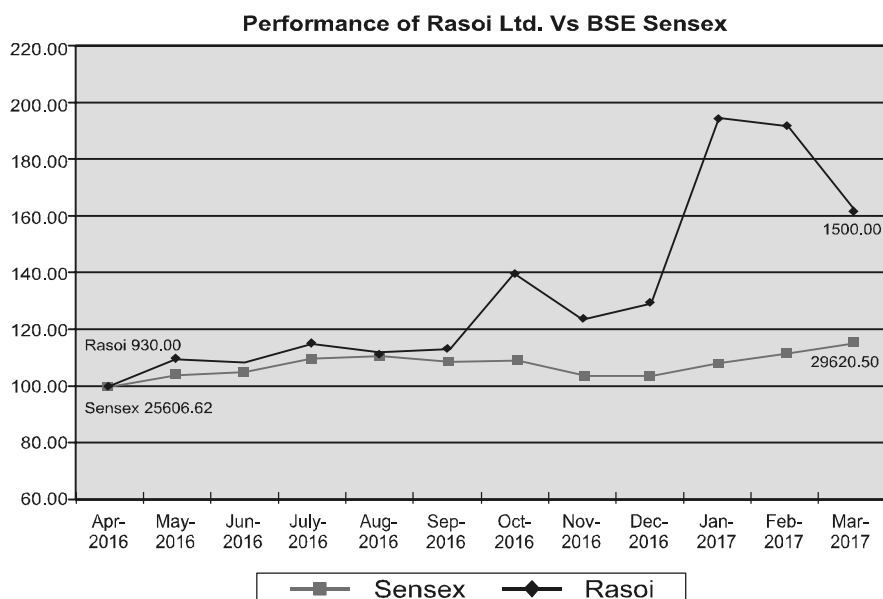
* Source: www.bseindia.com

** There was no dealing in equity shares of the Company for the period from 02.02.2017 to 14.03.2017 for the purpose of consolidation of face value of equity shares of the Company from ₹ 10 each, fully paid up to ₹ 200 each, fully paid up.

h) **Performance in comparison with BSE Sensex:** Share price in comparison to BSE Sensex (Based on closing Price) for the financial year ended 31st March, 2017.

Month	Share Price of the Company on BSE (₹)		BSE Sensex (Points)	
	Close	% to Base	Close	% to Base
April, 2016	930.00	100.00	25606.62	100.00
May, 2016	1022.00	109.89	26667.96	104.14
June, 2016	1007.75	108.36	26999.72	105.44
July, 2016	1072.00	115.27	28051.86	109.55
August, 2016	1040.00	111.83	28452.17	111.11
September, 2016	1056.00	113.55	27865.96	108.82
October, 2016	1300.10	139.80	27930.21	109.07
November, 2016	1147.00	123.33	26652.81	104.09
December, 2016	1205.80	129.66	26626.46	103.98
January, 2017	1803.45	193.92	27655.96	108.00
February, 2017	1776.30	191.00	28743.32	112.25
March, 2017	* 1500.00	161.29	29620.50	115.68

* The closing price of ₹ 1500 is adjusted price (for this comparison purpose) for consolidation of face value of equity shares of the Company from ₹ 10 each, fully paid up to ₹ 200 each, fully paid up.



i) **Trading of Securities:** The securities of the Company were not suspended from trading at any time during the financial year 2016-2017. However, there was no dealing in equity shares of the Company for the period from 02.02.2017 to 14.03.2017 for the purpose of consolidation of equity shares of the Company from ₹10 each, fully paid up to ₹ 200 each, fully paid up.

j) **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

k) 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 documents are found to be in order. Shares under objection are returned 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 obtains Certificate of Compliance pertaining to share transfer formalities half-yearly as required under Regulation 40(9) and quarterly certificate of Reconciliation of Share Capital Audit Report from Company Secretary in Practice in compliance with the Listing Regulations and files the said certificates with the Stock Exchange (BSE).

l) Distribution of Shareholding as on 31st March, 2017:

Range	Shareholders		Shares	
	Numbers	%	Numbers	%
1-500	2050	99.23	11939	12.36
501-1000	2	0.10	1605	1.66
1001-2000	3	0.14	4993	5.17
2001-3000	0	0.00	0	0.00
3001-4000	2	0.10	6514	6.74
4001-5000	4	0.19	17001	17.60
5001-10000	3	0.14	19980	20.68
10001 & above	2	0.10	34568	35.79
TOTAL	2066	100.00	96600	100.00

m) Dematerialization of Equity Shares and Liquidity:

As on 31st March, 2017, 95.82% of the total shares of the Company were in dematerialized form.

n) 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 during the financial year ended 31st March, 2017.

o) Commodity price risk or foreign exchange risk and hedging activities:

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

p) Factory Location:

Manufacturing Unit:

Vill. & P.O.: Banganagar, P.S.: Falta, Dist.: South 24 Parganas

Pin code: 743 513, West Bengal

q) Registered Office & Address for Correspondence:

Rasoi Limited

'Rasoi Court'

20, Sir R N Mukherjee Road, Kolkata – 700 001

Phone: (033) 2248 0114, (033) 2248 0115; Fax: (033) 2248 1200;

Email: secdept@rasoigroup.in

11. DISCLOSURES:

11.1 Related Party Transactions:

There were no transactions of material nature with related parties during the financial year 2016-2017 that had potential conflict with the interest of the Company at large. All the transactions entered during the financial year 2016-2017 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

11.2 Compliance by the Company:

The Company has complied with all the requirements of the Listing Regulations 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.

11.3 Whistle Blower policy / Vigil Mechanism and affirmation that no personnel has been denied access to the Audit Committee:

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. We affirm that during the financial year 2016-2017, 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>

11.4 Adoption of mandatory and non-mandatory requirements of Regulation 27 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

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.

11.5 Web- link for policy determining 'material' subsidiaries:

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

11.6 Compliance of the requirement of Corporate Governance Report:

During the financial year 2016-2017, 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

11.7 Disclosure of the Compliance with Corporate Governance:

The Company has complied with the regulations 17-20, 22-23, 25-27 and Clauses (b) to (i) of regulations 46(2) of Listing Regulations during the financial year 2016-2017. Regulations 21 and 24 of Listing Regulations are not applicable to the Company.

11.8 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, 2017. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters does not arise.

11.9 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.

11.10 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.

11.11 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, 2017. A declaration to this effect, signed by the Chief Executive Officer of the Company is annexed to this report. The code is available on the Company's website at http://www.rasoigroup.in/code_conduct.php

11.12 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 the Listing Regulations, which is annexed herewith and forms part of this Annual Report.

For and on behalf of the Board of Directors

Place: Kolkata
Date: 29th May, 2017

Sd/-
H M Parekh
Director

Sd/-
Kapil Kaul
Executive Director & CFO

DECLARATION – CODE OF CONDUCT

Pursuant to Regulation 17 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct during the financial year ended 31st March, 2017.

Place: Kolkata
Date: 29th May, 2017

Sd/-
Syantani 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 on March 31, 2017, as stipulated in Schedule V and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI(LODR) Regulations 2015"].

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 the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations as applicable.

We further 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/-
MR Goenka
Partner

FCS No.: 4515
C P No.:2551

Place: Kolkata
Date: 29th May, 2017

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.