

Rasoi
RASOI LIMITED

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

CIN : L01132WB1905PLC001594

Tel : 033 2248 0114, Fax : 033 2248 1200

E-mail : secdept@rasoigroup.in, Website : www.rasoigroup.in

NOTICE

Notice is hereby given that the 110th Annual General Meeting of the members of Rasoi Limited will be held on Thursday, the 11th day of September, 2014 at 4.00 p.m. at Kalakunj (Kalamandir basement), 48 Shakespeare Sarani, Kolkata – 700 017 to transact the following business :

ORDINARY BUSINESS:

1. To consider, approve and adopt the audited financial statements of the company for the financial year ended 31st March, 2014 together with the reports of the Directors' and Auditors' thereon.
2. To declare dividend for the year ended 31st March, 2014.
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.

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of sections 139(2) and 142(1) of the Companies Act 2013 the retiring Auditors, M/s Lodha & Co., Chartered Accountants, Kolkata be and are hereby reappointed as Auditors of the Company to hold office for a term of 3 (Three) consecutive financial years subject to ratification by members at every Annual General Meeting from the conclusion of this meeting until the conclusion of the 113th Annual General Meeting at such remuneration as may be determined by the Board of Directors of the Company from time to time.”

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all 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 Clause 49 of the Listing Agreement, Mr. Dinesh Sharma (DIN: 06798909), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company 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 alongwith requisite deposit from a shareholder signifying his intention to propose the appointment of Mr. Dinesh Sharma as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office as such upto 31st March, 2019, who shall not be liable to retire by rotation.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and 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 Clause 49 of the Listing Agreement, Mr. R S Vaidyanathan (DIN: 00063959), Director of

the Company whose period of office is liable to determination by retirement of directors by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing alongwith requisite deposit from a shareholder signifying his intention to propose the appointment of Mr. R S Vaidyanathan as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office as such upto 31st March, 2019, who shall not be liable to retire by rotation.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and 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 Clause 49 of the Listing Agreement, Mr. H M Parekh (DIN: 00026530), Director of the Company whose period of office is liable to determination by retirement of directors by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing alongwith requisite deposit from a shareholder signifying his intention to propose the appointment of Mr. H M Parekh as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office as such upto 31st March, 2019, who shall not be liable to retire by rotation.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and 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 Clause 49 of the Listing Agreement, Mr. Vijai Singh (DIN: 00627741), Director of the Company, whose period of office is liable to determination by retirement of directors by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing alongwith requisite deposit from a shareholder signifying his intention to propose the appointment of Mr. Vijai Singh as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office as such upto 31st March, 2019, who shall not be liable to retire by rotation.”

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and 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 Clause 49 of the Listing Agreement, Mr. Brij Gopal Roy (DIN: 00771713), Director of the Company, whose period of office is liable to determination by retirement of directors by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing alongwith requisite deposit from a shareholder signifying his intention to propose the appointment of Mr. Brij Gopal Roy as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office as such upto 31st March, 2019, who shall not be liable to retire by rotation.”

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and 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) consent of the company be and is hereby accorded to

the re-appointment of Mr. M K Pandita (DIN: 01141113), as Whole-time Director designated as Director (Operation) of the Company for a period from 14th November, 2014 to 30th September, 2017 on the terms and conditions of the appointment and remuneration, as set out in the Statement attached to the notice under Section 102 of the Companies Act, 2013.”

“**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 re-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 or any statutory modification(s) or re-enactment(s) thereof and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 233B of the Companies Act, 1956 read with Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof and as amended from time to time) and in terms of order no. 52/26/CAB-2010 dated 24th January, 2012 issued by Central Government, the remuneration of Rs. 35,000/- (Rupees thirty five thousand only) (plus service tax and out-of-pocket expenses) payable to M/s. Chatterjee & Co., Cost Accountants, Kolkata, be re-appointed as the Cost Auditors of the Company by the Board of Directors to conduct the audit of the Company’s Cost Accounting Records relating to Edible Oils (including vanaspati) covered under Chapter 12 and 15 respectively of Central Excise Tariff Act, 1985, for the financial year 2014-2015 be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

