

RASOI LIMITED

CIN : L25190WB1905PLC001594

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

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

NOTICE

Notice is hereby given that the 111th Annual General Meeting of the members of Rasoi Limited will be held on Friday, the 11th day of September, 2015 at 4.00 p.m. at Kala Kunj (Sangit Kala Mandir Trust), 48 Shakespeare Sarani, Kolkata – 700 017 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the company for the financial year ended 31st March, 2015, including the audited Balance Sheet as at 31st March, 2015, the statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors' and Auditors' thereon.
2. To declare dividend on equity shares for the financial year ended 31st March, 2015.
3. To appoint a Director in place of Smt. Shashi Mody (DIN: 00053887), who retires by rotation and being eligible, offers herself for re-appointment.
4. To ratify the appointment of Statutory Auditors.

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and pursuant to the recommendation of the Audit Committee and the resolution passed by the members at the Annual General Meeting held on 11th September, 2014, the appointment of M/s Lodha & Co., Chartered Accountants, Kolkata (Firm's Registration No. 301051E), as Statutory Auditors of the Company for a term of three years i.e. till the conclusion of the 113th Annual General Meeting (AGM), which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 112th AGM of the Company to be held in the year 2016, at such remuneration as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS:

5. Approval of Employees Benefit Scheme under SEBI (Share Based Employee Benefits) Regulations, 2014.

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

"RESOLVED THAT pursuant to the applicable provisions of SEBI (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred as "SBEB Regulations") (including any statutory modification(s) or re-enactment of the Act or the Guidelines, for the time being in force), the Companies Act, 2013, the provisions of the Memorandum and Articles of Association of the Company, Listing Agreement entered into with the stock exchanges where the securities of the Company are listed and any other applicable laws, rules and regulations for the time being in force, and subject to such approvals, consents, permissions and sanctions as may be necessary including such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (which term shall be deemed to include any committee including the Compensation or Nomination and Remuneration Committee which the Board may, at its discretion authorize to exercise certain or all of its powers, including the powers, conferred by this resolution), the creation of 'Thames Welfare Trust' vide Indenture of Trust dated 1st August 2011 for the benefit of employees of the Company be and is hereby approved.

RESOLVED FURTHER THAT Objects of the said Thames Welfare Trust as specified in Clause 8 of the Trust Deed dated 1st August, 2011 be and is hereby approved.

RESOLVED FURTHER THAT the purchase of 95,919 Equity Shares of the Company by the said Trust

from the Secondary Market for a total consideration of Rs. 332,18,829/-, which was funded by the Company by giving loan to the Trust, be and is hereby approved.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient in this regard.”

6. Approval of Related Party transaction with J L Morison (India) Limited.

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Companies (Meetings of Board and its Powers) Rules, 2014, Clause 49 of the Listing Agreement and as approved by Audit Committee and Board of Directors, consent of the members of the Company be and is hereby accorded to sale goods to J L Morison (India) Limited, a related party, for a period of 10 years with effect from 1st July, 2015 to 30th June, 2025, provided that the total amount of such sale shall not exceed Rs. 25 Crores per annum.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient in this regard.”

