

RASOI LIMITED

CIN: U25190WB1905PLC001594

Registered Office: Adventz Infinity @ 5, Plot No. 5, Block BN,

Office No. 1106, 11th Floor, Sector-V, Salt Lake, Kolkata - 700091

Tel.: (033) 4527 0598, E-mail: secdept@rasoigroup.in, Website: www.rasoigroup.in

NOTICE

Notice is hereby given that the 122nd Annual General Meeting of the Members of Rasoi Limited will be held on Thursday, 13th August, 2026 at 10:00 a.m. at QUBE Banquet, 1st Floor, Hotel LYNQ AERO, DN-5, Block DN, Sector - V, Salt Lake, Kolkata – 700091, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2026 together with the reports of the Board of Directors' and Auditors' thereon; and (b) the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2026 together with the report of Auditors' thereon and in this regard, if thought fit, pass the following resolutions as **ORDINARY RESOLUTIONS**:

- a) **"RESOLVED THAT** the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2026 and reports of the Board of Directors' and Auditors' thereon be and are hereby received, considered and adopted."
- b) **"RESOLVED THAT** the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2026 together with the Auditors' Report thereon be and are hereby received, considered and adopted."

2. To appoint a director in place of Dr. Sayantan Bandyopadhyay, (DIN: 02385312), who retires by rotation and being eligible, offers himself for re-appointment as a director of the Company and in this regard, if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Dr. Sayantan Bandyopadhyay, (DIN: 02385312), Director of the Company, who retired by rotation and being eligible, had offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, who shall be liable to retire by rotation."

SPECIAL BUSINESS:

3. Approval of Commission payable to Mrs. Shashi Mody, Non-Executive Director of the Company:

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Amendment) Act, 2020, and read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to pay commission as detailed in the statement, to Mrs. Shashi Mody, (DIN: 00053887) Non-Executive Director and Chairperson of the Company, for a period of 3 (three) consecutive years, for the financial year ended on 31st March, 2027 upto the financial year ending on 31st March, 2029 and payable in such manner, as may be decided by the Board of Directors from time to time.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the term mentioned above and pursuant to Schedule V, Part II, Section II(A) of the Act, the aforesaid Non-executive Director shall be paid the minimum remuneration as detailed in the statement and as may be decided by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter, revise and/or decide the commission/remuneration payable from time to time as it may deem fit, and to do all such act(s), deed(s), matter(s) and thing(s), as it may in its absolute discretion, deem fit, necessary or appropriate."

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4. Re-appointment of Dr. Sayantan Bandyopadhyay as a Whole-time Director, designated as Executive Director & Chief Executive Officer of the Company:

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Dr. Sayantan Bandyopadhyay, (DIN: 02385312) as a Whole-time Director, designated as Executive Director & Chief Executive Officer of the Company for a period of 3 (three) years with effect from 1st October, 2026 to 30th September, 2029, who shall be liable to retire by rotation, on the terms and

conditions, as set out in the Statement attached to this notice.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of Dr. Sayantan Bandyopadhyay as a Whole-time Director, designated as Executive Director and Chief Executive Officer of the Company, the payment of remuneration including salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration and shall be governed by the limits prescribed under Schedule V, Part II, Section II(A) of Companies Act, 2013 as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit, subject to the same not exceeding the limits specified under Schedule V, Part II, Section II(A) of the Companies Act, 2013 as amended from time to time and to do all such act(s), deed(s), matter(s) and thing(s), as it may in its absolute discretion, deem fit, necessary or appropriate.”

Place: Kolkata

Date: 9th July, 2026

Registered Office:

Adventz Infinity @ 5, Plot No. 5, Block BN, Office No. 1106, 11th Floor, Sector-V, Salt Lake, Kolkata - 700091

By order of the Board of Directors

Sd/-

Naresh Patangi

Executive Director, CS & Compliance Officer
DIN: 05244530 & Membership No. FCS - 8112

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED, STAMPED AND SIGNED IN ORDER TO BE VALID MUST BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights provided that a Member holding more than 10% of the total share capital of the Company carrying voting rights

may appoint a single person as proxy and such person shall not act as proxy for any other Member.

2. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business is annexed hereto and forms part of this notice.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution in pursuant to the provisions of Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote on their behalf at the Meeting.
4. Route-map to the venue of the Meeting is provided in the Annual Report for the convenience of the Members.
5. In compliance with Section 118(10) of the Companies Act, 2013, read with Clause 14 of the

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Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), no gifts/coupons will be distributed to the members at the Annual General Meeting.

6. Members/proxies are requested to produce the enclosed attendance slip duly filled up and signed as per specimen signature recorded with the Company for admission to the meeting hall.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
8. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easier identification of attendance at the Meeting.
9. Brief resume of the Director seeking appointment/re-appointment at the ensuing AGM as required under SS-2 'Secretarial Standard on General Meetings' is annexed hereto and forms part of this Notice. The Company is in receipt of relevant disclosures from the Directors pertaining to their appointment/re-appointment.
10. Members are requested to bring their attendance slip along with their copy of the Notice/Annual Report at the meeting. Please note that the copies of the Annual Report/Notice will NOT be distributed and/or be made available at the Meeting.
11. All relevant documents referred to in the accompanying Notice are available for inspection by the Members at the registered office of the Company during business hours on working days up to the date of the AGM.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.
13. Members are requested to notify immediately any change of address or bank mandates to their respective Depository Participant(s) in respect of their holding in electronic form and to the Company / Registrar and Share Transfer Agent (RTA), MUFG Intime India Private Limited in respect of physical share folios, if any.
14. The Company has transferred the unpaid or unclaimed dividend declared upto the financial

year 2017-2018 from time to time to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Attention of the members is drawn to the provisions of Section 124(6) of the Companies Act, 2013 which requires a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more. In accordance with the aforesaid provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has transferred of shares in respect of which dividend has not been paid or claimed by the Members for 7 (seven) consecutive years or more.

A member desirous to claim back his shares from IEPF Authority can do so by following prescribed procedure under the said Rules. The said details are available on the website of the company at www.rasoigroup.in and have also been uploaded on the website of the MCA and the same can be accessed through the link: www.mca.gov.in and on the website of IEPF viz. www.iepf.gov.in

15. Pursuant to Rule 9A(3) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, transfer of securities of unlisted public Companies could not be processed unless the securities are held in the dematerialized form with a depository. Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares of the Company held in physical mode.
16. In terms of the provisions of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders. Shareholders holding shares in physical form and desirous of availing the above facility are advised to submit their Nomination in Form SH-13 with the Company's RTA. The nomination form can be downloaded from the Company's website www.rasoigroup.in under the section "Investors Information". However, in case of demat holdings, the shareholders should approach to their respective Depository Participant(s) for making nominations.
17. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form

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and with the Company's RTA in case the shares are held by them in physical form.

18. Non-Resident Indian Members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if the details are not furnished earlier.
19. The Annual Report 2025-2026, the Notice of 122nd AGM and instructions for e-voting along with Attendance Slip and Proxy Form are being sent to all Members through permitted mode.
20. Information and other instructions relating to voting process:
 - (a) Voting through electronic means:
In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 and the Secretarial Standards on General Meetings (SS-2), the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be passed at the 122nd AGM by electronic means. The Members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting'). The Company has engaged the services of National Securities Depository Limited (NSDL) as agency to provide e-voting facility. Kindly refer point no. 21 for "The details of the process and manner for remote e-voting."
 - (b) Voting at the AGM:
The facility for voting through ballot paper shall be made available at the AGM and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the meeting. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 - (c) The Board of Directors of the Company has appointed CS Mohan Ram Goenka, Practicing Company Secretary (FCS No.: 4515 / CP No.: 2551), Partner, MR & Associates, Company Secretaries, Kolkata, as the Scrutinizer to

conduct and scrutinize the remote e-voting process and the voting process at the AGM in a fair and transparent manner.

