



ANNEXURE TO THE DIRECTORS' REPORT

CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED 31.03.2012

(As required under Clause 49 of the Listing Agreements entered into with the Stock Exchanges)

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The company is committed to benchmarking itself with the best in all areas including Corporate Governance. The Company's philosophy on Corporate Governance is aimed at efficient conduct of its operation, in meeting its obligations and strengthening its confidence among various stakeholders such as shareholders, customers, employees, financiers, society at large and ensuring a long – term relationship of trust by maintaining transparency in its activities and through proper and timely disclosures. The Company believes in maintaining highest standards of quality and ethical conduct in all its activities.

2. BOARD OF DIRECTORS

a) Composition

Currently, the Board consists of ten Directors, three of whom are Non-Executive Non Independent, two are Executive and five are Non Executive-Independent director. The number of Non-Executive Independent Directors is 50% of the total strength of the Board. The Board believes that the current Composition of the Board is appropriate based on the present size of the company. The Board periodically evaluates the need for change in composition based on its size.

b) Attendance at the Board meetings/Last AGM, Directorship and Chairmanship/Membership in other Board/Board Committees.

The Composition of the Board of Directors and their attendance at the Board meetings held during the financial year ended 31st March 2012 and at the last Annual General Meeting held, number of Directorships and Committee Chairmanships / Memberships held by them in other public limited companies are given below:

Name of Directors	Category	Attendance at Board Meeting		Directorship in other Public Limited Companies	Membership/ Chairmanship of Committees		Attendance at A.G.M. held on 5th August 2011
		Held during the year	Attended		Chairman	Member	
Mr. Raghu Mody-Chairman	Promoter Non-Executive Non-Independent	5	5	4	-	1	Yes
Smt. Shashi Mody-Vice-Chairperson	Promoter Non-Executive Non-Independent	5	3	2	-	-	No
Mr. Kapil Kaul-Whole-time Director	Whole Time Executive Non-Independent	5	5	2	-	-	Yes
Mr. N.G. Khaitan	Non-Executive & Non-Independent	5	2	9	1	8	No
Mr. A.C. Chakrabortti	Non-Executive & Independent	5	3	8	4	3	Yes
Mr. R. S. Vaidyanathan	Non-Executive & Independent	5	5	1	-	-	Yes
Mr. Harish Parekh	Non-Executive & Independent	5	5	8	3	4	Yes
Mr. Vijai Singh	Non-Executive & Independent	5	5	-	-	-	Yes
Mr. Maharaj Krishen Pandita* - Whole-time Director	Whole Time Executive Non-Independent	5	-	2	-	-	-
Mr. Jitendra Kumar Patel*	Non-Executive & Independent	5	1	-	-	-	-

* Appointed as an additional director w.e.f 14.11.2011



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None of the Directors on the Board is a member of more than 10 Committees and the Chairman in more than 5 Committees, across all Companies in which they are Director.

Other Directorship does not include Directorship in Private Limited Companies, Foreign Companies and Companies under Section 25 of the Companies Act, 1956. Chairmanships / Memberships of Board Committees relates to only Audit and Shareholders' / Investors' Grievance Committee.

Smt. Shashi Mody, Mr. N G Khaitan and Mr. R S Vaidyanathan are liable to retire by rotation and being eligible, offered themselves for re-appointment. Information as required under Clause 49(VI) of the Listing are annexed to the Notice.

- c) During the year under review, the Board of Directors met 5 (Five) times viz. 21st May 2011, 5th August 2011, 12th August 2011, 14th November 2011 and 13th February 2012.

3. AUDIT COMMITTEE

- a) The Audit Committee of the Company is constituted in line with the provisions of clause 49 of Listing Agreement with the Stock Exchanges. The Committee comprising of four members, out of which three being Non-Executive & Independent Directors. During the financial year four meetings were held on 21.05.2011, 12.08.2011, 14.11.2011 & 13.02.2012.
- b) The Terms of Reference include:
- Overseeing the Company's financial reporting process and disclosure of its Financial Information to ensure that the financial statements are correct.
 - Recommending the appointment and removal of statutory auditors and fixation of their Audit fees.
 - Review with management the annual financial statements before submission to the Board focusing on:
 - Any change in accounting policies and practices
 - Major accounting entries involving the estimates based on the exercise of judgement by management
 - Qualification in draft audit report
 - Reviewing compliance with accounting standards, stock exchanges and legal requirement concerning financial statements.
 - Reviewing the quarterly financial statements before submission to the Board for approval.
 - The scope of the Audit committee is inclusive of the matters as may be specified in Clause 49II D of the Listing Agreements with the Stock Exchange and additional functions as may be decided by the Board of Directors from time to time.

