

## RASOI LIMITED

CIN: U25190WB1905PLC001594

Registered Office: 'Rasoi Court' 20, Sir R N Mukherjee Road, Kolkata – 700001  
Tel.: (033) 2248 0114, E-mail: secdept@rasoigroup.in, Website: www.rasoigroup.in

### NOTICE

Notice is hereby given that the 119th Annual General Meeting of the Members of Rasoi Limited will be held on Monday, 25th September, 2023 at 10:00 a.m. at Club Ecovista, Ecospace Business Park, Plot No. IIF/11, Action Area II, Rajarhat, Newtown, Kolkata - 700160, to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statements and the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2023 and the reports of the Board of Directors and Auditors thereon;
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.

#### SPECIAL BUSINESS:

3. Approval of Commission payable to Mr. Raghu Nandan Mody and Mrs. Shashi Mody, Non- Executive Directors 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 Mr. Raghu Nandan Mody, (DIN: 00053329) Non-Executive Director and Chairman, and Mrs. Shashi Mody, (DIN: 00053887) Non-Executive Director of the Company, for a period of 3 (three) consecutive years, for the financial year ended on 31st March, 2024 upto the financial year ending on 31st March, 2026 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 Directors 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.”

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, 2023 to 30th September, 2026, 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

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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.”

By order of the Board of Directors

Place: Kolkata  
Date: 5th July, 2023  
**Registered Office:**  
'Rasoi Court',  
20, Sir R N Mukherjee Road,  
Kolkata – 700001

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, 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. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
7. 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.
8. Brief resume of the Directors 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.
9. Members are requested to bring their attendance slip alongwith 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.
10. 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.
11. 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.
12. Members are requested to notify immediately any change of address or bank mandates to their

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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 – 700019 in respect of physical share folios, if any.

13. The Company has transferred the unpaid or unclaimed dividend declared upto the financial year 2014-2015 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, 2016 is due for transfer to the IEPF in the month of October, 2023. The shareholders whose dividend remained unclaimed for the financial year 2015-16 and for subsequent financial years are requested to claim it immediately from the Company. The Company has uploaded the year-wise details of unpaid and unclaimed dividend amounts lying with the Company as on 31st March, 2023 under "Investors Information" section at the website of the Company at [www.rasoigroup.in](http://www.rasoigroup.in). The said details shall be uploaded at the website of the Ministry of Corporate Affairs (MCA) and the same can be accessed through the link: [www.mca.gov.in](http://www.mca.gov.in) and at the website of IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in)

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 already initiated necessary action for transfer of all shares in respect of which dividend has not been paid or claimed by the Members for 7 (seven) consecutive years (FY 2015-16 to FY 2021-22) 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](http://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](http://www.mca.gov.in) and on the website of IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in)

14. MCA vide its Notification No: G.S.R. 853(E) dated 10th September, 2018, amended the Companies

(Prospectus and Allotment of Securities) Rules, 2014, pursuant to which w.e.f. 2nd October, 2018 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.

15. 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 Registrar and Share Transfer Agents. The nomination form can be downloaded from the Company's website [www.rasoigroup.in](http://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.
16. To comply with the provisions of Section 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.
17. Non Resident Indian Members are requested to inform the Company's Registrar & Share Transfer Agents, 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.
18. The Annual Report 2022-2023, the Notice of 119th AGM and instructions for e-voting along with Attendance Slip and Proxy Form are being sent to all Members through permitted mode.
19. Information and other instructions relating to voting process:
- (a) Voting through electronic means:

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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 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 119th 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. 20 for "The details of the process and manner for remote e-voting."

(b) Voting at the AGM:

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 and the Secretarial Standards on General Meetings (SS-2), 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 Friday, 22nd September, 2023 (9:00 a.m.) and ends on Sunday, 24th September, 2023 (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, 2023, 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, 2023. 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. 18th September, 2023 may obtain the User Id and password by sending a request at [evoting@nsdl.co.in](mailto: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.nsd.com](http://www.evoting.nsd.com) or contact NSDL at: 022-48867000 and 022-24997000. 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 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 consolidated scrutinizer's report shall be placed on the Company's website [www.rasoigroup.in](http://www.rasoigroup.in) and on the website of NSDL [www.evoting.nsd.com](http://www.evoting.nsd.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. 25th September, 2023.