- (d) The remote e-voting period commences on Monday, 10th August, 2026 (9:00 a.m.) and ends on Wednesday, 12th August, 2026 (5:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 6th August, 2026, may cast their vote through remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- (e) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, i.e. 6th August, 2026. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through ballot paper and the person who is not a Member as on the cut-off date should treat this notice for information purpose only.
- (f) Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. 6th August, 2026 may obtain the User Id and password by sending a request at evoting@nsdl.com or contact to the RTA at: (033) 69066200. However, if the member is already registered with NSDL for remote e-voting then he can use his existing user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at: (022) 48867000. In case of Individual Shareholders holding securities in demat mode may follow steps mentioned in the Notice of the AGM under Step 1: "Access to NSDL e-Voting system" for remote e-voting.
- (g) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes

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cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by her in writing, who shall countersign the same and declare the result of the voting forthwith.

The results declared along with the consolidated scrutinizer's report shall be placed on the Company's website www.rasoigroup.in and on the website of NSDL www.evoting.nsdl.com

- (h) Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to have been passed on the date of the Meeting i.e. 13th August, 2026.

21. The details of the process and manner for remote e-voting are explained herein below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evoting_login.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you

Type of shareholders	Login Method
	will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.

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Type of shareholders	Login Method
	After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & new system Myeasi Tab and then use your existing my easi username & password. 2. After successful login of Easi/ Easiest the user will be also able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service providers, so that the user can visit the e-Voting service providers' website directly.

	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 48867000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. "Rasoi Limited e-voting.pdf". Open the "Rasoi Limited e-voting.pdf". The password to open the "Rasoi Limited e-voting.pdf" is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The "Rasoi Limited e-voting.pdf" contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

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8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- I. Corporate/Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to goenkamohan@gmail.com with a copy marked to evoting@nsdl.com Corporate/Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
- II. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct

password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

- III. In case of any queries regarding remote e-voting, you may refer the Frequently Asked Questions (FAQs) and remote e-voting user manual for Members available at the downloads section of NSDL website at www.evoting.nsdl.com or call on: 022-48867000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL, 301, 3rd Floor, Naman Chambers, G Block, Plot No – C-32, Bandra Kurla Complex, Bandra East, Mumbai – 400051, at E-mail id evoting@nsdl.com Further queries relating to remote e-voting may be addressed to Mr. Naresh Patangi, Executive Director, Company Secretary & Compliance Officer, Adventz Infinity @ 5, Plot No. 5, Block BN, Office No. 1106, 11th Floor, Sector-V, Salt Lake, Kolkata - 700091, email: secdept@rasoigroup.in, phone No. 033-45270598.

Process for those shareholders whose email ids are not registered with the depositories/ Company for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at secdept@rasoigroup.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company at secdept@rasoigroup.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

Notice (contd.)**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Statement sets out all material facts relating to the business mentioned in the accompanying Notice:

Item No. 3: Approval of commission payable to Mrs. Shashi Mody, Non-Executive Director of the Company

In terms of the provisions of Section 197 of the Companies Act, 2013 ('the Act') read with the Companies (Amendment) Act, 2020, and read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the remuneration payable to any non-executive director shall not exceed one percent of the net profits of the Company computed in the manner stipulated in Section 198 of the Act, if there is a managing or whole-time director or manager and if a company has no profits or its profits are inadequate in any financial year, any non-executive director of such company may be paid remuneration pursuant to Schedule V of the Act, as amended from time to time, in addition to the sitting fees payable for attending Board/ Committee meetings.

In view of the contributions of non-executive director in business development, governance, long term strategy and compliances in Company's continuous growth and expansion, it is proposed to pay commission upto 1% of the net profits of the Company computed in the manner stipulated in Section 198 of the Act, for each financial year in addition to the sitting fees payable for attending Board/ Committee meetings to Mrs. Shashi Mody, Non-Executive Director & Chairperson for a period of continuous 3 (three) years, i.e., for the financial year ended on 31st March, 2027 upto the financial year ending on 31st March, 2029.

The members may note that in the event of loss or inadequacy of profits in any financial year during the period mentioned above and pursuant to Schedule V, Part II, Section II(A) of the Act, Mrs. Shashi Mody, Non-executive Director shall be paid the minimum remuneration between Rs. 12 lakh to Rs. 24 lakh for each financial year, as may be decided by the Board of Directors of the Company from time to time in addition to the sitting fees payable for attending Board/ Committee meetings.