Place : Kolkata
Dated : 28th May, 2014

Naresh Patangi
Company Secretary

Registered Office:
‘Rasoi Court’
20, Sir R N Mukherjee Road,
Kolkata - 700 001
CIN : L01132WB1905PLC001594
Tel : 033 2248 0114, Fax : 033 2248 1200
E-mail : secdept@rasoigroup.in
Website : www.rasoigroup.in

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM 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. Statement pursuant to section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
 3. Brief resume of Directors proposed to be appointed/re-appointed at the ensuing Annual General Meeting in terms of Clause 49 of the Listing Agreement are annexed to the Notice.
 4. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 5th September, 2014 to Thursday, 11th September, 2014 (both days inclusive) in connection with the Annual General Meeting.
 5. Dividend on Equity shares as recommended by the Board of Directors for the year ended 31st March, 2014, if approved by the members at the Annual General Meeting, will be paid to those members, whose names stand registered in the Register of members as on 4th September, 2014.
 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 is 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 10.30 am to 12.30 pm on any working day, except Sundays up to the date of the Annual General Meeting.
 9. Members are requested to notify immediately any change of address 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. 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.
 11. 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.
 12. The shares of the Company are listed on Bombay Stock Exchange Ltd. Listing fees for the financial year 2013-14 has been paid to the said stock exchange.
 13. 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, 2007 or any subsequent financial years are requested to prefer their claim to 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.
 14. 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.

15. To comply with the provision of Sections 88 and 101 of the Companies Act, 2013 read with Rule 3 and 18 of the Companies (Management and Administration) Rules, 2014, respectively, the Company shall be required to update its database by incorporating members' designated e-mail ID in its records.

You are thus requested to kindly submit your e-mail ID vide the e-mail registration form attached with Notice by filling up and signing at the appropriate place in the said form and return the same to the Company or Registrar & Share Transfer Agent, 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 Registrar & Share Transfer Agent of the Company.

16. I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 110th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for 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.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>

(iii) Click on Shareholder - Login

(iv) Put user ID and password as initial password noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password 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 e-voting opens. Click on e-Voting: Active Voting Cycles.

(vii) Select "EVEN" of Rasoi Limited.

(viii) Now you are ready for 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 secdept@rasoigroup.in 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 :

ELECTRONIC VOTING EVENT NUMBER	USER ID	PASSWORD
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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 Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password 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).
- V. The e-voting period commences on Thursday, 4th September, 2014 (10:00 am) and ends on Saturday, 6th September, 2014 (6:00 pm). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 1st August, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Friday, 1st August, 2014.
- VII. Mr. Mohan Ram Goenka, Practicing Company Secretary, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- IX. Members, who do not have any access to e-voting, can seek a physical Assent/Dissent Form from the Registrars & Share Transfer Agents of the Company C B Management Services (P) Limited, fill in the details and send the same to the Scrutinizer.
17. In case of members receiving physical Assent/Dissent Form:
- (i) In terms of Clause 35B of the Listing Agreement entered into with the Stock Exchange, listed Companies shall also provide an option to their members who do not have access to the e-voting facility, to cast their votes by way of a ballot at the Annual General Meeting. The members who are not able to attend the Annual General Meeting can send their assent or dissent in writing in respect of the resolutions as set out in the Notice by sending the duly filled and signed Assent/Dissent Form to Mr. Mohan Ram Goenka – Scrutinizer, Unit: Rasoi Limited, C/o, C B Management Services (P) Ltd., P-22, Bondel Road, Kolkata - 700019 so as to reach him on or before Saturday, 6th September, 2014 (6:00 pm).
- (ii) Kindly note that members can opt only one mode of voting either through physical Assent/Dissent Form or through e-voting. If a member has opted e-voting facility, he/she is not required to send the physical Assent/Dissent Form or vice versa. In case a member cast their vote both by physical Assent/Dissent and e-voting, then the vote cast through e-voting shall only be considered and the voting through physical Assent/Dissent shall not be considered by the scrutinizer and will be treated as invalid.
18. The Results of e-voting, physical assent/dissent and poll, if any, shall be aggregated and declared on or after the 110th Annual General Meeting of the Company by the Chairman or by any other person duly authorised in this regard. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.rasoigroup.in and on the website of NSDL within two (2) days of passing of the resolutions at the 110th Annual General Meeting of the Company and Communicated to the Stock Exchange.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 5

Mr. Dinesh Sharma was appointed as an Additional Director by the Board of Directors in the meeting held on 29th January, 2014, pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company.