Attendance of the Members at the meetings during the financial year 2011-2012 was as under:

Name of Members	Status	Category	No. of Meetings Held	No. of Meetings Attended
Shri Harish Parekh	Chairman	Non-Executive & Independent	4	4
Shri Raghu Mody	Member	Non-Executive & Non-Independent	4	4
Shri R S Vaidyanathan	Member	Non-Executive & Independent	4	4
Shri Vijai Singh	Member	Non-Executive & Independent	4	4

Shri Harish Parekh is Chairman of the Audit Committee and the Company Secretary of the Company acts as the Secretary of the Committee. At the invitation of the Committee, Statutory Auditors also attend the Audit Committee Meetings to answer and clarify the queries raised at Meetings. The Chairman of the Audit committee Mr. Harish Parekh attended the last Annual General Meeting held on 5th August, 2011.



4. REMUNERATION COMMITTEE

The Remuneration Committee consists of three Non-Executive Independent Directors.

The broad terms of reference of the remuneration committee are to recommend the Company's policy on remuneration packages for the Managing Director / Executive Directors, reviewing the structures, design and implementation of remuneration policy in respect of Key Management Personnel. The Remuneration is fixed based on experience, designation and financial position of the Company. The Non-Executive Directors do not draw any remuneration from the company except the sitting fees.

The Composition of Committee are as under:

Name of Members	Status	Category
Shri Vijai Singh	Chairman	Non-Executive & Independent
Shri R S Vaidyanathan	Member	Non-Executive & Independent
Shri Harish Parekh	Member	Non-Executive & Independent

Details of remuneration paid/payable to Director for the year ended 31st March 2012 are as follows:

Directors	Sitting Fees	Salary & perquisites	Commission	Total
Mr Raghu Mody (Chairman)	87000	-	-	87000
Smt Shashi Mody (Vice- Chairperson)	27000	-	-	27000
Mr Kapil Kaul (Whole-Time Director)	-	804860	-	804860
Mr N.G Khaitan	22000	-	-	22000
Mr A.C.Chakrabortti	27000	-	-	27000
Mr R.S Vaidyanathan	141000	-	-	141000
Mr Harish Parekh	141000	-	-	141000
Mr Vijai Singh	141000	-	-	141000
Mr. Maharaj Krishen Pandita (Whole-Time Director)	-	571500	-	571500
Mr. Jitendra Kumar Patel	11000	-	-	11000

5. SHAREHOLDERS/INVESTORS' GRIEVANCE COMMITTEE

The Shareholders' / Investors' Grievance Committee comprising of three members being Non-Executive & Independent Directors. During the financial year four meetings were held on 21.05.2011, 12.08.2011, 14.11.2011 & 13.02.2012.

The Composition of Committee and details of attendance are as under:

Name of Members	Status	Category	No. of Meetings	
			Held during the year	Attended
Shri Vijai Singh	Chairman	Non-Executive & Independent	4	4
Shri R S Vaidyanathan	Member	Non-Executive & Independent	4	4
Shri Harish Parekh	Member	Non-Executive & Independent	4	4

Mr. Partha Chakraverti, Company Secretary & Vice President – Corporate Affairs and Mr. J. Goswami, are the Compliance Officers of the Company.



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E.Mail Id earmarked for redressing Investors queries in terms of Clause 47(f) of the Listing agreement: secdept@rasoigroup.in

The Committee looks into redressal of Share holders/ Investors complaints related to transfer/transmission of shares, non receipts of balance Sheet, non receipts of declared dividend, etc. The Committee oversees the performance of Share Transfer Committee and Registrar & Shares Transfer Agents and recommends the measure for overall improvement in the quality of Investor services.

Smt. Shashi Mody, Mr. R S Vaidyanathan and Mr. Kapil Kaul – all Directors in the Board of the company - are members of the Share Transfer Committee as on 31.03.2012. The Share Transfer Committee (STC) deals with application for Transfer/ Transmission of Shares, on sub-division and consolidation of Share Certificates, Issue of Duplicate Share Certificates etc. The STC meetings are held as and when required, usually fortnightly.