The Board recommends the Special Resolution as set out at the item No. 3 of the Notice for approval by the Members.

Relevant information as required under Part II of Schedule V of the Companies Act, 2013 and SS-2 Secretarial Standards on General Meetings has been given in the annexure to this Notice.

Except Mrs. Shashi Mody, none of the other directors or Key Managerial Personnel of the Company or their relatives are, in any way, deemed to be concerned or interested, financially or otherwise, in the said resolution.

Item No. 4: Re-appointment of Dr. Sayantan Bandyopadhyay as a Whole-time Director, designated as Executive Director and Chief Executive Officer of the Company

Dr. Sayantan Bandyopadhyay was reappointed as a Whole-time Director, designated as Executive Director and Chief Executive Officer of the Company for a period of 3 (three) years w.e.f. 1st October, 2023 to 30th September, 2026 under the provisions of the Companies Act, 2013 and rules made thereunder. Dr. Sayantan Bandyopadhyay, aged 73 years, is a Master in Science and Ph. D in Taxonomy & Systemics, and having rich experience in manufacturing and factory operations.

The Board of Directors in its meeting held on 5th May, 2026 re-appointed Dr. Sayantan Bandyopadhyay as a Whole-time Director, designated as Executive Director and Chief Executive Officer of the Company for a period of 3 (three) years with effect from 1st October, 2026 to 30th September, 2029, who shall be liable to retire by rotation, subject to the approval of the Members of the Company. The Company has received a notice from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director. Further, he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company.

It is proposed to seek the Members' approval for the re-appointment of and remuneration payable to, Dr. Sayantan Bandyopadhyay as a Whole-time Director, designated as Executive Director and Chief Executive Officer of the Company in terms of the applicable provisions of the Companies Act, 2013 and the rules made thereunder. Broad particulars of the terms & conditions of appointment of and remuneration payable to Dr. Sayantan Bandyopadhyay are as under:

Notice (contd.)

Sl. No.	Particulars	Details of Remuneration
1	Salary	Rs. 1,00,000/- to Rs. 1,30,000/- per month, which may be decided, altered, increased or decreased by the Board of Directors from time to time within the limits as specified in Schedule V of the Companies Act, 2013.
2	House Rent Allowance	Rs. 40,000/- to Rs. 60,000/- per month, which may be decided, altered, increased or decreased by the Board of Directors from time to time within the limits as specified in Schedule V of the Companies Act, 2013.
3	Conveyance Allowance / Motor Car	Rs. 30,000/- to Rs. 50,000/- per month, which may be decided, altered, increased or decreased by the Board of Directors from time to time, within the limits specified in Schedule V of the Companies Act, 2013; or Provision of motor car with driver.
4	Leave Travel Allowance	As per rules of the Company not exceeding Rs. 3 lakhs per annum.
5	Other Allowance	Not exceeding Rs. 3 lakhs per annum, which may be decided, altered, increased or decreased by the Board of Directors from time to time within the limits as specified in Schedule V of the Companies Act, 2013.
6	Medical Allowance	a) Reimbursement of medical expenses not exceeding Rs. 60,000/- per annum. b) Medical insurance cover for him - up to Rs. 3,00,000/- per annum. c) Personal Accident insurance cover for him - up to Rs. 3,00,000/- per annum.
7	Bonus	As per the rules of the Company.
8	Reimbursement of Expenses	Expenses incurred in regard to business of the Company shall be reimbursed at actual and not considered as perquisites.
9	Gratuity, Provident and other Funds	As per the rules of the Company.
10	Leave and Leave Encashment	a) Entitled to leave as per the rules of the Company. b) Encashment of leave accumulation as per the rules of the Company.

OTHER PERQUISITES:

Subject to the overall ceiling on remuneration mentioned herein below, other allowances, benefits and perquisites as the Board of Directors may from time to time decide.

