

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:

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. The governance of the Company is guided by strong emphasis on transparency, commitment to values, accountability and integrity.

2. BOARD OF DIRECTORS:

2.1 Composition:

The Board of Directors of the Company consisted of seven Directors as on 31st March, 2018. 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, 2018 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	4	1	Yes	3	–	3
Mrs. Sakshi Mody	Promoter Non - Executive Director	4	1	Yes	2	–	–
Mr. Kapil Kaul	Executive Director & CFO	4	4	Yes	2	–	–
Mr. R S Vaidyanathan	Independent Director	4	3	Yes	–	–	2
Mr. H M Parekh	Independent Director	4	4	Yes	7	5	5
Mr. Vijai Singh	Independent Director	4	1	Yes	–	1	1
Mr. Arindam Sarkar*	Independent Director	4	3	Yes	2	–	–

* Mr. Arindam Sarkar was appointed as an Independent Director for a period of five years from 21st August, 2017 to 20th August, 2022.

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, 2018.

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:

Four Board meetings were held during the financial year 2017-2018 and the gap between any two consecutive meetings did not exceed one hundred and twenty days as stipulated under Regulation 17(2) of the Listing Regulations. The dates on which the Board Meetings were held are 29th May, 2017, 11th September, 2017, 9th November, 2017 and 22nd January, 2018.

2.3 Disclosure of relationship between Directors inter-se:

None of the Directors of the Company is related inter-se to any other Directors on the Board, within the meaning of Section 2(77) of the Companies Act, 2013.

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

As on 31st March, 2018, Mr. Raghu Nandan Mody, Non-Executive Director of the Company holds 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 of familiarization programmes imparted to Independent Directors:

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.

In addition the powers and roles of the Audit Committee are as laid down under Regulation 18 and Schedule II Part C of the Listing Regulations read with Section 177 of the Companies Act, 2013.

3.2 Composition:

As on 31st March, 2018, 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 Meetings and attendance during the year:

During the financial year 2017-2018 the Audit Committee met four times on 29th May, 2017, 11th September, 2017, 9th November, 2017 and 22nd January, 2018. 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	4
Mr. Raghu Nandan Mody	Non-Executive Director	Member	4	1
Mr. R S Vaidyanathan	Independent Director	Member	4	3
Mr. Vijai Singh	Independent Director	Member	4	1

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 read with Regulation 19 and Para A of Part D of Schedule II of the Listing Regulations.

4.2 Composition:

As on 31st March, 2018, 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 2017-2018 the Nomination and Remuneration Committee met two times on 29th May, 2017 and 22nd January, 2018. 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	–
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 Listing Regulations, 2015, the Board of Directors of the Company has evaluated the performances of each Independent Directors. 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:

- a) Attendance of Board and Committee Meetings;
- b) Quality of contribution to Board deliberations;
- c) Strategic perspectives or inputs regarding future growth of the Company and its performances;
- d) Providing perspectives and feedback going beyond information provided by the management.

5. REMUNERATION OF DIRECTORS:

- a) The Non-Executive Directors had no pecuniary relationship or transactions with the Company during the financial year 2017-2018.
- 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 2018:

Name of Directors	Salary (₹)	Perquisites or Allowances (₹)	Contribution to PF & others (₹)	Sitting Fees (₹)	Total (₹)
Mr. Raghu Nandan Mody	–	–	–	22,000	22,000
Mrs. Sakshi Mody	–	–	–	11,000	11,000
Mr. Kapil Kaul *	7,60,500	4,32,000	84,240	–	12,76,740
Mr. R S Vaidyanathan	–	–	–	1,21,000	1,21,000
Mr. H M Parekh	–	–	–	1,54,000	1,54,000
Mr. Vijai Singh	–	–	–	33,000	33,000
Mr. Arindam Sarkar (appointed w.e.f. 21.08.2017)	–	–	–	33,000	33,000

* 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.

The service contract of Mr. Kapil Kaul as Executive Director & CFO of the Company is for a period of 3 years w.e.f. 1st January, 2016 to 31st December, 2018 and 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, 2018, 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:

No. of complaints pending as on 01.04.2017	Nil
Complaints received during the year	Nil
Complaints disposed during the year	Nil
No. of complaints pending as on 31.03.2018	Nil

7. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

7.1 Composition:

As on 31st March, 2018, the Corporate Social Responsibility Committee comprised of Mr. Kapil Kaul, as Chairman, and Mr. Vijai Singh, Mr. R S Vaidyanathan as Members.

