

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 118th Annual General Meeting of the Members of Rasoi Limited will be held on Monday, 26th September, 2022 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, 2022 and the reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Raghu Nandan Mody (DIN: 00053329), who retires by rotation and being eligible, offers himself for re-appointment as a Director.
3. To appoint Statutory Auditors of the Company and to fix their remuneration.

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with

Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Shah & Khandelwal, Chartered Accountants, (FRN: 326992E) be and are hereby appointed as Statutory Auditors of the Company, in place of M/s. B Chhawchharia & Co., Chartered Accountants, (FRN: 305123E) the retiring Auditors, for a term of five consecutive years, to hold office from the conclusion of the ensuing 118th Annual General Meeting till the conclusion of the 123rd Annual General Meeting of the Company to be held in the year 2027, at such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors."

By order of the Board of Directors

Place: Kolkata

Date: 27th June, 2022

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. 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, 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 DP ID 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 2013-2014 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, 2015 is due for transfer to the IEPF in the month of October, 2022. The shareholders whose dividend remained unclaimed for the financial year 2014-15 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, 2022 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 2014-15 to FY 2020-21) 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 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.
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 2021-22, the Notice of 118th 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 118th 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, 23rd September, 2022 (9:00 a.m.) and ends on Sunday, 25th September, 2022 (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. 19th September, 2022, 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. 19th September, 2022. 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. 19th September, 2022 may obtain the User Id and password by sending a request at evoting@nsdl.co.in or contact to the RTA at (033) 4011 6728. However, if the member is already registered with NSDL for remote e-voting then he can use his existing user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the toll free no.: 1800-1020-990 and 1800-22-44-30. 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 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. 26th September, 2022.
- 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:


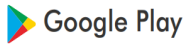


Step 1: Access to NSDL e-Voting system

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 IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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 e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
	<p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. 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. 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 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/ Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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.

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*****.

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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. Now you are ready for e-Voting as the Voting page opens.
3. 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.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 / Power of Attorney, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer either through e-mail to goenkamohan@gmail.com with a copy marked to evoting@nsdl.co.in or 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 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.: 1800-1020-990 and 1800-22-44-30 or send a request to or contact 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. Further queries relating to remote e-voting may be addressed to Mr. Naresh Patangi, Executive Director, Company Secretary & Compliance Officer, Rasoil Court, 20, Sir R N Mukherjee Road, Kolkata – 700001, email: 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
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. 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 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: To appoint Statutory Auditors of the Company and to fix their remuneration

M/s. B Chhawchharia & Co., Chartered Accountants, (FRN: 305123E) was appointed as Statutory Auditors of the Company for 5 (five) consecutive years to hold office from the conclusion of 113th Annual General Meeting of the Company till the conclusion of the 118th Annual General Meeting. Accordingly, their present term gets completed on conclusion of the ensuing 118th Annual General Meeting.

The Board of Directors of the Company at their meeting held on 27th June, 2022, has approved the appointment of M/s. Shah & Khandelwal, Chartered Accountants, (FRN: 326992E), as the Statutory Auditors of the Company for a term of 5 (five) consecutive years i.e. from the conclusion of this 118th Annual general Meeting till the conclusion of 123rd Annual General Meeting subject to the approval of the Members of the Company.

The Board of Directors after having considered various factors such as independence, industry experience, technical skills, audit team etc. has recommended the appointment of M/s. Shah & Khandelwal, Chartered Accountants, as the Statutory Auditors of the Company for a term of 5 (five) consecutive years i.e., from the conclusion of this 118th Annual General Meeting till the conclusion of 123rd Annual General Meeting.

Further, in terms of Section 139 of the Companies Act, 2013 and the rules framed thereunder, the Company has received the written consent and a certificate from M/s. Shah & Khandelwal, Chartered Accountants, that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 and that the appointment, if made, shall be in accordance with the applicable provisions of the Companies Act, 2013 and rules framed thereunder.

The Board of Directors recommends the ordinary resolution as set out at item no. 3 of the Notice for approval by the Members.