OVERALL REMUNERATION:

The aggregate remuneration including salary, perquisites and other allowances in any financial year shall not exceed the limits prescribed from time to time under Sections 196, 197 and 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as amended from time to time.

MINIMUM REMUNERATION:

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of Dr. Sayantan Bandyopadhyay, Whole-time Director, designated as Executive Director and Chief Executive Officer of the Company, the remuneration payable will be treated as minimum remuneration and shall be governed by the limits prescribed under Schedule V,

Part II, Section II(A) of Companies Act, 2013, as amended from time to time.

Section 196(3)(a) of the Act inter-alia provides that no Company shall appoint or continue the employment of any person as Whole-time Director, who has attained the age of 70 years, unless his appointment is approved by a special resolution. Dr. Sayantan Bandyopadhyay has attained the age of 73 years. Therefore, to comply with the relevant provisions of the Companies Act, 2013 approval for his appointment as Whole-time Director, designated as Executive Director and Chief Executive Officer is sought as Special Resolution.

The Board Considers that Dr. Sayantan Bandyopadhyay's rich and varied experience would be of immense benefit to the company and it is desirable to appoint him as a Whole-time Director, designated as Executive Director and Chief Executive Officer of the Company. Accordingly, the Board recommends the Special Resolution as set out at item No. 4 of the Notice for approval by the Members.

Notice (contd.)

Relevant information as required under Part II of Schedule V of the Companies Act, 2013 and SS-2 Secretarial Standards on General Meetings has been given in the annexure to this Notice.

Except Dr. Sayantan Bandyopadhyay, being appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, deemed to be concerned or interested, financially or otherwise, in the said resolution.

Annexure to the Notice of the Annual General Meeting (AGM)

Particulars of Directors being proposed for appointment/re-appointment or whose remuneration is proposed at the ensuing Annual General Meeting pursuant to SS-2 Secretarial Standard on General Meetings:

Particulars	Name of Directors	
	Mrs. Shashi Mody (DIN: 00053887)	Dr. Sayantan Bandyopadhyay (DIN: 02385312)
Age	67 years	73 years
Date of Appointment	20th July, 2019	1st October, 2020
Qualification	Bachelor of Arts.	Master of Science and Ph. D in Taxonomy & Systemics
Expertise in specific functional areas/ Brief Resume	She possesses rich and wide experience as an Industrialist for about three decades and having knowledge in food processing, baby care products, real estate, treasury & finance and travel related services.	He possesses rich experience in manufacturing and factory operations.
List of Directorship in other entities	Nil	1. Leaders Healthcare Private Ltd. (Formerly Leaders Healthcare Ltd.) 2. Silver Trading and Services Ltd.
Membership/ Chairmanship of Committees of other entities	Nil	Nil
Number of Board Meetings attended during the financial year 2025-2026	2 (two)	4 (four)
Number of equity shares held in the Company	2435 Equity Shares	Nil
Terms and Conditions of appointment/ re-appointment	In terms of Section 152(6) of the Companies Act, 2013 Mrs. Shashi Mody is liable to retire by rotation.	As per resolution at item no. 4 of the Notice read with statement thereto, Dr. Sayantan Bandyopadhyay is proposed to be re-appointed as a Whole-time Director, designated as Executive Director & CEO of the Company for a period of 3 (three) years w.e.f. 1st October, 2026 to 30th September, 2029, and is liable to retire by rotation.
Remuneration last drawn (including sitting fees, Commission, if any) (FY 2025-2026)	Rs. 24.44 Lakhs (including sitting fees of Rs. 44,000/-)	Rs. 21.06 Lakhs p.a

Notice (contd.)

Particulars	Name of Directors	
Remuneration proposed to be paid	Remuneration as the Board of Directors may decide from time to time and sitting fees for attending Board / Committee meetings.	Rs. 23.06 Lakhs p.a. (approx.) which the Board of Directors may decide from time to time within the limits as specified in Schedule V of the Companies Act, 2013.
Relationship with other Director(s)/ Key Managerial Personnel(s) of the Company	She is not related inter-se to any Director(s) or Key Managerial Personnel(s) of the Company within the meaning of Section 2(77) of the Companies Act, 2013.	He is not related inter-se to any Director(s) or Key Managerial Personnel(s) of the Company within the meaning of Section 2(77) of the Companies Act, 2013.