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

No. of Complaints Pending as on 1st April, 2011	Nil
No. of complaints received during the year ended 31.03.2012	01
No. of complaints disposed of during the year ended 31.03.2012	01
No. of complaints Pending as on 31.03.2012	Nil
No. of Pending Share Transfer as on 31.03.2012 (Lodged in last 2 weeks)	Nil

6. SUBSIDIARY COMPANIES

The Subsidiary Company was floated with the intention of starting some new business which could not be established despite exploring different available options due to adverse market conditions. Hence it was thought prudent not to continue with the Subsidiary Company, so the Company decided to dilute its 51% equity holding w.e.f. 29th March, 2012.

Eastern India Edible Oils And Food Products Ltd. therefore, ceases to be a Subsidiary Company of the Company w.e.f. 29th March, 2012 with the dilution of 51% equity holding of Rasoi Limited in the said Company.

7. INSIDER TRADING:

The Company has adopted the Code of Internal Procedures and Conduct framed under SEBI (Prohibition of Insider Trading) Regulation 1992 as amended, to, inter alia, prevent insider trading in the Shares of the company.

8. CODE OF CONDUCT & ETHICS:

The Company has adopted a Code of Conduct and Ethics (Code) for members of Board of Directors and Senior Management Personnel of the Company. The essence of the code is to conduct the Business of the Company in an honest and ethical manner, in compliance with applicable laws and in a way that excludes consideration of personal advantage. All the Directors and Senior Management Personnel have affirmed compliance with the code and the declaration to this effect have been signed by the Whole time-director is attached to this report. The Copy of the code has been put on Company's Website www.rasoigroup.in

9. GENERAL BODY MEETINGS

a) The details of the last three Annual General Meetings of the company are furnished below:

Financial Year	Day & Date of AGM	Time	Location of the meeting
2008 – 2009	15.09.2009 (Tuesday)	4.00 P.M	Kalakunj, 48, Shakespeare Sarani Kolkata – 700 017
2009 – 2010	09.09.2010 (Thursday)	4.00 P.M	Kalakunj, 48, Shakespeare Sarani Kolkata – 700 017
2010 – 2011	05.08.2011 (Friday)	5.00 P.M	Kalakunj, 48, Shakespeare Sarani Kolkata – 700 017

b) No Extra-Ordinary General Meeting of the shareholders was held during the year.

c) No special resolution was passed through Postal Ballot during last year.



None of the Resolutions proposed for the ensuing Annual General Meeting need to be passed by the Postal Ballot.

d) Special Resolutions passed in the Previous Annual General Meetings:

At the Annual General Meeting held on 15.09.2009: A Special Resolution was passed for postfacto approval of the Company for contribution made to Indian Institute of Cerebral Palsy, a charitable organization, upto to a total sum of Rs.11,00,000 (Rupees Eleven lakhs only) in the financial year 2008-09.

At the Annual General Meeting held on 09.09.2010: No Special Resolution was passed.

At the Annual General Meeting held on 05.08.2011: A Special Resolution was passed for payment of commission to Non-Executive Directors of the Company for a sum not exceeding 1% per annum of the net profits of the Company for a period of five years commencing from 1st April, 2011.

10. DISCLOSURES

a) Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large: -

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. However the major related party transactions are with its associate companies, directors and relatives. The Related Party Transactions are based on the considerations of various business exigencies and Company's long term strategy. All the transactions entered during the financial year 2011-2012 with related parties were on arm's length basis and the same are reported in Note no. 2.40 of Annual Accounts & Reports 2011-12.

b) The Company does not have a formal Whistle blower policy. However, no person has been denied access to the Audit Committee.

c) The Company is complying with all mandatory requirements of Clause 49 of the Listing Agreement. The non-mandatory requirements relating to Remuneration Committee have been adopted by the company.