By order of the Board of Directors

Place: Kolkata
Date: 7th May, 2015

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 (THE “MEETING”) 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 ten percent of the total share capital of the company carrying voting rights provided that a member holding more than ten percent, 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(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
3. Brief resume of Director proposed to be re-appointed at the ensuing Annual General Meeting in terms of Clause 49 of the Listing Agreement is annexed to the Notice. The Company is in receipt of relevant disclosures from the Director pertaining to her re-appointment.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 5th September, 2015 to Friday, 11th September, 2015 (both days inclusive) in connection with the Annual General Meeting and for determining the names of members eligible for dividend on Equity Shares for the financial year ended 31st March, 2015, if declared at the Annual General Meeting.
5. The dividend on Equity Shares, as recommended by the Board, if declared at the meeting, will be credited / dispatched on or after 15th September, 2015 to those members :
 - i) whose names appears 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 on or before 4th September 2015, and
- ii) whose names appears as Beneficial Owners as at the end of the business hours on 4th September 2015, 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.
6. 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.
 7. 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.
 8. The relevant documents referred to into the Notice and accompanying Statement are available for inspection by the members of the company at the registered office from 11.00 a.m. to 1.00 p.m. on all working days upto the date of the Annual General Meeting and during the Annual General Meeting.
 9. 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 Registrar & Share Transfer Agent, C B Management Services (P) Ltd., P-22, Bondel Road, Kolkata – 700 019 in respect of physical share folios, if any.
 10. 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.
 11. Members 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.
 12. 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.
 13. The shares of the Company are listed on Bombay Stock Exchange Ltd. Listing fees for the financial year 2014-15 has been paid to the said stock exchange.
 14. Pursuant to provisions of section 205A(5) and 205C of the Companies Act, 1956 dividends which remain unpaid / unclaimed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the company shall be transferred to the INVESTOR EDUCATION AND PROTECTION FUND (IEPF) established by the Central Government. Shareholders who have not encashed the dividend warrant(s) so far for the financial year ended March 31, 2008 or any subsequent financial years are requested to prefer their claim to Registrar & Share Transfer Agent, C B Management Services (P) Ltd. Shareholders are requested to note that no claims shall lie against the said Fund or the Company in respect of any amounts transferred to IEPF.
 15. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) for all securities market transactions and off-market/ private transactions involving transfer of shares in physical form of listed companies. Hence, Members holding shares in the electronic form are requested to submit their PAN to their Depository Participant(s) with whom they maintain their Demat Accounts. Members holding shares in physical form should submit their PAN details to the Company / Registrar & Share Transfer Agent, C B Management Services (P) Ltd.
 16. 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'.
 17. 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 in this Annual Report by filling up and signing at the appropriate place in the said form and return the same to the Registrar & Share Transfer Agent (RTA), C B Management Services (P)

Ltd. 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.

18. 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 amended vide Companies (Management and Administration) Amendment Rules, 2015 w.e.f. 19th March 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be passed at the 111th Annual General Meeting (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.
19. The Board of Directors of the Company has appointed CS Mohan Ram Goenka, Partner, MR & Associates, Company Secretaries, Kolkata, as the Scrutinizer to scrutinize the remote e-voting process and the voting process at the AGM in a fair and transparent manner.
20. 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.
21. The remote e-voting period commences on Tuesday, 8th September, 2015 (9:00 a.m.) and ends on Thursday, 10th September, 2015 (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. 4th September, 2015, 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.
22. 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. 4th September, 2015. 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.
23. 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. 4th September, 2015 may obtain the User Id and password by sending a request at evoting@nsdl.co.in or contact to the C B Management Services (P) Ltd., (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 following toll free no.: 1800-222-990.
24. 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.

The results declared along with the report of the Scrutinizer shall be placed on the Company's website www.rasoigroup.in and on the website of NSDL <https://www.evoting.nsdl.com/> immediately after the declaration of result by the Chairman or a person authorized by him in writing. The result shall simultaneously be communicated to the Bombay Stock Exchange Limited.

25. 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.
 - (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. (ii) to Sl. No. (xii) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- 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

The Company has formed an employee benefit trust, namely "Thames Welfare Trust" on 1st August, 2011 for the benefit of the existing and future employees who at the relevant time are in full time employment of the Company including their relatives.