Notice (contd.)

Relevant information as required under Part II of Schedule V of the Companies Act, 2013 is given below:

I. General Information:	
1. Nature of Industry	The Company is engaged in the business of manufacturing baby care products and packing materials. The Company also deals in metals.
2. Date or expected date of commencement of commercial production	The Company is an existing Company and is in operation since 1905.
3. In case of new companies, expected date of Commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4. Financial performance based on given indicators	EPS: Rs. 358.20 (On Standalone basis) Return on Networth: 1.93%
5. Foreign Investment or Collaborations, if any.	Nil
II. Information about the appointee:	
1. Background details	
Mrs. Shashi Mody	Dr. Sayantan Bandyopadhyay
She possesses rich and wide experience as an Industrialist for about three decades and having knowledge in food processing, baby care products, real estate, treasury & finance and travel related services.	He possesses rich experience in manufacturing and factory operations. He is associated with the Company since 2014.
2. Past Remuneration (F.Y. 2025-2026)	
Mrs. Shashi Mody	Dr. Sayantan Bandyopadhyay
Rs. 24.44 Lakhs (including sitting fees of Rs. 44,000/-)	Rs. 21.06 Lakhs p.a.
3. Recognition or awards	
Mrs. Shashi Mody	Dr. Sayantan Bandyopadhyay
She is promoter and having rich experience in the industry in which the Company operates.	He is having rich experience in the industry in which the Company operates.
4. Job profile and suitability	
Mrs. Shashi Mody	Dr. Sayantan Bandyopadhyay
Mrs. Shashi Mody is a Non-Executive Director of the Company. Taking into consideration her expertise, she is best suited for the responsibilities currently assigned to her by the Board of Directors.	Dr. Sayantan Bandyopadhyay, is Executive Director and Chief Executive Director of the Company. Taking into consideration his expertise, he is best suited for the responsibilities currently assigned to him by the Board of Directors.
5. Remuneration proposed	
Mrs. Shashi Mody	Dr. Sayantan Bandyopadhyay
Remuneration as the Board of Directors may decide from time to time and sitting fees for attending Board/ Committee meetings.	Rs. 21.06 Lakhs p.a. (approx.) which the Board of Directors may decide from time to time within the limits as specified in Schedule V of the Companies Act, 2013.

Notice (contd.)

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	
Mrs. Shashi Mody	Dr. Sayantan Bandyopadhyay
The remuneration as proposed of Mrs. Shashi Mody is as per industry standards.	The remuneration as proposed of Dr. Sayantan Bandyopadhyay is as per industry standards.
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	
Mrs. Shashi Mody	Dr. Sayantan Bandyopadhyay
She holds 2435 shares of the Company. She does not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel other than the remuneration proposed. She forms part of the Promoter Group of the Company.	He holds nil shares of the Company. He does not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel other than the remuneration proposed.
III. Other Information:	
1. Reasons of Loss or inadequate profits	Due to increase in competition and stress on margin, Company could not achieve high levels of profits.
2. Steps taken or proposed to be taken for improvement	The Company has taken cost rationalization measures to improve operational efficiency and profitability.
3. Expected increase in productivity and profits in measurable terms	The Company anticipates increase in revenue and profits.
IV. Disclosures:	
1. Remuneration package of the managerial person	As detailed in the statement which forms part of the Notice of AGM.
2. Disclosure in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2025-2026	Not Applicable

Place: Kolkata

Date: 9th July, 2026

Registered Office:

Adventz Infinity @ 5, Plot No. 5, Block BN, Office No. 1106,
11th Floor, Sector-V, Salt Lake, Kolkata - 700091

