

RASOI LIMITED

CIN: L25190WB1905PLC001594

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

Tel.: (033) 2248 0114, Fax: (033) 2248 1200, E-mail: secdept@rasoigroup.in, Website: www.rasoigroup.in

NOTICE

Notice is hereby given that the 113th Annual General Meeting of the members of Rasoi Limited will be held on Monday, the 25th day of September, 2017 at 11.30 a.m. at Rabindra Tirtha, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata - 700156 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, 2017 and 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, 2017 and the reports of the Auditors thereon.
2. To declare dividend on equity shares for the financial year ended 31st March, 2017.
3. To appoint a Director in place of Mr. Raghu Nandan Mody (DIN: 00053329), who retires by rotation and being eligible, offers himself for re-appointment as a Director.
4. To appoint Statutory Auditors of the Company and fix their remuneration.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as recommended by the Audit Committee, M/s. B Chhawchharia & Company, Chartered Accountants, (FRN: 305123E) be and are hereby appointed as Statutory Auditors of the Company, in place of M/s. Lodha & Co., Chartered Accountants, (FRN: 301051E) the retiring Auditors, for a term of five consecutive years, to hold office from the conclusion of the ensuing 113th Annual General Meeting till the conclusion of the 118th Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the members, if required, at every intervening Annual General Meeting held after this Annual General Meeting on such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors”.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company, Mrs. Sakshi Mody (DIN: 06518139), who was appointed as an Additional Director of the Company with effect from 4th February, 2017, by the Board of Directors on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing along with requisite deposit from a member pursuant to Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

By order of the Board of Directors

Place: Kolkata
Date: 29th May, 2017

Sd/-
Naresh Patangi
Company Secretary

Registered Office:

'Rasoi Court', 20, Sir R N Mukherjee Road, Kolkata – 700 001

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 IN ORDER TO BE EFFECTIVE SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE TIME OF COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty 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 person or shareholder.

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 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. 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.
6. Members who hold shares in dematerialized form are requested to bring their client ID and DPID numbers for easier identification of attendance at the meeting.
7. Brief resume of the Directors seeking appointment/re-appointment at the ensuing AGM as required under Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standard on General Meetings is annexed to the Notice. The Company is in receipt of relevant disclosures from the Directors pertaining to their appointment/re-appointment.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 19th September, 2017 to Monday, 25th September, 2017 (both days inclusive) in connection with the AGM and for determining the names of members eligible for dividend on Equity Shares for the financial year ended 31st March, 2017, if declared at the AGM.
9. The dividend on Equity Shares, as recommended by the Board, if declared at the meeting, will be credited / dispatched between 10th October, 2017 to 16th October, 2017 to those members:
 - i) whose names appear as Members in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company / Registrar and Share Transfer Agent (RTA), on or before 18th September 2017, and
 - ii) whose names appear as Beneficial Owners as at the end of the business hours on 18th September 2017, as per the lists to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form.
10. Members are requested to bring their attendance slips alongwith copies of the Notice/Annual Report at the meeting. Please note that the copies of the report will NOT be distributed and/or be made available at the meeting.
11. Members desirous of getting any information on the accounts or operations of the Company are requested to forward their queries to the Company at least seven days prior to the meeting so that the required information can be made available at the Meeting.
12. All relevant documents referred to in the 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.
13. 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.