The Securities and Exchange Board of India (SEBI) vide Circular bearing number CIR/CFD/DIL/3/2013 dated 17th January, 2013 (hereinafter referred as "SEBI Circular"), amended the provisions of Equity Listing Agreement and SEBI (Employee Stock Option Schemes and Employee Stock Purchase Schemes) Guidelines, 1999 (hereinafter referred as "ESOP Guidelines"). By the said SEBI Circular, Clause 35C was inserted in the Listing Agreement whereby all the employee benefit schemes involving the securities of the company has to be compulsorily in compliance with the SEBI ESOP Guidelines. Further, all the employee benefit schemes already framed and implemented by the companies involving dealing in the securities of the company, before the insertion of the said Clause 35C, were to be aligned with and made to conform to ESOP Guidelines by

30th June, 2013. By subsequent SEBI Circulars bearing number CIR/CFD/DIL/7/2013 and CIR/CFD/POLICYCELL/14/2013 dated 13th May, 2013 and 29th November, 2013 the period for alignment of existing employee benefit schemes so as to conform to ESOP Guidelines was extended till 31st December, 2013 and 30th June, 2014 respectively. SEBI through its circular bearing no. CIR/CFD/POLICYCELL/3/2014 dated 27th June, 2014 clarified that SEBI Board has approved certain proposals for framing a new set of regulations concerning employee benefit scheme dealing in shares of the company. The new regulations shall come into force as and when notified and accordingly the time line for aligning existing employee benefit scheme with the SEBI (ESOS and ESOS) Guidelines, 1999 has been extended till the new regulations are notified and finally on October 28, 2014, SEBI promulgated the SEBI (Share Based Employee Benefits) Regulations, 2014 (the SBEB Regulations).

Under the SBEB Regulations, companies are now explicitly permitted to acquire its own shares from secondary market through a trust for the purpose of implementation of its General Employee Benefit Scheme (hereinafter referred as "GEBS"). Such acquisition of shares is subject to compliance of conditions of the SBEB Regulations and approval of the members by way of Special Resolution.

The Company proposes to continue the General Employees Benefit Scheme implemented through the Thames Welfare Trust. The Company believes that the implementation of the said Scheme is in the best interests of its employees. Also it will not cause any loss to the existing shareholders from dilution in their shareholding besides being easier and efficient in implementation and therefore less cumbersome.

As on date, the Thames Welfare Trust holds 95,919 equity shares of the Company. Under the provisions of the Companies Act, 2013 and the SBEB Regulations, approval of the members by way of Special Resolution is required for acquisition by a Company of its own shares from the secondary market and for making any provision of money towards acquisition of such shares.

Relevant disclosures under Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 are as follows:

1. The class of employees for whose benefit the scheme is being implemented and money is being provided for purchase of or subscription to shares:

Such person who is in permanent employment of the company and his/her spouse, parents and children, who for the time being is nominated to be a beneficiary, as may be determined by the Nomination and Remuneration Committee from time to time, but shall not include directors or promoters of the company.

2. The particulars of the trustees in whose favour such shares are to be registered:

The equity shares so acquired are registered in the name of IDBI trusteeship Services Ltd., trustees of the trust, who will hold the equity shares for and on behalf of the Thames Welfare Trust.

3. The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any.

Name of the Trust : Thames Welfare Trust

Name and address of the Trustees:

Sr. No.	Name	Address	Occupation	Nationality
1.	Mr. Lalit Kumar Bararia (Trustee)	Plot No. 81 & 84, 31/2, Sahapur Colony (W), 3rd floor, New Alipore, Kolkata - 700 053	Business	Indian
2.	Mr. Rajul Sureshchandra Goradia (Trustee)	D/701-702, Dheeraj Hall view tower, Near Siddharth Nagar, W.E. Highway, Borivali – East, Mumbai - 400066	Professional	Indian
3.	IDBI trusteeship Services Ltd. (Managing Trustee)	Asian Building, 17, R. Kamani Marg, Ballard Estate, Mumbai - 400001.	Private Trust	Indian

The trustees are not related to the promoters, directors or key managerial personnel of the Company.

4. Any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof.

The key managerial personnel and directors are not interested in the Scheme.

