

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 116th Annual General Meeting of the Members of Rasoi Limited will be held on Monday, 30th November, 2020 at 10.30 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, 2020 and the reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Naresh Patangi (DIN: 05244530), who retires by rotation and being eligible, offers himself for re-appointment as a Director.

SPECIAL BUSINESS:

3. Appointment of Dr. Sayantan Bandyopadhyay as an Executive Director of the Company:

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

"**RESOLVED THAT** pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the provisions of the Articles of Association of the Company, Dr. Sayantan Bandyopadhyay, (DIN: 02385312), who was appointed as an Additional Director of the Company with effect from 1st October, 2020, by the Board of Directors in terms of Section 161 of the Act 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 under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 152, 196, 197, 198, 203, Schedule V and any other applicable provisions of the Act 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 appointment of Dr. Sayantan Bandyopadhyay, (DIN: 02385312), currently designated as Chief Executive Officer, as an Executive Director of the Company for a period of 3 (three) years with effect from 1st October, 2020 to 30th September, 2023, who shall be liable to retire by rotation.

RESOLVED FURTHER THAT appointment of Dr. Sayantan Bandyopadhyay as an Executive Director of the Company shall be on the terms and conditions and remuneration, as set out in the explanatory statement annexed hereto with the authority to the Board of Directors of the Company to revise the terms with regard to remuneration from time to time within the limits provided in the said Schedule V or any amendment thereto for the time being in force without further reference to the Members, the terms and conditions of the said appointment and/or remuneration, as it may deem fit.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Dr. Sayantan Bandyopadhyay as an Executive Director of the Company, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

By order of the Board of Directors

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

Place: Kolkata
Date: 8th September, 2020

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

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. Members attending Annual General Meeting at the venue are required to take proper precautions for attending the meeting (such as wearing of masks, hand gloves, maintaining of social distancing, proper hand washing and sanitization, etc.) considering COVID-19 pandemic situation.
3. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto and forms part of this notice.
4. 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.
5. Route-map to the venue of the Meeting is provided in the Annual Report for the convenience of the Members.
6. Members/proxies are requested to produce the enclosed attendance slip duly filled up and signed as per specimen signature recorded with the Company for admission to the meeting hall.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
8. Members who hold shares in dematerialized form are requested to bring their client ID and DPID numbers for easier identification of attendance at the Meeting.
9. 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.

10. 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.
11. All relevant documents referred to in the accompanying Notice are available for inspection by the Members at the registered office of the Company during business hours on working days up to the date of the AGM.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.
13. Members are requested to notify immediately any change of address or bank mandates to their respective Depository Participant(s) in respect of their holding in electronic form and to the RTA, C B Management Services (P) Ltd., Unit: Rasoi Limited, P-22, Bondel Road, Kolkata – 700019 in respect of physical share folios, if any.
14. The Company has transferred the unpaid or unclaimed dividend declared upto the financial year 2011-2012 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, 2013 is due for transfer to the IEPF in month of November, 2020. The shareholders whose dividend remained unclaimed for the financial year 2012-13 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, 2020 under "Investors Information" section at the website of the Company at 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 and at the website of IEPF viz. www.iepf.gov.in Attention of the members is drawn to the provisions of Section 124(6) of the 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 2012-13 to FY 2018-19) or more.