14. 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 RTA, C B Management Services (P) Ltd., Unit: Rasoi Limited, P-22, Bondel Road, Kolkata – 700 019 in respect of physical share folios, if any.
 15. The Company has transferred the unpaid or unclaimed dividend declared upto the financial year 2008-2009 from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The unclaimed dividend in respect of the financial year ended on 31st March, 2010 is due for transfer to the IEPF in month of October, 2017. The shareholders whose dividend remained unclaimed for the financial year 2009-10 and for subsequent financial years are requested to claim it immediately from the Company. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 27th September, 2016 (date of the previous Annual General Meeting) under “Investor Relations” section at the website of the Company. The said details have also been uploaded at the website of the Ministry of Corporate Affairs and the same can be accessed through the link: www.mca.gov.in and at the website of IEPF viz. www.iepf.gov.in
Attention of the members is drawn to the provisions of Section 124(6) of the Act which require 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 Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has already initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2009-10 or earlier financial years has not been paid or claimed by the members for 7 (seven) consecutive years or more.
 16. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form can submit their PAN to the Company / RTA.
 17. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company’s website www.rasoigroup.in under the section ‘Investor Relations’.
 18. To comply with the provisions of Sections 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company is required to update its database by incorporating some additional details of its members.
Members are thus requested to kindly submit their e-mail ID and other details vide Members Database Updation Form attached with this Annual Report by filling up and signing at the appropriate place in the said form and return the same to the RTA. The e-mail ID provided shall be updated subject to successful verification of your signature(s) as per record available with the RTA of the Company.
 19. The Annual Report 2016-17, the Notice of 113th AGM and instructions for e-voting along with Attendance Slip and Proxy Form are being sent by electronic mode to all members whose e-mail address are registered with the Company / Depository Participant(s), unless a member has requested for physical copy of the documents. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent through permitted mode.
 20. Information and other instructions relating to e-voting.
 - (a) 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 as substituted by the Companies (Management and Administration) Amendment, Rules 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be passed at the 113th 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.
 - (b) 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.
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- (c) The facility for voting through ballot paper shall be made available at the meeting 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.
 - (d) The remote e-voting period commences on Friday, 22nd September, 2017 (9:00 a.m.) and ends on Sunday, 24th September, 2017 (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. 18th September, 2017, 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. 18th September, 2017. 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.
 - (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. 18th September, 2017 may obtain the User Id and password by sending a request at evoting@nsdl.co.in or contact to the RTA at (033) 4011 6728. 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 the toll free no.: 1800-222-990.
 - (g) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes 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 Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
Further, in accordance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall submit to the Stock Exchange, details of the Voting results in the prescribed format within forty-eight hours of conclusion of the AGM. 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 <https://www.evoting.nsdl.com>. The result shall simultaneously be communicated to the BSE Limited.
 - (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. 25th September, 2017.
21. I. The instructions for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "Rasoi Limited e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Rasoi Limited.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
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- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to goenkamohan@hotmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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 - (ii) Please follow all steps from Sl. No. 21. I. A. (ii) to Sl. No. (xii) above, to cast vote.
- II. 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 contact Mr. Rajiv Ranjan, Assistant Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Lower Parel, Mumbai 400 013, e-mail: evoting@nsdl.co.in or rajivr@nsdl.co.in, phone No. (022) 2499 4738 or 1800-222-990. Further queries relating to remote e-voting may be addressed to Naresh Patangi, Company Secretary, Rasoi Court, 20, Sir, R N Mukherjee Road, Kolkata – 700001, email: secdept@rasoigroup.in, phone No. (033) 2248 0114.
- III. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

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

Item No. 5

Mrs. Sakshi Mody, was appointed as an Additional Director (Non-Independent, Non-Executive) of the Company by the Board of Directors with effect from 4th February, 2017 in terms of Section 161 of the Companies Act, 2013 and pursuant to the provisions of the Articles of Association of the Company.

Mrs. Sakshi Mody, aged 32 years, is a graduate from University of Virginia, USA. She has a wide range of experience, working in different types media like print, television, online and public relations.

In terms of the provisions of Section 161 of the Companies Act, 2013, Mrs. Sakshi Mody shall hold office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing along with requisite deposit from a member under Section 160 of the Companies Act, 2013 proposing her candidature to the office of Director. Further, she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Director.

The Board considers that her wide range of experience would be of immense benefit to the Company. Accordingly, the Board recommends her appointment as a Director of the Company, who shall be liable to retire by rotation.

The Board recommends the ordinary resolution as set out under item No. 5 of the notice for your approval.