None of the 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 Director
	Mr. Raghu Nandan Mody (DIN: 00053329)
Age	83 years
Date of Appointment	1 st April, 1978
Qualification	Senior Cambridge.
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.
List of Directorship in other entities	1. Hindustan Composites Ltd. 2. J. L. Morison (India) Ltd. 3. Prabhukripa Overseas Ltd.
Membership/ Chairmanship of Committees of other entities	1. Member of following Committees in Hindustan Composites Ltd. a. Audit Committee b. Stakeholders Relationship Committee c. Corporate Social Responsibility Committee 2. Chairman of Risk Management Committee in Hindustan Composites Ltd. 3. Member of Nomination and Remuneration Committee in J. L. Morison (India) Ltd.
Number of Board Meetings attended during the financial year (FY 2021-22)	1 (One)
Number of equity shares held in the Company	276 Equity Shares
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.
Remuneration last drawn (including sitting fees, Commission, if any) (FY 2021-22)	₹ 18.11 Lakhs (including sitting fees of ₹ 11,000/-)
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.
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.

By order of the Board of Directors

Sd/-

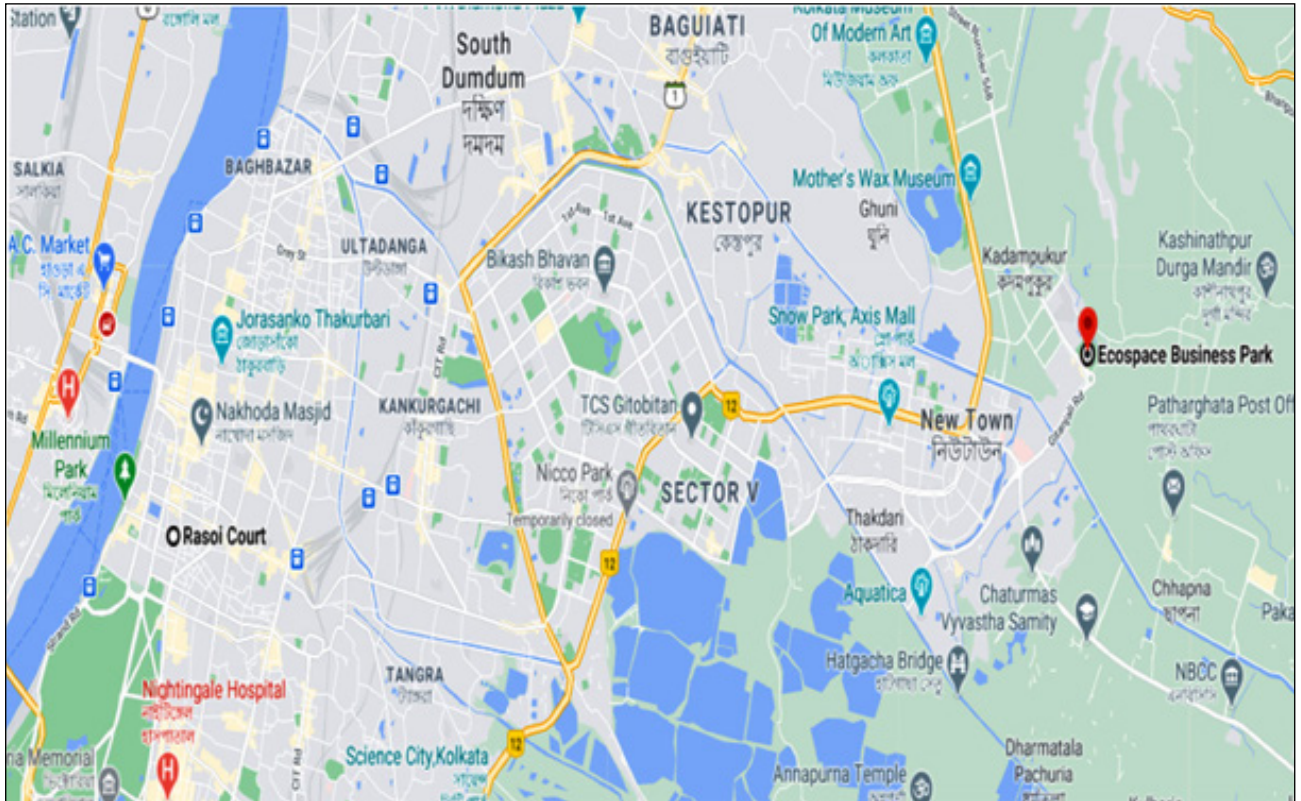
Naresh Patangi*Executive Director, CS & Compliance Officer
DIN: 05244530 & Membership No. FCS – 8112*

Place: Kolkata

Date: 27th June, 2022

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

ROUTE MAP TO THE VENUE OF THE 118TH ANNUAL GENERAL MEETING OF RASOI LIMITED



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