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20. 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. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>

Type of shareholders	Login Method
	<p>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders / Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <p>      </p>
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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & new system Myeasi Tab and then use your existing my easi username & password.

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Type of shareholders	Login Method
	<p>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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
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.**

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022-48867000 and 022-24997000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800225533

**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.*

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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.co.in 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.

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.

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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](mailto:goenkamohan@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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](http://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](http://www.evoting.nsdl.com) or call on: 022-48867000 and 022-24997000 or send a request to Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Lower Parel, Mumbai 400013, at E-mail id [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Further queries relating to remote e-voting may be addressed to Mr. Naresh Patangi, Executive Director, Company Secretary & Compliance Officer, Rasoi Court, 20, Sir R N Mukherjee Road, Kolkata – 700001, email: [secdept@rasoigroup.in](mailto:secdept@rasoigroup.in), phone No. 033-2248 0114.

**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](mailto: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](mailto:secdept@rasoigroup.in). If you are an Individual shareholders 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.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

### **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 Mr. Raghu Nandan Mody and Mrs. Shashi Mody, Non-Executive Directors 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 directors' 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



**Notice (contd.)**

Board/ Committee meetings to Mr. Raghu Nandan Mody, Non-Executive Director and Chairman, and Mrs. Shashi Mody, Non-Executive Director for a period of continuous 3 (three) years, i.e., for the financial year ended on 31st March, 2024 upto the financial year ending on 31st March, 2026.

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, the aforesaid Non-executive Directors shall be paid the minimum remuneration between ₹ 12 lakh to ₹ 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 Mr. Raghu Nandan Mody and 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 appointed as an Executive Director of the Company for a period of 3 (three) years w.e.f. 1st October, 2020 to 30th September, 2023 under the provisions of the Companies Act, 2013 and rules made thereunder. Dr. Sayantan Bandyopadhyay, aged 70 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 July, 2023 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, 2023 to 30th September, 2026, 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:

Sl. No.	Particulars	Details of Remuneration
1	Salary	₹83,000/- to ₹1,20,000/- 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	₹25,000/- to ₹40,000/- 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	₹15,000/- to ₹30,000/- 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 ₹2 lakhs per annum.
5	Other Allowance	Not exceeding ₹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.

**Notice (contd.)**

Sl. No.	Particulars	Details of Remuneration
6	Medical Allowance	a) Reimbursement of medical expenses not exceeding ₹50,000/- per annum. b) Medical insurance premium policy for self upto ₹1,00,000/- per annum. c) Personal Accident insurance premium for self upto ₹2,00,000/- 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 shall not be considered as perquisites.
9	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 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 70 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.

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.

**Notice (contd.)**
**Annexure to the Notice**

**Particulars of the 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		
	Mr. Raghu Nandan Mody (DIN: 00053329)	Mrs. Shashi Mody (DIN: 00053887)	Dr. Sayantan Bandyopadhyay (DIN: 02385312)
Age	84 years	64 years	70 years
Date of Appointment	1 <sup>st</sup> April, 1978	20 <sup>th</sup> July, 2019	1 <sup>st</sup> October, 2020
Qualification	Senior Cambridge	Bachelor of Arts.	Master of Science and Ph. D in Taxonomy & Systemics
Expertise in specific functional areas/ Brief Resume	He is a leading industrialist with several decades of extensive and varied experience in setting up businesses of different kinds of industrial products.	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	1. Hindustan Composites Ltd. 2. J. L. Morison (India) Ltd. 3. Prabhukripa Overseas Ltd.	Nil	1. Leaders Healthcare Ltd. 2. Silver Trading and Services Ltd.
Membership/ Chairmanship of Committees of other entities	Member of Nomination and Remuneration Committee in J. L. Morison (India) Ltd.	Nil	Nil
Number of Board Meetings attended during the financial year 2022-2023	2 (Two)	1 (One)	7 (Seven)
Number of equity shares held in the Company	276 Equity Shares	2435 Equity Shares	Nil
Terms and Conditions of appointment/ re-appointment	In terms of Section 152(6) of the Companies Act, 2013 Mr. Raghu Nandan Mody is liable to retire by rotation.	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, 2023 to 30th September, 2026, and is liable to retire by rotation.
Remuneration last drawn (including sitting fees, Commission, if any) (FY 2022-2023)	₹18.22 Lakhs (including sitting fees of ₹22,000/-)	₹18.22 Lakhs (including sitting fees of ₹22,000/-)	₹15.06 Lakhs p.a.