Except Mr. Raghu Nandan Mody, Director and Mrs. Sakshi Mody, being appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Annexure to the Notice

Particulars of the Directors being proposed for appointment/re-appointment at the ensuing Annual General Meeting pursuant to Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standard on General Meetings are given below:

Name of Director	Mr. Raghu Nandan Mody	Mrs. Sakshi Mody
Date of Birth	18.02.1939	27.08.1984
Date of Appointment	01.04.1978	04.02.2017
Qualification	Senior Cambridge	Graduate from University of Virginia, USA
Nature of expertise in specific functional areas / Brief Resume	More than four decades of experience as an Industrialist.	She has a wide range of experience working in different types media like print, television, online and public relations.
List of Directorship in other entities	1. Hindustan Composites Limited 2. J L Morison (India) Limited 3. Prabhukripa Overseas Limited 4. Rasoi Express Private Limited	1. Hindustan Composites Limited 2. J L Morison (India) Limited
Membership/Chairmanship of Committees of other entities	<u>Hindustan Composites Limited</u> Audit Committee - Member Stakeholders Relationship Committee - Member Corporate Social Responsibility Committee - Member <u>J L Morison (India) Limited</u> Nomination and Remuneration Committee - Member	<u>Hindustan Composites Limited</u> Nomination and Remuneration Committee – Member <u>J L Morison (India) Limited</u> Corporate Social Responsibility Committee - Member
No. of Board Meetings attended during the year	1	—
No. of equity shares held in the Company	276	NIL
Terms and Conditions of appointment/re-appointment	He is liable to retire by rotation.	She is liable to retire by rotation.
Remuneration to be paid	Not applicable	Not applicable
Relationship with Director(s) / Key Managerial Personnel of the Company	Grandfather-in-law of Mrs. Sakshi Mody, Director of the Company.	Granddaughter-in-law of Mr. Raghu Nandan Mody, Chairman of the Company.

By order of the Board of Directors

Place: Kolkata
Date: 29th May, 2017

Sd/-
Naresh Patangi
Company Secretary

Registered Office:
'Rasoi Court', 20, Sir R N Mukherjee Road, Kolkata – 700 001

RASOI LIMITED

CIN: L25190WB1905PLC001594

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

Tel.: (033) 2248 0114, Fax: (033) 2248 1200, E-mail: secdept@rasoigroup.in, Website: www.rasoigroup.in

Attention of the shareholders of the Company is invited to the Notice of the 113th Annual General Meeting of the Company dated 29th May, 2017.

The Notice of 113th Annual General Meeting (AGM) of the Company was approved by the Board of Directors of the Company in its meeting held on 29th May, 2017. Subsequently, the Board of Directors has vide circular resolution passed on 21st August, 2017, appointed Mr. Arindam Sarkar as an Additional Independent Director (Non-Executive) of the Company for a period of 5 (five) years from 21st August, 2017 to 20th August, 2022, subject to the approval of the shareholders at the ensuing AGM of the Company.

Accordingly, the resolution for appointment of Mr. Arindam Sarkar for the office of Director (Independent) will be taken up for consideration of the members at the 113th AGM of the Company as part of the Special Business of the Notice in the form of an ordinary resolution, as set forth below:

The Notice dated 29th May, 2017 shall be read in conjunction with this Addendum to Notice and be treated as forming part of the Annual Report 2016-17.

SPECIAL BUSINESS:

Item No. 6. – Appointment of Mr. Arindam Sarkar (DIN: 06938957) as Independent Director.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company, Mr. Arindam Sarkar (DIN: 06938957), who was appointed as an Additional Independent Director of the Company for a period of 5 (five) years with effect from 21st August, 2017, by the Board of Directors on the recommendation of the Nomination and Remuneration Committee in terms of Section 149 and 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing along with requisite deposit from a member pursuant to Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office upto 20th August, 2022, who shall not be liable to retire by rotation.”