In terms of the provisions of Section 161(1) of the said Act, Mr. Dinesh Sharma would hold office up to the date of the ensuing Annual General Meeting. Mr. Dinesh Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

In terms of provisions of Section 149 and 152 of the Companies Act, 2013 which became effective from 1st April, 2014, an Independent Director of a Company can be appointed for a term of 5 (five) consecutive years and shall not be liable to retire by rotation.

To comply with the above provisions, it is proposed to appoint Mr. Dinesh Sharma as Independent Director of the Company for a period upto 31st March, 2019, who shall not be liable to retire by rotation.

Mr. Dinesh Sharma 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. The Company has also received notice from a member along with requisite deposit under section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director.

Keeping in view his knowledge and experience, it will be in the interest of the Company that Mr. Dinesh Sharma is appointed as an Independent Director. Brief resume of the Director proposed to be appointed as stipulated under the Clause 49 of the Listing Agreement with the Stock Exchange is attached hereto with the Notice.

The Board recommends the ordinary resolution as set out at item Nos. 5 of the Notice for your approval.

Except, Mr. Dinesh Sharma, none of the Directors, Key Managerial Personnel of your Company and relatives of Directors/Key Managerial Personnel are in any way, deemed to be concerned or interested financially or otherwise in the said resolution.

Item Nos. 6, 7, 8 and 9

Mr. R S Vaidyanathan, Mr. H M Parekh, Mr. Vijai Singh and Mr. Brij Gopal Roy were appointed as Independent Directors of the Company on 28th October, 2003, 11th December, 2009, 11th December, 2009 and 21st May, 2012 respectively. The term of office of the aforesaid Directors was liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of provisions of Section 149 and 152 of the Companies Act, 2013 which became effective from 1st April, 2014, an Independent Director of a Company can be appointed for a term of 5 (five) consecutive years and he shall not be liable to determination by retirement of Directors by rotation.

To comply with the above provisions, it is proposed to appoint Mr. R S Vaidyanathan, Mr. H M Parekh, Mr. Vijai Singh and Mr. Brij Gopal Roy as an Independent Directors of the Company for a period upto 31st March, 2019, who shall not be liable to determination by retirement of Directors by rotation.

Mr. R S Vaidyanathan, Mr. H M Parekh, Mr. Vijai Singh and Mr. Brij Gopal Roy have given the requisite declarations pursuant to Section 149(7) of the Companies Act, 2013, to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Company has also received notices from a member along with requisite deposits under section 160 of the Companies Act, 2013 proposing the candidature's of each of Mr. Vaidyanathan, Mr. Parekh, Mr. Singh and Mr. Roy for the office of Independent Directors of the Company.

It will be in the interest of the Company to appoint Mr. R S Vaidyanathan, Mr. H M Parekh, Mr. Vijai Singh and Mr. Brij Gopal Roy as an Independent Directors. Brief resume of the Directors proposed to be appointed as stipulated under the Clause 49 of the Listing Agreement with the Stock Exchange is attached hereto with the Notice.

The Board recommends the ordinary resolutions as set out at item Nos. 6, 7, 8 and 9 of the Notice for your approval.

Except, Mr. R S Vaidyanathan, Mr. H M Parekh, Mr. Vijai Singh and Mr. Brij Gopal Roy none of the Directors, Key Managerial Personnel of your Company and relatives of Directors/Key Managerial Personnel are in any way, deemed to be concerned or interested financially or otherwise in the said resolutions.

Item Nos. 10

Mr. M K Pandita was appointed as the Whole-time Director, designated as Director (Operation) for a period of three years w.e.f 14th November, 2011 at the annual general meeting held on 13th September, 2012.

The term of Mr. M K Pandita expires on 13th November, 2014.