**Notice (contd.)**

Particulars	Name of Directors		
	Mr. Raghu Nandan Mody (DIN: 00053329)	Mrs. Shashi Mody (DIN: 00053887)	Dr. Sayantan Bandyopadhyay (DIN: 02385312)
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.	Remuneration as the Board of Directors may decide from time to time and sitting fees for attending Board / Committee meetings.	₹17.06 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	Apart from Father-in-law of Mrs. Shashi Mody, Director of the Company, 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.	Apart from Daughter-in-law of Mr. Raghu Nandan Mody, Chairman 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.

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

<b>I. General Information:</b>			
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: ₹88.03 (On Standalone basis) Return on Networth: 1.18%	
5.	Foreign Investment or Collaborations, if any.	Nil	
<b>II. Information about the appointee:</b>			
1.	Background details		
	Mr. Raghu Nandan Mody He is a leading industrialist with several decades of extensive and varied experience in setting up businesses of different kinds of industrial products.	Mrs. Shashi Mody 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.	Dr. Sayantan Bandyopadhyay He possesses rich experience in manufacturing and factory operations. He is associated with the Company since 2014.
2.	Past Remuneration (F.Y. 2022-23)		
	Mr. Raghu Nandan Mody ₹18.22 Lakhs (including sitting fees of ₹22,000/-)	Mrs. Shashi Mody ₹18.22 Lakhs (including sitting fees of ₹22,000/-)	Dr. Sayantan Bandyopadhyay ₹15.06 Lakhs p.a.

**Notice (contd.)**

3.	Recognition or awards		
	Mr. Raghu Nandan Mody	Mrs. Shashi Mody	Dr. Sayantan Bandyopadhyay
	He is having vast experience in the industry in which the company operates and some of the notable awards won by him are: 1) US Ambassador's award for distinguished service. 2) Cavaliere Ufficiale Omri (Knighthood by the Italian Government). 3) The Golden Peacock Award from the Institute of Directors. 4) Globoil India Legend 2004.	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 his suitability		
	Mr. Raghu Nandan Mody	Mrs. Shashi Mody	Dr. Sayantan Bandyopadhyay
	Mr. Mody is the Non-Executive Chairman of the Company. Taking into consideration his expertise, he is best suited for the responsibilities currently assigned to him by the Board of Directors.	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		
	Mr. Raghu Nandan Mody	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.	Remuneration as the Board of Directors may decide from time to time and sitting fees for attending Board/ Committee meetings.	₹17.06 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.
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)		
	Mr. Raghu Nandan Mody	Mrs. Shashi Mody	Dr. Sayantan Bandyopadhyay
	The remuneration as proposed of Mr. Raghu Nandan Mody is as per industry standards.	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		
	Mr. Raghu Nandan Mody	Mrs. Shashi Mody	Dr. Sayantan Bandyopadhyay
	He holds 276 shares of the Company. He is father-in-law of Mrs. Shashi Mody, Director. He does not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel other than the remuneration proposed. He forms part of the Promoter Group of the Company.	She holds 2435 shares of the Company. She is daughter-in-law of Mr. Raghu Nandan Mody, Chairman 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.