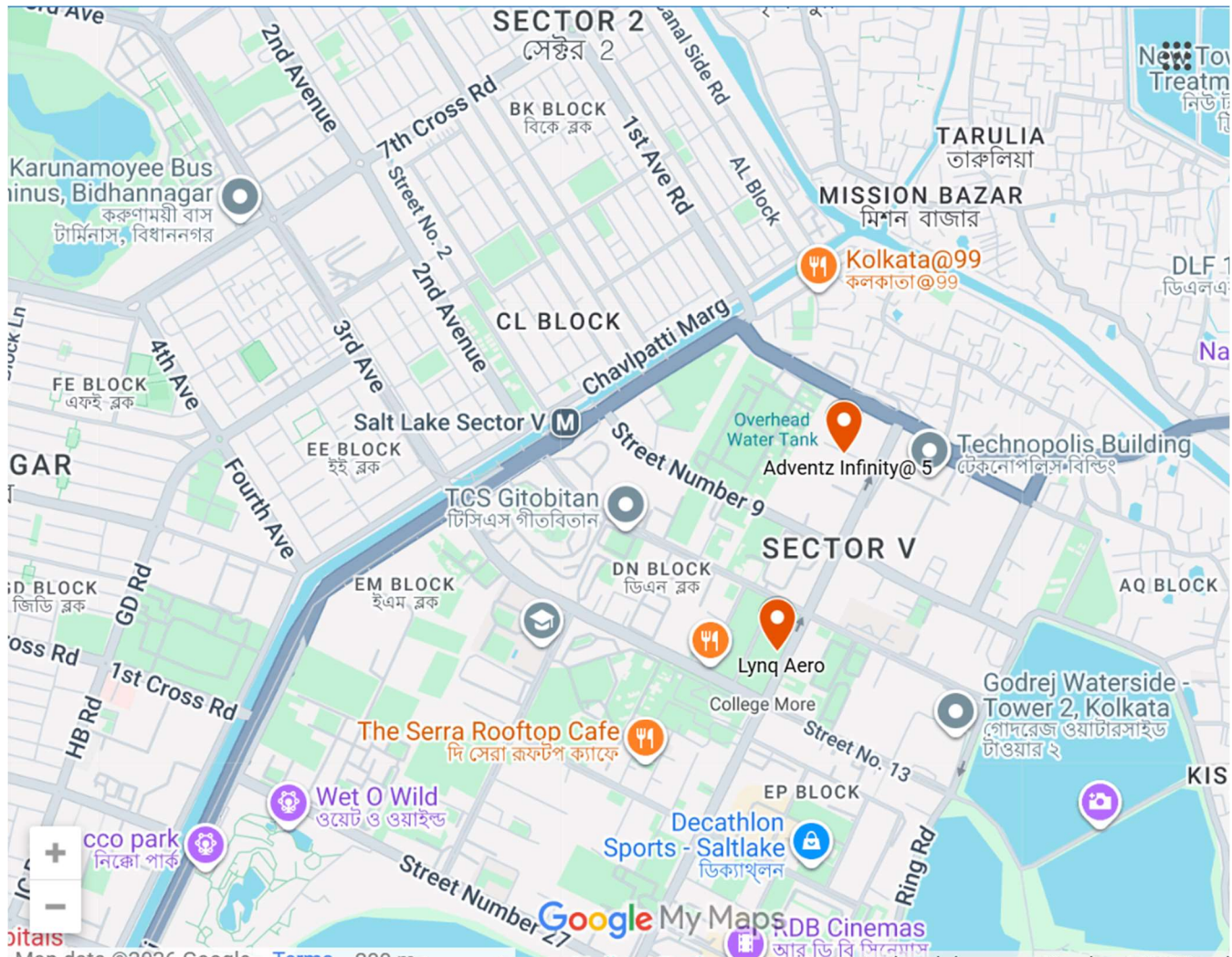
By order of the Board of Directors

Sd/-

Naresh Patangi

Executive Director, CS & Compliance Officer
DIN: 05244530 & Membership No. FCS - 8112

ROUTE MAP TO THE VENUE OF THE 122ND ANNUAL GENERAL MEETING OF RASOI LIMITED



QUBE BANQUET, 1ST FLOOR, HOTEL LYNQ AERO
DN-5, BLOCK DN, SECTOR – V, SALT LAKE, KOLKATA - 700091