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

15. 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.
16. In terms of the provisions of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders. Shareholders holding shares in physical form and desirous of availing the above facility are advised to submit their Nomination in Form SH-13 with the Company's Registrar and Share Transfer Agents. The nomination form can be downloaded from the Company's website www.rasoigroup.in under the section "Investors Information". However, in case of demat holdings, the shareholders should approach to their respective Depository Participant(s) for making nominations.
17. To comply with the provisions of Sections 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company is required to update its database by incorporating some additional details of its Members. Members are thus requested to kindly submit their e-mail ID and other details vide Members Database Updation Form attached with this Annual Report by filling up and signing at the appropriate place in the said form and return the same to the RTA. The e-mail ID provided shall be updated subject to successful verification of your signature(s) as per record available with the RTA of the Company.
18. 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.
19. The Annual Report 2019-20, the Notice of 116th AGM and instructions for e-voting along with Attendance Slip and Proxy Form are being sent to all Members through permitted mode.
20. Information and other instructions relating to voting process:
 - (a) Voting through electronic means:
In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 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 116th AGM by electronic means. The Members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting'). The Company has engaged the services of National Securities Depository Limited (NSDL) as agency to provide e-voting facility. Kindly refer point no. 21 for "The details of the process and manner for remote e-voting."
 - (b) Voting at the AGM:
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, 27th November, 2020 (9:00 a.m.) and ends on Sunday, 29th November, 2020 (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. 23rd November, 2020, 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. 23rd November, 2020. 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. 23rd November, 2020 may obtain the User Id and password by sending a request at evoting@nsdl.co.in or contact to the RTA at (033) 4011 6728. However, if the member is already registered with NSDL for remote e-voting then he can use his exiting user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the toll free no.: 1800-222-990.
- (g) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The results declared along with the consolidated scrutinizer’s report shall be placed on the Company’s website www.rasoigroup.in and on the website of NSDL <https://www.evoting.nsdl.com>
- (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. 30th November, 2020.

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

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-into 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 ‘Shareholders’ section.
3. A new screen will open. Enter your User ID, your Password and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

5. Your password details are given below:
 - a) If you are already registered for remote 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, your "initial password" is communicated to you on your postal address.
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.
 - 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.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of remote e-Voting. Click on Remote e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the Companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Rasoi Limited.
4. Now you are ready for remote e-voting as Cast Vote page opens.
5. Cast your vote by selecting appropriate option 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be able 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to goenkamohan@hotmail.com with a copy marked to evoting@nsdl.co.in
- II. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- III. In case of any queries regarding remote e-voting, you may refer the Frequently Asked Questions (FAQs) and remote e-voting user manual for Members available at the downloads section of NSDL website at www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to or contact Mr. Amit Vishal, Senior Manager/Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Lower Parel, Mumbai 400013, at telephone no. 022 – 24994360 / 022 – 24994545 or at E-mail id evoting@nsdl.co.in.

Further queries relating to remote e-voting may be addressed to Naresh Patangi, Executive Director, Company Secretary & Compliance Officer, Rasoi Court, 20, Sir, R N Mukherjee Road, Kolkata – 700001, email: secdept@rasoigroup.in, phone No. (033) 2248 0114.

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

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

Item No. 3: Appointment of Dr. Sayantan Bandyopadhyay as an Executive Director of the Company

Dr. Sayantan Bandyopadhyay currently designated as Chief Executive Officer of the Company was appointed as an Additional Director of the Company w.e.f 1st October, 2020 pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company. Dr. Sayantan Bandyopadhyay, aged 67 years, is a Master of Science and Ph. D in Taxonomy & Systematics, and having rich experience in manufacturing and factory operations.

In terms of the provisions of Section 161 of the Companies Act, 2013, Dr. Sayantan Bandyopadhyay shall hold office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature to the office of Director. Further, he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

The Board also appointed Dr. Sayantan Bandyopadhyay as an Executive Director of the Company for a period of 3 (three) years w.e.f. 1st October, 2020 to 30th September, 2023, subject to the approval of the members of the Company.

It is proposed to seek the members’ approval for the appointment of and remuneration payable to Dr. Sayantan Bandyopadhyay as Executive Director 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	Rs. 63,000/- to Rs. 90,000/- 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/ Accommodation	House Rent Allowance - Rs. 15,350/- to Rs. 25,000/- 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; or Accommodation (furnished or otherwise); house maintenance allowance together with reimbursement of expenses and/or allowances for utilization of gas, electricity, water, furnishing and repairs, etc.
3	Conveyance Allowance/ Motor Car	Conveyance Allowance - Rs. 6,500/- 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.
4	Medical Allowance	a) Medical insurance premium policy for self upto Rs. 1,00,000/- per annum. b) Personal Accident insurance premium for self upto Rs. 2,00,000/- per annum.
5	Bonus	As per the rules of the Company.
6	Reimbursement of Expenses	Expenses incurred in regard to business of the Company shall be reimbursed at actual and not considered as perquisites.
7	Provident and other Funds	As per the rules of the Company.
8	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 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 Dr. Sayantan Bandyopadhyay, Executive Director, 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.