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 2017-2018 the Corporate Social Responsibility Committee met once on 9th November, 2017. The attendance of the Members at the meeting is as under:

Name of Members	Category	Position	No. of Meetings	
			Held	Attended
Mr. Kapil Kaul	Executive Director	Chairman	1	1
Mr. R S Vaidyanathan	Independent Director	Member	1	-
Mr. Vijai Singh	Independent Director	Member	1	1

8. GENERAL BODY MEETINGS:

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

AGM	Financial Year	Date	Time	Venue
113th	2016 – 2017	25.09.2017	11:30 a.m.	Rabindra Tirtha, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata – 700156
112th	2015 – 2016	27.09.2016	10:30 a.m.	
111th	2014 – 2015	11.09.2015	4.00 p.m.	Kala Kunj, 48, Shakespeare Sarani, Kolkata – 700 017

8.2 Special Resolutions passed at previous three Annual General Meetings:

AGM Date	Particulars of Special Resolutions
25.09.2017	No Special Resolution was passed.
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.

8.3 Special Resolutions passed through postal ballot and voting pattern:

During the year 2017-2018, no special resolution was passed by the Members of the Company through postal ballot.

8.4 Special Resolutions proposed to be passed through postal ballot:

No 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 2018-2019, the procedure for conducting the postal ballot as laid down under Section 110 of the Companies Act, 2013 and the Rules made there under shall be complied with.

9. MEANS OF COMMUNICATION:

9.1 The Company has published its quarterly, half yearly and annual financial results as per details mentioned below:

Newspapers	Date of Board Meeting	Date of Publication
Financial Express (English) & Aajkaal (Bengali)	29th May, 2017	31st May, 2017
Financial Express (English) & Aajkaal (Bengali)	11th September, 2017	12th September, 2017
Financial Express (English) & Aajkaal (Bengali)	9th November, 2017	10th November, 2017
Financial Express (English) & Aajkaal (Bengali)	22nd January, 2018	23rd January, 2018

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 2017-2018 are available on the website of the Company. During the year 2017-2018, the company has not made any presentations to institutional investors and analysts.

10. GENERAL SHAREHOLDER INFORMATION:

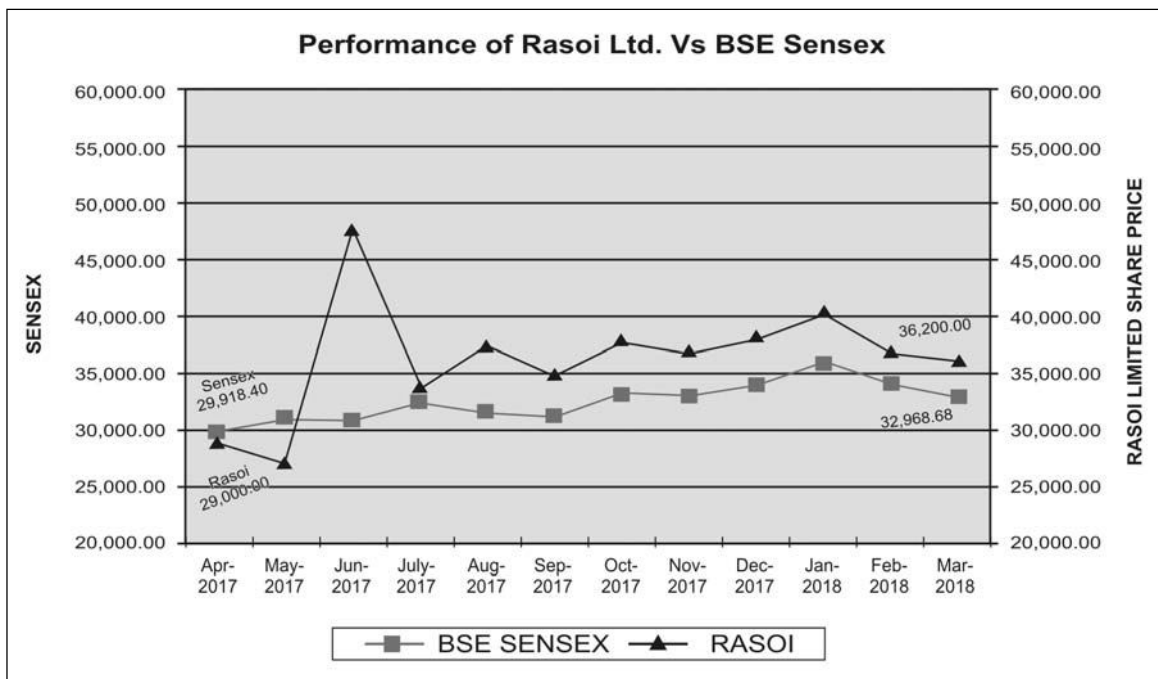
a) **114th Annual General Meeting:** Friday, 3rd August 2018 at 11.00 a.m. at Rabindra Tirtha, 33-1111, Major Arterial Road, New Town, Kolkata – 700156.