The Board of Directors of the company at its meeting held on 28.05.2014 has, subject to the approval of members, re-appointed Mr. M K Pandita as Whole-time Director, designated as Director – (Operation) of the company for a period from 14th November, 2014 to 30th September, 2017 at the remuneration and terms and conditions recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. M K Pandita as Whole-time Director, designated as Director – (Operation), in terms of the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

Broad particulars of the terms & conditions of re-appointment of and remuneration payable to Mr. M K Pandita are as under:

- a. Salary – Rs. 46,000/- to Rs. 65,000/- 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.
- b. Accommodation - House Rent Allowance – Rs. 5,000/- to Rs. 20,000/- 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 accommodation (furnished or otherwise); house maintenance allowance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs, etc.
- c. Bonus – As per rules of the Company.
- d. Conveyance / Motor Car - Rs. 3,000/- to Rs. 15,000/- 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.
- e. Reimbursement of Expenses – Expenses incurred for entertainment and travelling in regard to business of the Company and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actual and not considered as perquisites.
- f. Provident Funds - Company's contribution towards provident fund as per rules of the company.
- g. Leave Encashment - Encashment of leave accumulated as per rules of the company.

OTHER PERQUISITES

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

OVERALL REMUNERATION

The aggregate of salary and perquisites 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 Mr. M K Pandita, the payment of salary, perquisites and other allowances 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.

Keeping in view his knowledge and experience, it will be in the interest of the Company that Mr. M K Pandita is re-appointed as Whole-time Director, designated as Director – (Operation). Brief resume of the Director proposed to be re-appointed as stipulated under the Clause 49 of the Listing Agreement with the Stock Exchange is attached hereto with the Notice.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. M K Pandita under section 190 of the Companies Act, 2013.

The Board recommends the ordinary resolutions as set out at item Nos. 10 of the Notice for your approval.

Except, Mr. M K Pandita, none of the Directors, Key Managerial Personnel of your Company and relatives of Directors/Key Managerial Personnel are in any way, deemed to be concerned or interested financially or otherwise in the said resolution.

Item No. 11:

Pursuant to the provisions of Section 233B of the Companies Act, 1956 read with Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 and in terms of order no. 52/26/CAB/2010 dated 24th January, 2012 issued by Central Government and as recommended by the Audit Committee, the Board of Directors at its meeting held on 29th May, 2014 re-appointed M/s. Chatterjee & Co., Cost Accountants, Kolkata as Cost Auditor of the Company for audit of the Company's Cost Accounting Records relating to Edible Oils (including vanaspati) covered under Chapter 12 and 15 respectively of Central Excise Tariff Act, 1985, for the financial year 2014-15.

In terms of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor shall be ratified by the Members by way of Ordinary Resolution.

The Board recommends the ordinary resolution as set out in item no.11 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of your Company and relatives of Directors/Key Managerial Personnel are in any way, deemed to be concerned or interested financially or otherwise in the said resolution.

By Order of the Board of Directors

Place : Kolkata
Dated : 28th May, 2014

Naresh Patangi
Company Secretary

Registered Office:
'Rasoi Court'
20, Sir R N Mukherjee Road,
Kolkata - 700 001
CIN : L01132WB1905PLC001594
Tel : 033 2248 0114, Fax : 033 2248 1200
E-mail : secdept@rasoigroup.in
Website : www.rasoigroup.in