The Board considers that Dr. Bandyopadhyay rich and varied experience would be of immense benefit to the Company and it is desirable to appoint him as an Executive Director of the Company. Accordingly, the Board recommends the Special Resolution as set out at item No. 3 of the Notice for approval by the Members.

A brief profile of Dr. Sayantan Bandyopadhyay as required to be given pursuant to SS-2 Secretarial Standards on General Meetings and other information pertaining to his appointment has been given in the annexure to this Notice.

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

Annexure to the Notice

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

Particulars	Name of Directors	
	Mr. Naresh Patangi (DIN: 05244530)	Dr. Sayantan Bandyopadhyay (DIN: 02385312)
Age	40 years	67 years
Date of Appointment	7 th September, 2018	1 st October, 2020
Qualification	Graduation from University of Calcutta and a member of the Institute of Company Secretaries of India.	Master of Science and Ph. D in Taxonomy & Systematics.
Expertise in specific functional areas/ Brief Resume	He has over 12 years of experience in secretarial and legal matters.	He has rich experience in manufacturing and factory operations.
List of Directorship in other entities	Nil	1. Leaders Healthcare Ltd. 2. Silver Trading and Services Ltd.
Membership/ Chairmanship of Committees of other entities	Nil	Nil
Number of Board Meetings attended during the financial year (FY 2019-20)	4 (Four)	Not Applicable
Number of equity shares held in the Company	1 Equity Share	Nil
Terms and Conditions of appointment/ re-appointment	In terms of Section 152(6) of the Companies Act, 2013. Mr. Naresh Patangi is liable to retire by rotation.	In terms of Section 152(6) of the Companies Act, 2013. Dr. Sayantan Bandyopadhyay is liable to retire by rotation.
Remuneration last drawn (including sitting fees, Commission, if any) (FY 2019-20)	₹ 16.93 Lakhs	₹ 11.72 Lakhs
Remuneration proposed to be paid	₹ 16.93 Lakhs	₹ 11.72 Lakhs
Relationship with other Director(s)/ Key Managerial Personnel(s) 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.	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.

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

I. General Information:		
1.	Nature of Industry	The Company is engaged in the business of manufacturing baby care products and packing materials. The Company also deals in metals.
2.	Date or expected date of commencement of commercial production	The Company is an existing Company and is in operation since 1905.
3.	In case of new companies, expected date of Commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	EPS: ₹ 338.28 (On Standalone basis) Return on Networth: 3.80%
5.	Foreign Investment or Collaborations, if any.	Nil
II. Information about the appointee:		
1.	Background details	Dr. Sayantan Bandyopadhyay, is a Master of Science and Ph. D in Taxonomy & Systematics, and having rich experience in manufacturing and factory operations. He is associated with the Company since 2014.
2.	Past Remuneration	₹ 11.72 Lakhs
3.	Recognition or awards	Dr. Sayantan Bandyopadhyay is having rich experience in the industry in which the Company operates.
4.	Job profile and his suitability	Dr. Sayantan Bandyopadhyay is an Executive Director and Chief Executive Officer 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	₹ 11.72 Lakhs (approx.) p.a.
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)	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, if any	Besides the remuneration proposed, Dr. Sayantan Bandyopadhyay does not have any pecuniary relationship directly or indirectly with Company and other managerial personnel.
III. Other Information:		
1.	Reasons for Loss or inadequate profits	Due to increase in competition and stress on margin, the 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 by increase in business.
3.	Expected increase in productivity and profits in measurable terms	The Company anticipates increase in revenue and profits but in view of COVID-19 disruption, prediction is difficult.
IV. Disclosures:		
1.	Remuneration package of the managerial person	As detailed in the statement which forms part of the Notice of AGM.
2.	Disclosure in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2019-2020.	Not Applicable