**Notice** (contd.)

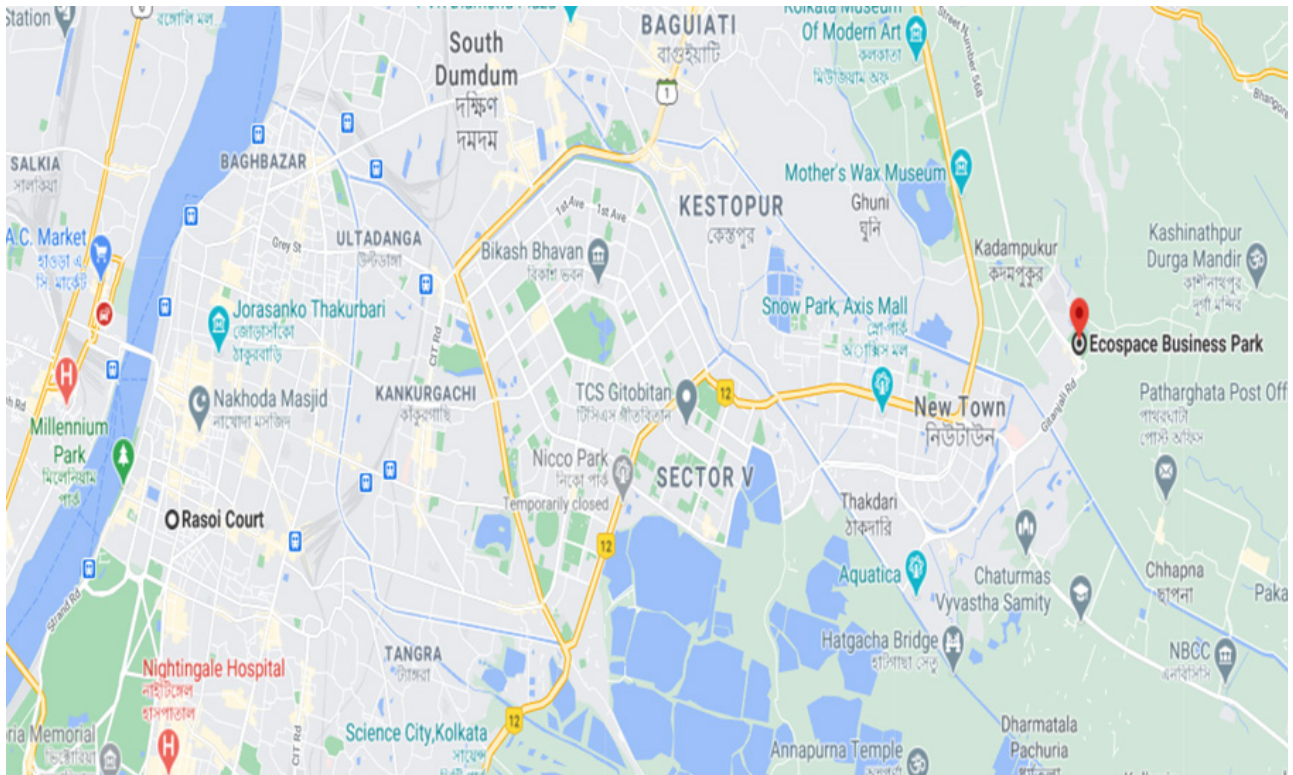
<b>III. Other Information:</b>		
1.	Reasons of Loss or inadequate profits	Due to increase in competition and stress on margin, Company could not achieve high levels of profits.
2.	Steps taken or proposed to be taken for improvement	The Company has taken cost rationalization measures to improve operational efficiency and profitability.
3.	Expected increase in productivity and profits in measurable terms	The Company anticipates increase in revenue and profits.
<b>IV. Disclosures:</b>		
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 2022-2023	Not Applicable

By order of the Board of Directors

Place: Kolkata  
Date: 5th July, 2023  
**Registered Office:**  
'Rasoi Court',  
20, Sir R N Mukherjee Road, Kolkata – 700001

Sd/-  
**Naresh Patangi**  
*Executive Director, CS & Compliance Officer*  
DIN: 05244530 & Membership No. FCS – 8112

## ROUTE MAP TO THE VENUE OF THE 119TH ANNUAL GENERAL MEETING OF RASOI LIMITED



**CLUB ECOVISTA, ECOSPACE BUSINESS PARK, PLOT NO. IIF/11, ACTION AREA II  
RAJARHAT, NEWTOWN, KOLKATA - 700160**