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

Name of Director	Mr Raghu Nandan Mody	Mr Dinesh Sharma	Mr R S Vaidyanathan	Mr H M Parekh
Date of Birth	18.02.1939	10.02.1959	27.12.1934	23.03.1937
Date of Appointment	01.04.1978	29.01.2014	28.10.2003	11.12.2009
Qualification	- Senior Cambridge	- Graduate in Science	- Graduate in Oil Technology - Chartered Chemist - Associate member of Institute of Chemical Engineers	- Graduate in Commerce
Nature of expertise in specific functional areas	43 years of experience as an Industrialist.	Wide experience in Marketing	Wide experience as an oil technologist.	Wide and varied experience in accounts discipline.
Directorship held in other Companies	- J L Morison (India) Ltd. - Hindustan Composites Ltd. - Prabhukripa Overseas Ltd. - Rasoi Express Pvt. Ltd. - Indian Vanaspati Producers Association	NIL	Bhiwani Vanaspati Limited	- The Methoni Tea Co. Ltd. - Rossell India Ltd. - Diana Tea Co. Ltd. - Grob Tea Co. Ltd. - Williamson Magor & Co. Ltd. - Gillanders Arbuthnot & Co. Ltd. - The Peria Karamalai Tea & Produce Co. Ltd. - BMG Enterprises Ltd. - Quality Tea Plantations Pvt. Ltd.
Names of committees of other Companies in which the Director is a Member/ Chairman	Member <u>Audit Committee</u> - Hindustan Composites Ltd. - J L Morison (India) Ltd. <u>Shareholders / Investors Grievance Committee</u> - Hindustan Composites Ltd. - J L Morison (India) Ltd. <u>Remuneration Committee</u> - J L Morison (India) Ltd.	NIL	NIL	Chairman <u>Audit Committee</u> - Rossel India Ltd. - Diana Tea Co. Ltd. - Gillanders Arbuthnot & Co. Ltd. <u>Remuneration Committee</u> - The Peria Karamalai Tea & Produce Co. Ltd. Member <u>Audit Committee</u> - Williamson Magor & Co. Ltd. - The Peria Karamalai Tea & Produce Co. Ltd. <u>Remuneration Committee</u> - Rossel India Ltd. - Diana Tea Co. Ltd. - Gillanders Arbuthnot & Co. Ltd. <u>Shareholders / Investors Grievance Committee</u> - Rossel India Ltd. - Gillanders Arbuthnot & Co. Ltd.
No. of shares held in the Company	5526	NIL	10	NIL

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

Name of Director	Mr Vijai Singh	Mr Brij Gopal Roy	Mr M K Pandita
Date of Birth	10.03.1939	09.11.1939	25.10.1948
Date of Appointment	11.12.2009	21.05.2012	14.11.2011
Qualification	- Graduate in Arts	- Graduate in Commerce - Chartered Accountant - Financial Management from IMD, Switzerland	- Bachelor of Engineering - Master of Business Management
Nature of expertise in specific functional areas	Experience in general administration.	- Practicing Chartered Accountant - Rich & wide experience in the areas of Management Consultants, Finance & Accounting for last 5 decades. - Held key position in various Chambers of Commerce.	Rich and varied experience in the factory operations.
Directorship held in other Companies	Blacker & Co. Pvt. Ltd.	- Otto Projects Pvt. Ltd. - Witzenmann India Pvt. Ltd. - Synergy Industrial Services Pvt. Ltd. - S.G.N. Technologies India Pvt. Ltd.	- Axon Trading & Manufacturing Co. Ltd. - Looklink Finance Ltd.
Names of committees of other Companies in which the Director is a Member / Chairman	NIL	NIL	NIL
No. of shares held in the Company	NIL	NIL	NIL

Rasoi
RASOI LIMITED

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

CIN : L01132WB1905PLC001594

Tel : 033 2248 0114, Fax : 033 2248 1200

E-mail : secdept@rasoigroup.in, Website : www.rasoigroup.in

Date : 28th May, 2014

To
The Shareholders,

Sub.: Green Initiative in Corporate Governance- Circular Number 17/2011 date 21.04 2011 & 18/2011 dated 29.04.2011 issued by MCA, Government of India.

In our communique last year, we have solicited your support to lend a helping hand to the initiatives taken by the MCA, Government of India in regard to electronic mode of communication whereby the use of paper will get substantially reduced and we can 'go green' and 'go paperless' and help the Ministry to take this noble initiative forward.

The obvious benefits associated therewith, apart from ensuring that the documents reach the addressee is, it obviates the possibility of the matter getting lost/astrayed in transit - something which remains a major complaint / grievance of the shareholders- unless of course if the email id is wrong in which case the mail will bounce.

I'm happy that the appeal elicited positive response as would be evident from the number of email addresses registered with our Registrars.

Alike last year, in keeping with the intent and purpose of the captioned Circulars, this year too (2013 - 2014) it is intended to send the Annual Report containing the Notice convening the Annual General Meeting and the accompanying documents like Auditor's Report, Directors' Report, Balance Sheet, Profit & Loss Account to those shareholders who already have their email addresses registered - which are proposed to be taken as registered email ids for the purposes of Clause 32 of the Listing Agreement.

In your own interest, please do keep us posted of any change in your email id.

It will help us to serve you better.

It goes without saying that the documents can also be downloaded from the company's website - www.rasoigroup.in.