By order of the Board of Directors

Sd/-

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

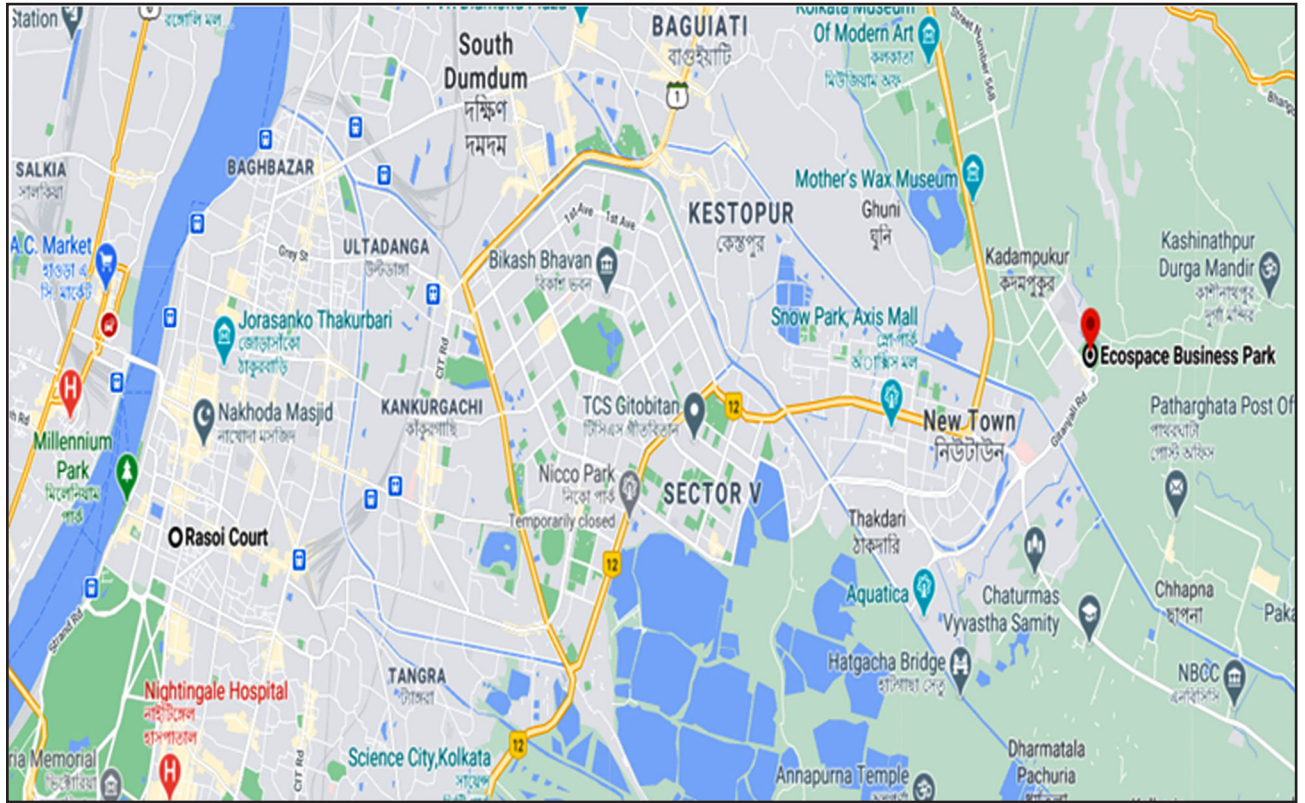
Place: Kolkata

Date: 8th September, 2020

Registered Office:

'Rasoi Court', 20, Sir R N Mukherjee Road, Kolkata - 700001

ROUTE MAP TO THE VENUE OF THE 116TH ANNUAL GENERAL MEETING OF RASOI LIMITED



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