5. The detailed particulars of benefits which will accrue to the employees from the implementation of the scheme.

Providing assistance to meet medical expenses to employees for illness including the cost of medicines, boarding and lodging expenses while the beneficiaries is admitted in hospitals, maternity homes, clinic, nursing homes and such other benefits as more particularly described in object clause of the Trust Deed.

6. The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised:

As per Regulation 3(5) of SEBI (Share Based Employee Benefits) Regulations, 2014, the Trustees of a trust, which is governed under these regulations, shall not vote in respect of the shares held by such trust, so as to avoid any misuse arising out of exercising such voting rights.

The Special Resolution set out under item No. 5 seeks approval from members for approval of object clause of Thames Welfare Trust and ratification of equity shares already purchased from open market.

Copy of the Trust Deed of Thames Welfare Trust will be available for inspection on all working days between 11.00 a.m. and 1.00 p.m. at the registered office of the Company upto the date of Annual General Meeting and during the Annual General Meeting.

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

None of the 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.

Item No. 6

Your Company is in the process of setting-up a manufacturing unit for Baby care products at its Banganagar factory in West Bengal. As per business requirements, the Company propose to sale goods to J L Morison (India) Limited, a related party, from time to time.

As per the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and clause 49 of the Listing Agreement, every Company for having transactions with a related party for sale, purchase or supply of any goods or materials exceeding ten percent of its turnover or rupees one hundred crore, whichever is lower, as per the audited financial statement of the preceding financial year requires approval from the shareholders by passing a special resolution.

Accordingly approval of the shareholders of the Company is sought for sale goods to J L Morison (India) Limited, a related party for a period of 10 years with effect from 1st July, 2015 to 30th June, 2025, provided that the total amount of such sale shall not exceed Rs. 25 Crores per annum, by passing a Special Resolution.

The details, as required under Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, are as follows:

Sl. No.	Particulars	Details
1.	Name of the Related Party	J L Morison (India) Limited
2.	Name of the Director or Key Managerial Personnel (KMP) who is related, if any	Mr. Raghu Nandan Mody and Smt. Shashi Mody
3.	Nature of Relationship	Enterprises where Directors / KMP and their relatives have significant influence
4.	Nature of Contract	Sale of goods to J L Morison (India) Limited
5.	Terms of Contract	For a period of 10 years w.e.f 1st July, 2015 to 30th June, 2025
6.	Monetary Value	Not exceeding Rs. 25 Crores per annum

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

Except Mr. Raghu Nandan Mody and Smt. Shashi Mody, Directors of the Company, 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.

By order of the Board of Directors

Place: Kolkata
Date: 7th May, 2015

Naresh Patangi
Company Secretary

Registered Office:

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

Particulars of the Director to be re-appointed at the ensuing Annual General Meeting pursuant to Clause 49 of the Listing Agreement:

Name of Director	Smt. Shashi Mody
Date of Birth	16.09.1958
Date of Appointment	25.07.1997
Qualification	Bachelor of Arts
Nature of expertise in specific functional areas	Finance and General Management. Experience as an Industrialist for more than 2 decades.
Directorship held in other Companies	1. Lotus Udyog Ltd. 2. Rasoi Express Pvt. Ltd.
Names of committees of other Companies in which the Director is a Member / Chairman	NIL
No. of shares held in the Company	29065
Relationship between Directors inter-se	Daughter-in-law of Mr. Raghu Nandan Mody, Chairman of the Company.

RASOI LIMITED

CIN : L25190WB1905PLC001594

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

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

Addendum to Notice of 111th Annual General Meeting

Attention of the shareholders of the Company is invited to the Notice of the 111th Annual General Meeting of the Company dated 7th May, 2015.

The Notice of 111th Annual General Meeting (AGM) of the Company was approved by the Board of Directors of the Company in its meeting held on 7th May, 2015. As required under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, in the said AGM Notice the Company has proposed to pass a Special Resolution under Item No. 5 to approve 'General Employee Benefits Scheme (GEBS)' implemented through Thames Welfare Trust for benefit of the employees of the Company.