- b) **Financial Year:** April 1 to March 31
- c) **Dividend payment date:** Shall be paid/credited by 21st August, 2018.
- 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 2017-18 & 2018-19.
- f) **Stock Code (BSE) and ISIN:** BSE: 507649; ISIN: INE349E01023
- g) **Stock Market Price Data:**

Month	Share Price of the Company on BSE (₹)*			BSE Sensex (Points)*		
	High	Low	Close	High	Low	Close
April, 2017	31972.50	28551.00	29000.00	30184.22	29241.48	29918.40
May, 2017	30000.00	26802.00	27300.00	31255.28	29804.12	31145.80
June, 2017	47674.20	25222.00	47674.20	31522.87	30680.66	30921.61
July, 2017	49600.20	33803.05	33803.05	32672.66	31017.11	32514.94
August, 2017	40516.85	32100.00	37500.00	32686.48	31128.02	31730.49
September, 2017	37899.95	33505.00	35000.00	32524.11	31081.83	31283.72
October, 2017	38998.95	35000.00	38000.00	33340.17	31440.48	33213.13
November, 2017	38999.95	34771.05	37068.65	33865.95	32683.59	33149.35
December, 2017	39243.50	34012.00	38428.00	34137.97	32565.16	34056.83
January, 2018	47500.00	37764.00	40499.00	36443.98	33703.37	35965.02
February, 2018	41499.95	35001.05	37100.05	36256.83	33482.81	34184.04
March, 2018	39000.00	35600.00	36200.00	34278.63	32483.84	32968.68

* Source: www.bseindia.com

- 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, 2018.



i) **Trading of Securities:** The securities of the Company were not suspended from trading any time during the financial year 2017-2018.

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, 2018:**

Range		Number of Shareholders	% of Shareholders	Number of Shares	% of Shares
From	To				
1	500	1835	99.03	11391	11.79
501	1000	4	00.22	3137	03.25
1001	2000	3	00.16	4993	05.17
2001	3000	0	00.00	0	00.00
3001	4000	3	00.16	10325	10.69
4001	5000	3	00.16	12206	12.64
5001	10000	3	00.16	19980	20.68
10001 & Above		2	00.11	34568	35.78
TOTAL		1853	100.00	96600	100.00

m) **Dematerialization of Equity Shares and Liquidity:**

As on 31st March, 2018, 96.99% 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, 2018.

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-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,
Website: www.rasoigroup.in

11. DISCLOSURES:

11.1 Related Party Transactions:

Transactions of material nature with related parties during the financial year 2017-2018 had no potential conflict with the interest of the Company at large. All the transactions entered during the financial year 2017-2018 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 2017-2018, 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 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 2017-2018, 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 Regulations.

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 2017-2018. 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, 2018. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters are not applicable.

11.9 Disclosure of accounting treatment:

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

11.10 Related Party Disclosures:

The disclosure as required by Indian Accounting Standards (IND AS - 24) on "Related Party" are given in appended financial statements under notes to accounts.

11.11 Code of Conduct for Prevention of Insider Trading:

The Company has adopted a Code of Conduct for Prevention of Insider Trading for its promoters, directors, employees and other connected persons. 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.

11.12 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, 2018. 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

11.13 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: 22nd May, 2018

Sd/-
H M Parekh
Director
DIN: 00026530

Sd/-
Kapil Kaul
Executive Director & CFO
DIN: 00053937

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, 2018.

Place: Kolkata
Date: 22nd May, 2018

Sd/-
Sayantani 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, 2018, 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/-
M R Goenka
Partner

Place: Kolkata
Date: 22nd May, 2018

FCS No.: 4515
C P No.:2551