The company sincerely hopes that you will continue to support the cause to translate the intent into reality.

Thanking you,

Yours faithfully,

Naresh Patangi
Company Secretary



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E-COMMUNICATION REGISTRATION FORM

To

C B Management Services (P) Ltd.

Unit : Rasoi Limited

P-22 Bondel Road,

Kolkata 700 019

Dear Sir,

Sub: Registration of my e-mail address - Green Initiative in Corporate Governance

I agree to receive the documents as referred to in the communication dated 28.05.2014 as above, in electronic mode.

Please register my e-mail address, PAN & contact details in your records.

Folio No :

Email Id :

PAN No. :

Phone No. :

Mobile No. :

Name of First/Sole Holder :

Signature of the First/Sole Holder :

Date :

Notes:

- 1 Shareholder(s) are requested to keep the Registrar & Share Transfer Agent informed of any change in their email address.
2. Shareholder(s) are requested to attach a self attested copy of PAN.
3. The above email address will be registered subject to verification of your signature with the specimen signature registered with the Registrar & Share Transfer Agent.

NECS MANDATE FORM FOR PAYMENT OF DIVIDEND ON EQUITY SHARES

(In case of physical shares - send to our Registrar & Share Transfer Agent)

(In case of demat shares - send to your Depository Participant)

1. Name of the First Shareholder (in block letters) :
2. Address :
3. Regd. Folio No. :
(If not dematerialised)
- D P ID No. :
- Client ID No. :
(If dematerialised)
4. Particulars of Bank account
- A. Bank name :
- B. Branch name & city with Pin Code :
- C. Account no. (as appearing in the cheque book) :
- D. Account type (Please tick) :

SB	Current	Cash Credit
----	---------	-------------
- E. Ledger Folio of the Bank A/c.
- F. 9 Digit MICR code of the bank & branch appearing in the cheque issued by the bank :

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5. Please attach a photo copy of a cheque leaf or a blank cancelled cheque issued by your bank relating to your above account for verifying the accuracy of the code numbers.

DECLARATION

I hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reason of incomplete or incorrect information, I would not hold the Company responsible. In case of NECS facility not being available for any reason, the account details provided above may be incorporated in the payment instrument.

Place :

Date :

Signature of the shareholder

Certified that the particulars furnished above are correct as per our records.

Place :

Date :

Signature of the Bank's Officer

- Notes : 1 Kindly fill all columns. Incomplete Form shall not be entertained.
2. Please ignore this Form, if the same is already submitted.
3. Shareholders can attach a blank 'cancelled' cheque or a photocopy thereof in lieu of the Bank Certificate.
-

Rasoi

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ASSENT / DISSENT FORM FOR VOTING ON AGM RESOLUTIONS

(Please carefully read the instructions printed overleaf before exercising the vote)

(1)	Name & Registered Address of the Sole/first named Member (IN BLOCK LETTER)	
(2)	Name(s) of Joint holder(s), if any	
(3)	Registered Folio No. / DP ID No. & Client ID No.* (*Applicable to investors holding shares in dematerialized form)	
(4)	Number of share(s) held	
(5)	I/We hereby exercise my/our vote in respect of the following Resolutions to be passed for the business stated in the Notice of the 110th Annual General Meeting dated 28th May, 2014 of the company by sending my/our assent or dissent to the said Resolutions by placing a tick (✓) mark at the appropriate box below.	
Item No.	Description of the Resolutions	No. of Share(s)
Ordinary Business		
1	Ordinary Resolution to consider, approve and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors for the financial year ended 31st March, 2014.	<input type="checkbox"/>
2	Ordinary Resolution for declaration of Dividend for the year ended 31st March, 2014.	<input type="checkbox"/>
3	Ordinary Resolution for appointment of Director in place of Mr. Raghu Nandan Mody, who retires by rotation and being eligible, offer himself for re-appointment.	<input type="checkbox"/>
4	Ordinary Resolution for re-appointment of M/s Lodha & Co., Chartered Accountants, Kolkata as Auditors to hold office for a term of 3 (three) consecutive years and fixing their remuneration.	<input type="checkbox"/>
Special Business		
5	Ordinary Resolution for appointment of Mr. Dinesh Sharma as an Independent Director to hold office upto 31st March, 2019.	<input type="checkbox"/>
6	Ordinary Resolution for appointment of Mr. R S Vaidyanathan as an Independent Director to hold office upto 31st March, 2019.	<input type="checkbox"/>
7	Ordinary Resolution for appointment of Mr. H M Parekh as an Independent Director to hold office upto 31st March, 2019.	<input type="checkbox"/>
8	Ordinary Resolution for appointment of Mr. Vijai Singh as an Independent Director to hold office upto 31st March, 2019.	<input type="checkbox"/>
9	Ordinary Resolution for appointment of Mr. Brij Gopal Roy as an Independent Director to hold office upto 31st March, 2019.	<input type="checkbox"/>
10	Ordinary Resolution for re-appointment of Mr. M K Pandita, as Whole-time Director designated as Director (Operation) for a period from 14th November, 2014 to 30th September, 2017.	<input type="checkbox"/>
11	Ordinary Resolution for approval of the Remuneration of the Cost Auditors.	<input type="checkbox"/>