The Securities and Exchange Board of India (SEBI) vide its Circular number CIR/CFD/POLICYCELL/2/2015 dated 16th June, 2015 (hereinafter referred as "SEBI Circular"), has mandated that while passing Special Resolution for approval of any employees' welfare scheme, the Company should provide certain details / disclosures in the Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013. Accordingly, following details / disclosures are being made and be deemed to be part of the Explanatory Statement given for item No. 5 of said AGM Notice.

Item No. 5:

Details as per regulation 6(2) of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 are as follows:

a. Brief description of the scheme:

Rasoi Limited ("RL") a company listed on Bombay Stock Exchange Limited ("BSE") has created an irrevocable Trust named as "Thames Welfare Trust" on 1st August, 2011 for the benefit of its existing and future employees, who at the relevant time are in full time employment of RL, except its Director/Promoters. The object of the Trust is to carry out activities for the general welfare of the beneficiaries and to that end apply the Trust Fund. The Scheme is 'General Employee Benefits Scheme (GEBS)'.

b. The total number of options, SARs, shares or benefits, as the case may be, to be granted:

Providing assistance to meet medical expenses, providing assistance/reimbursement to meet cost of tuition and other fees and expenses in connection with providing higher education/and professional courses, providing assistance to meet marriage expenses, to sponsor holidays trips and get-togethers and such other benefits as more particularly described in object clause of the Trust Deed.

c. Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s):

Such persons who are in permanent employment of the company for at least 5 years and are designated as Officers and Managers and their spouse, parents and children, who for the time being is nominated to be a beneficiary, as may be determined by the Nomination and Remuneration Committee from time to time, but shall not include directors or promoters of the company.

d. Requirements of vesting and period of vesting: Not applicable

e. Maximum period (subject to regulation 18(1) and 24(1) of the regulations, as the case may be) within which the options / SARs / benefit shall be vested: Not applicable

- f. Exercise price, SAR price, purchase price or pricing formula: Not applicable
- g. Exercise period and process of exercise: Not applicable
- h. The appraisal process for determining the eligibility of employees for the scheme(s): Not applicable
- i. Maximum number of options, SARs, shares, as the case may be, to be issued per employee and in aggregate: Not applicable
- j. Maximum quantum of benefits to be provided per employee under a scheme(s): Not applicable
- k. Whether the scheme(s) is to be implemented and administered directly by the company or through a trust:
The Scheme is implemented and administered through Trust namely Thames Welfare Trust.
- l. Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both:
The Trust has purchased 95,919 Equity Shares of the Company from Secondary Market for a total consideration of Rs. 3,32,18,829/-
- m. The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.
The Company has advanced an interest free loan of Rs. 3,40,00,000/- to the Trust to invest in fixed deposits with banks, Government securities, NBFCs and other corporates, debentures, mutual funds, equity shares and or any other income instrument. The amount of loan is repayable upon happening of certain events as described in the MOU entered into between the Company and the Trust.
- n. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s):
As per Regulation 3(11) of the said Regulations, the limit is 2% of Equity paid up share capital. The trust has bought 95,919 (4.96%) Equity shares of the Company before the introduction of the SEBI (Share Based Employee Benefits) Regulations, 2014. As per provisions of Regulation 31(2) of the Regulations, the Trust will bring down its holdings in the shares up to the permitted limits within a period of 5 years.
- o. Statement to the effect that the company shall conform to the accounting policies specified in regulation 15:
The Scheme is 'General Employee Benefits Scheme (GEBS)', hence not applicable.
- p. The method which the company shall use to value its options or SARs: Not applicable
- q. Statement regarding recognition of compensation cost, if applicable: Not applicable

By order of the Board of Directors

Place: Kolkata
Date: 31st July, 2015

Naresh Patangi
Company Secretary

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