By order of the Board of Directors

Sd/-

Naresh Patangi
Company Secretary

Place: Kolkata

Date: 21st August, 2017

Registered Office:

'Rasoi Court', 20, Sir R N Mukherjee Road,
Kolkata – 700 001

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business as proposed above to be transacted at the AGM is annexed hereto.
2. Brief resume of the Director seeking appointment at the ensuing AGM as required under Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standard on General Meetings is annexed hereto. The Company is in receipt of relevant disclosures from the Director pertaining to his appointment.
3. All relevant documents referred to in this Addendum to Notice of 113th AGM 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.
4. This Addendum to the Notice of 113th AGM is available along with the Notice of 113th AGM on the website of the Company.
5. All the processes, notes and instructions relating to e-voting set out for and applicable to the ensuing 113th AGM shall mutatis-mutandis apply to the e-voting for the Resolution proposed in this Addendum to the Notice of 113th AGM. Furthermore, the Scrutinizers appointed for the ensuing 113th AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 113th AGM.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

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

Item No. 6

Mr. Arindam Sarkar, was appointed as an Additional Independent Director of the Company by the Board of Directors through circular resolution for a period of five years with effect from 21st August, 2017, in terms of Section 149 and 161 of the Companies Act, 2013 and pursuant to the provisions of the Articles of Association of the Company subject to approval of shareholders at the ensuing Annual General Meeting.

Mr. Arindam Sarkar, aged 37 years, is an Advocate and Partner of a reputed Solicitor firm Khaitan & Co. with over twelve years of experience in the profession and has extensive work experience in venture capital, private equity, mergers and acquisitions, joint venture, investments and financial matters.

In terms of the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, appointment of an Independent Director requires approval of shareholders. Mr. Arindam Sarkar has given the requisite declarations pursuant to Section 149(7) of the Companies

Act, 2013, to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has also received a notice in writing along with requisite deposit from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director. Further, he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director. The Nomination and Remuneration Committee has also approved his appointment as Independent Director for a term of five years.

In the opinion of the Board, Mr. Arindam Sarkar fulfils the conditions as specified in the Companies Act, 2013 and the Rules made thereunder for appointment as an Independent Director and he is independent of the management.

The letter of appointment is available for inspection by members at the registered office of the Company during business hours on working days of the Company.

The Board considers that his association and his experience would be of immense benefit to the Company and it is desirable to avail services of Mr. Arindam Sarkar as an Independent Director. Accordingly, the Board recommends his appointment as an Independent Director of the Company.

The Board recommends the ordinary resolution as set out under item No. 6 of the notice for your approval.

Except Mr. Arindam Sarkar, being appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Particulars of the Directors being proposed for appointment/re-appointment at the ensuing Annual General Meeting pursuant to Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standard on General Meetings are given below:

Name of Director	Mr. Arindam Sarkar
Date of Birth	26.07.1980
Date of Appointment	21.08.2017
Qualification	B. A. & LLB (Hons.)
Nature of expertise in specific functional areas / Brief Resume	He is an Advocate and Partner of a reputed Solicitor firm Khaitan & Co. with over twelve years of experience in the profession and has extensive work experience in venture capital, private equity, mergers and acquisitions, joint venture, investments and financial matters.
List of Directorship in other entities	1. Albert David Limited 2. Saregama India Limited
Membership/Chairmanship of Committees of other entities	NIL
No. of Board Meetings attended during the year	—
No. of equity shares held in the Company	NIL
Terms and Conditions of appointment /re-appointment	He is not liable to retire by rotation.
Remuneration to be paid	Not applicable
Relationship with Director(s)/Key Managerial Personnel of the Company	Not related with any Directors, Key Managerial Personnel of the Company.
Justification for appointing as an Independent Director	He has over twelve years of experience in venture capital, private equity, mergers and acquisitions, joint venture, investments and financial matters. His association would be of immense benefit to the Company and it is desirable to avail services of Mr. Arindam Sarkar as an Independent Director.

By order of the Board of Directors

Place: Kolkata
Date: 21st August, 2017

Sd/-
Naresh Patangi
Company Secretary

Registered Office:
'Rasoi Court', 20, Sir R N Mukherjee Road,
Kolkata – 700 001

ROUTE MAP TO THE VENUE OF THE 113TH ANNUAL GENERAL MEETING OF RASOI LIMITED



RABINDRA TIRTHA, 33-1111, MAJOR ARTERIAL ROAD, 3RD ROTARY, NEW TOWN, KOLKATA - 700 156