11. MEANS OF COMMUNICATION

The Company regularly interacts with the shareholders through various channels like publication of results, annual report and Company's Website.

a) The quarterly, half yearly and Annual results of the Company are sent to the Stock Exchange immediately after they are approved by Committee/Board and posted on Company's Website and also published in Financial Express, Aajkal (in Kolkata).

b) The results are uploaded on the website www.rasoigroup.in

c) Pursuant to Clause 51 of Listing Agreement all data of the shareholding pattern, quarterly financial results etc. were displayed in SEBI website www.sebiedifar.nic.in upto the third quarter of 2009-10. Consequent to SEBI discontinuing the EDIFAR System with effect from 1st April 2010, the Company is providing the abovementioned information to the Stock Exchange as required under the Listing Agreement entered into with them.

d) At present the Company does not make presentation to institutional investors and analysts.

e) The Management Discussion and Analysis Report is a part of the Annual Report.

12. GENERAL SHAREHOLDERS INFORMATION

a) **108th Annual General Meeting**

Date: 13th September, 2012

Day: Thursday

Time: 2.30 p.m.

Venue: Kalakunj (Kalamandir Basement) 48, Shakespeare Sarani, Kolkata - 700017



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b) **Financial Calendar for the Financial Year 2012 – 2013 (tentative)**

Un-audited 1st Quarter results:	On or before 14.08.2012
Un-audited 2nd Quarter results:	On or before 14.11.2012
Un-audited 3rd Quarter results:	On or before 14.02.2013
Audited 4th Quarter results and annual results:	On or before 30.05.2013

c) **Date of Book Closure:** 6th September, 2012 to 13th September, 2012(both days inclusive)

d) **Dividend payment date:** 18th September, 2012

e) **Listing on Stock Exchanges:** 1. Bombay Stock Exchange Limited
P.J. Towers, Dalal Street, Fort, Mumbai – 400 001
2. Calcutta Stock Exchange Limited
7, Lyons Range, Kolkata – 700 001

f) **Stock Code:** The Calcutta Stock Exchange Limited 28121
Bombay Stock Exchange Limited 507649
ISIN: INE349E01015

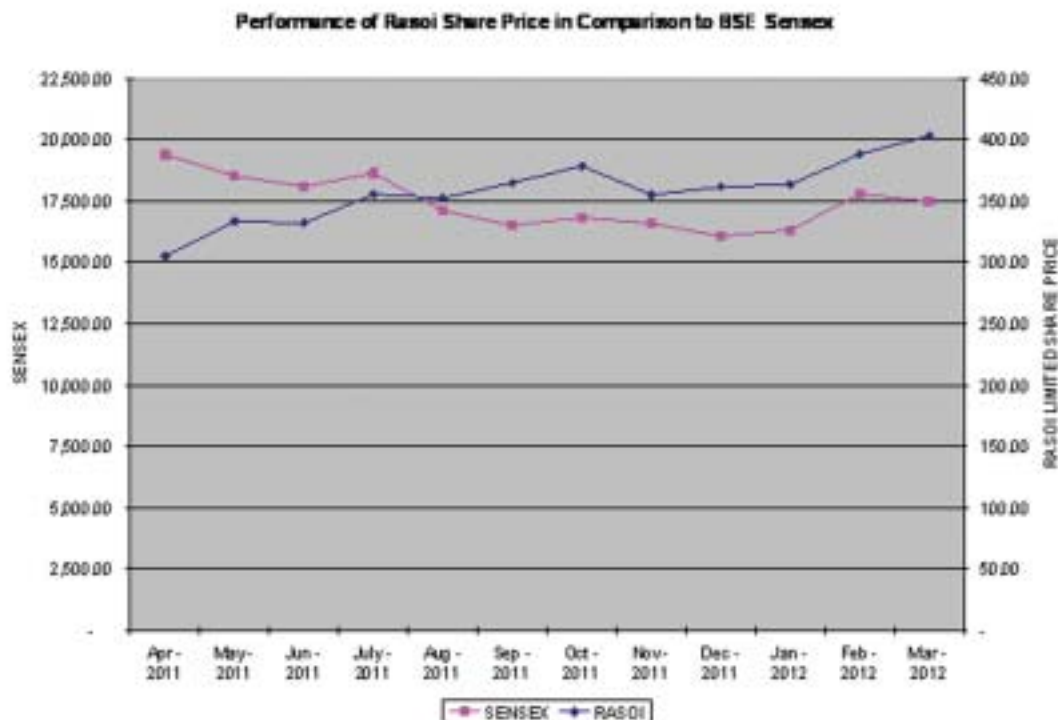
Annual Listing Fees is paid by the company to all Stock Exchanges

g) **Market Price Date:** The monthly high and low of market price of shares traded on the Bombay Stock Exchange Limited, Mumbai during each month in last financial year was as follows:

Month	Price of Share of the Company at Bombay Stock Exchange (Rs.)	
	High	Low
April – 11	329.90	279.90
May – 11	353.90	313.00
June – 11	352.35	312.05
July – 11	385.00	326.10
August – 11	374.65	330.10
September – 11	384.00	346.00
October – 11	415.00	342.05
November – 11	398.55	311.50
December – 11	397.85	325.05
January – 12	399.00	328.00
February – 12	426.55	350.00
March – 12	444.00	362.00



Performance in comparison to BSE Sensex for the financial year ended 31st March, 2012



h) The Registrar and Share Transfer Agent of the Company

C B Management Services (Pvt.) Ltd.
P-22 Bondel Road, Kolkata – 700 019.
Phone : (033) 2280 6692/93/95/2486/2937
Fax : (033) 2287 0263
Email : rta@cbmsl.com

i) Share Transfer System

Shares lodged for transfer at the Registrar's address are normally processed within 30 days from the date of lodgment, if the documents are clear in all respects. 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 15 days.

j) Distribution of Shareholding as on 31st March, 2012

Range	Shareholders		Shares	
	Numbers	%	Numbers	%
1-500	3528	98.30	241181	12.48
501-1000	30	0.84	20455	1.06
1001-2000	7	0.19	8935	0.46
2001-3000	2	0.05	4751	0.25
3001-4000	-	-	-	-
4001-5000	-	-	-	-
5001-10000	6	0.17	42156	2.18
10001 & above	16	0.45	1614522	83.57
TOTAL	3589	100.00	1932000	100.00



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k) Categories of Shareholders as on 31st March, 2012

Category	No. of shares	% of shareholding
Promoters (Including PAIC's)	1447633	74.93
Financial Institutions/ Banks	77	0.00
Insurance Companies	12	0.00
Bodies Corporate	188771	9.77
Resident Individuals	273919	14.18
NRI	21221	1.10
Clearing Member	367	0.02
TOTAL	1932000	100.00

l) Dematerialization of Equity Shares and Liquidity

As on 31.03.2012, of the total Company's Equity Shares, 93.39% representing 18,04,241 shares were in dematerialized form and the balance 6.61% representing 1,27,759 shares in physical form.

The equity shares of the company are listed on Calcutta Stock Exchange and Bombay Stock Exchange.

m) Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity: Not Applicable

n) Plant Locations

Manufacturing Unit:

Post: Banganagar

PS: Falta

Dist: 24 Parganas (S)

Pin: 743 513

West Bengal

o) Address for Correspondence

Rasoi Limited

'Rasoi Court'

20, Sir R N Mukherjee Road

Kolkata – 700 001

Phone: (033) 2248 0114/5

Fax: (033) 2248 1200

Email: secdept@rasoigroup.in

On behalf of the Board of Directors

Kolkata

The 21st day of May 2012

RAGHU MODY
CHAIRMAN



ANNEXURE TO CORPORATE GOVERNANCE

DECLARATION BY CEO ON CODE OF CONDUCT

To
The Members
The Rasoi Limited

Pursuant to Clause 49 of Listing Agreement with stock Exchange, I, Kapil Kaul, Whole-time Director of the Company declare that all the Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct as laid down by the company in terms of Clause 49 of Listing Agreement.

Place: Kolkata
Date: 21st May, 2012

KAPIL KAUL
DIRECTOR

CERTIFICATE

**To the Members of
Rasoi Limited**

1. We have examined the compliance of conditions of Corporate Governance by Rasoi Limited, for the year ended 31.03.2012, as stipulated in clause 49 of the Listing Agreement of the said company with Stock Exchange(s).
2. The Compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our Examination has been limited to procedure and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.
3. In our opinion and to the best of our information and according to the explanations given to us and based on the representation made by the directors and the management, we certify that the company has complied with the conditions of the Corporate Governance as stipulated in the above mentioned Listing Agreement.
4. 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

Place: Kolkata
Date: 21st May, 2012

Mohan Ram Goenka
Partner
C P No.: 2551