Place :

Date :

(Signature of the Member)

E-mail:..... Tel No.:.....

Note:

- (i) Please return duly filled and signed form in the envelope enclosed herewith.
- (ii) Last date for receipt of Assent / Dissent Form is Saturday, the 6th September, 2014 (6.00 pm).

INSTRUCTIONS

1. In terms of Clause 35B of the Listing Agreement entered into with the Stock Exchange, listed Companies shall also provide an option to their members who do not have access to the e-voting facility, to cast their votes by way of a ballot at the Annual General Meeting. The members who are not able to attend the Annual General Meeting can send their assent or dissent in writing in respect of the resolutions as set out in the Notice by sending the duly filled and signed Assent/Dissent Form to the Scrutinizer.
2. The Notice of 110th Annual General Meeting is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners on 1st August, 2014 and Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on the said date.
3. Voting period commences on and from Thursday, 4th September, 2014 at 10.00 a.m. and ends on Saturday, 6th September, 2014 at 6.00 p.m.
4. Members have option to vote either through physical Assent / Dissent Form or through e-voting. If a member has opted e-voting facility, he/she is not required to send the physical Assent / Dissent Form or vice versa. In case a member cast their vote both by physical Assent / Dissent and e-voting, then the vote cast through e-voting shall only be considered and the voting through physical Assent / Dissent shall not be considered by the scrutinizer and will be treated as invalid.
5. The Scrutinizer's decision on the validity of the Assent / Dissent Form and e-voting shall be final and binding.
6. A Member desiring to exercise vote by physical Assent / Dissent Form should complete this form and send it to the Scrutinizer in the attached self – addressed postage pre-paid envelope. Since postage is already paid by the Company, the members need not affix the postage stamp. However, envelope containing Assent / Dissent Form, if sent by courier or hand delivered at the expense of the Member, will also be accepted. The self – addressed envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.
7. Duly completed Assent / Dissent Form should reach the Scrutinizer not later than the close of working hours i.e. 6.00 p.m. on Saturday, 6th September, 2014. All Forms received after this date will be strictly treated as if reply from such Member has not been received.
8. A member may request for a duplicate Assent / Dissent Form, if so required, and the same duly completed should reach the Scrutinizer not later than the time and date specified under instruction No. 7 above.
9. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company/ Depository Participant) by the first named Member and in his/ her absence, by the next named Member.
10. Voting through physical Assent / Dissent Form cannot be exercised by proxies.
11. Incomplete, unsigned or incorrectly ticked Assent / Dissent Forms will be rejected.
12. Members are requested to fill the physical Assent / Dissent Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
13. There will be one physical Assent / Dissent Form for every Folio/ Client ID irrespective of the number of joint holder(s).
14. In respect of shares held by corporate and institutional members (companies, trusts, societies etc.) the duly completed Assent / Dissent Form should be accompanied by a certified true copy of Board Resolution /appropriate authorization with the specimen signature(s) of the authorized signatory(ies) duly attested.
15. The number of shares in respect of which votes are cast should be mentioned in the column, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the member in the respective column.
16. Members are requested not to send any other paper along with the Assent / Dissent Form in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
17. Members from whom no Assent / Dissent Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolutions.