

# RASOI LIMITED

CIN : L01132WB1905PLC001594

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

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

Website : www.rasoigroup.in

## NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Shareholder(s),

**NOTICE** is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 (hereinafter referred as "the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred as "the Rules"), and relevant provisions of the Listing Agreement with Stock Exchanges, the resolutions as set out in this notice at Item Nos. 1 and 2 are proposed to be passed by the Postal Ballot process.

The statement pursuant to the provisions of Section 102 of the Companies Act, 2013 pertaining to the proposed resolutions setting out the material facts concerning below items and reasons thereof along with the Postal Ballot Form and self-addressed business reply envelope are enclosed hereto for your consideration.

The Board of Directors at its meeting held on Tuesday, the 20th day of January, 2015 has appointed CS Mohan Ram Goenka, Partner, MR & Associates, Company Secretaries, Kolkata as Scrutinizer for conducting the Postal Ballot process (including e-voting process) in a fair and transparent manner.

The Company is pleased to provide Electronic Voting (hereinafter referred as "e-voting") facility to its Members as an alternative mode to cast their votes electronically instead of dispatching the physical Postal Ballot Form through post. The Company has engaged services of National Securities Depository Limited (NSDL) to provide e-voting facility to its members. It may be noted that e-Voting is optional. In case a member votes through e-voting facility, he/she is not required to send physical Postal Ballot Form and vice versa. In case a member casts his vote through e-voting and physical Postal Ballot Form both, the vote cast through e-voting facility shall only be considered and the voting through physical Postal Ballot Form will not be considered by the Scrutinizer.

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. Please refer to the instructions for e-voting given along with this Notice for the process and manner in which e-voting can be carried out.

The e-voting period commences on Friday, the 30th day of January, 2015 (9:00 a.m.) and ends on Saturday, the 28th day of February, 2015 (6:00 p.m.). 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) being, Friday, the 16th day of January, 2015, may cast their votes 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.

The Notice is being sent to all Members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the cut-off date (record date) being, Friday, the 16th day of January, 2015.

Members who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Postal Ballot Form through post.

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) being, Friday, the 16th day January, 2015. The shareholders opting to vote through physical Postal Ballot Form are requested to carefully read the instructions printed overleaf the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self-addressed business reply envelope so as to reach the Scrutinizer on or before the close of working hours on Saturday, the 28th day of February, 2015. It is further brought to your notice that as per provisions of the Rule 22(12) of the said Rules, postal ballots, giving consent or dissent received after thirty days from the date of dispatch of this notice (being last date i.e. Saturday, the 28th day of February, 2015) shall be treated as the reply from the Member has not been received.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the voting received in through electronic and physical modes. The result of the voting by Postal Ballot will be announced by the Chairman of the Company or by such other person as may be authorized by him on Wednesday, the 4th day of March, 2015 at 4.00 p.m. at the Registered Office of the Company.

The said results will be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the equity shares of the Company are listed and placed along with the Scrutinizer's report on the Company's website viz; [www.rasoigroup.in](http://www.rasoigroup.in) and NSDL's website viz; <https://www.evoting.nsdl.com>

The Resolutions will be taken as passed effectively on the day of declaration of the results at the Registered Office of the Company, if the result of Postal Ballot indicates that the requisite majority of the Members have assented to the Resolutions.

**PROPOSED RESOLUTIONS :**

**ITEM NO. 1**

**ALTERATION TO MEMORANDUM OF ASSOCIATION OF THE COMPANY**

**To consider and if thought fit, to accord assent/dissent to the following resolution as a Special Resolution :-**

**"RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to alter the Objects Clause of the Memorandum of Association of the Company by inserting the following new clauses "xxvii" & xxviii" after the existing clause "xxvi":

- xxvii To carry on business as manufacturers, processors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, stockiest, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, or otherwise to deal in all kind, shapes, sizes, varieties, modalities, uses, and description of a variety of mother & baby care products such as baby feeding bottle, other bottles, nipple, brush, pacifier, teether, feeder, sipper, bags, cutlery like fork, spoon, plates, bowls, feeding accessories, toiletries and other bathing accessories such as powders, skin care, oils, shampoos, lotions, perfumes, wipes, tissues, bibs, nose cleaner, comb & brush, nail clipper, nail scissors, sterilizer, bottle & baby food warmers, accessories including liquid cleanser, medical & health care and safety products such as toothbrush, buds, cotton, detergent, thermometer, droppers, shoes, slippers, shocks, diapers, toys, soother, rattle, carriers, walkers, strollers, baby cots, medical appliances and devices, and every kind of baby clothing, baby food, baby drinks and premium baby care products and things capable of being used in mother & baby care category whether included in the above particular descriptions or not.
- xxviii To carry on business as manufacturers, processors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, stockiest, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, or otherwise deal in all kinds of packing material and containers including boxes, cartons, cases, corrugated shipping box, corrugated sheets, corrugated panel board boxes, corrugated cartons, corrugated containers, corrugated rolling boxes, cardboard box, printed box, plywood box, display boxes and cartons, poly bags, paper tubes, show cards, paper cones, plastic cones, jute bags, cloth bags, paper bags, steel containers, plastic containers, stone containers, wooden boxes, wooden crates, wood pallets, wooden planks, thermocol box, thermocol moulding boxes, wholly or partly made of papers, boards, wood, glass, plastic, rubber, metals, zelatine, tin or otherwise and glass bottles, glass jars, flasks, casks and glass containers of every description and packing requisite of every kind and description.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purpose of making all such filings as may be required in relation to the aforesaid amendment in the Memorandum of Association of the Company and further to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution."

**ITEM NO. 2**

**INCREASE IN THE LIMIT OF CONTRIBUTION UNDER SECTION 181 OF THE COMPANIES ACT, 2013 :**

**To consider and if thought fit, to accord assent/dissent, to the following resolution as an Ordinary Resolution :-**

**"RESOLVED THAT** pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to contribute, donate, subscribe or otherwise provide assistance from time to time to any body, institute, society, person, trust or fund for any charitable or other purposes up to a total amount of Rs. 5 Crores (Rupees Five Crores only) in any financial year or 5% of the Company's average net profits for the three immediately preceding financial years, whichever is higher.

**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 the above resolution."

By Order of the Board of Directors

Place: Kolkata  
Date : 20th January, 2015

**Naresh Patangi**  
Company Secretary

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

**STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 :****ITEM NO. 1 :**

The Company's Vanaspati/Edible Oil business was facing difficult times for last few years and production of Vanaspati became unviable due to heightened volatility in raw material prices and foreign exchange. As such your company was constrained to take the decision of discontinuing the production of the same at its factory at Banganagar, West Bengal. It was further decided to set up a State of the art manufacturing facility for baby care products and manufacturing of packing materials at its factory at Banganagar, West Bengal which shall replace the existing Vanaspati/ Edible Oil manufacturing.

In order to enable the Company to undertake the business as mentioned above, the Board of Directors of the Company decided to alter the Object Clause of the Memorandum of Association of the Company for insertion of new sub-clauses in the Object Clause as mentioned in the Item No. 1 of the Notice.

In terms of Section 13 and Section 110 of the Companies Act, 2013 read with Rule 22 (16) of the Companies (Management and Administration) Rules, 2014, the consent of the Members of the Company by way of Special Resolution through Postal Ballot process is required to alter the Object Clause of Memorandum of Association of the Company.

A copy of Memorandum of Association of the Company alongwith proposed changes will be made available for inspection for the members at the Registered Office of the Company during the office hours on all working days between 11.00 a.m. to 1.00 p.m. upto Saturday, the 28th day of February, 2015.

The Board recommends the resolution as set out at Item No. 1 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of your Company or relatives of Directors/ Key Managerial Personnel are concerned or interested in the said resolution.

**ITEM NO. 2 :**

Your Company in view of its obligations to the society at large, feels that it should contribute and / or subscribe from time to time for charitable or other purposes. In terms of the provisions of Section 181 of the Companies Act, 2013, any amount contributed to any charitable or other funds in excess of 5% (five) of the company's average net profits during the three immediately preceding financial years need prior approval of the members of the Company. It is therefore necessary to obtain approval of the members of the Company for the contributions to be made by the Company in excess of the limits prescribed under the said section.

Approval of the members is sought for making such contributions from time to time as may be decided by the Board.

The Board recommends the resolution as set out at Item No. 2 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of your Company or relatives of Directors/ Key Managerial Personnel are concerned or interested in the said resolution.

By Order of the Board of Directors

Place: Kolkata  
Date : 20th January, 2015

**Naresh Patangi**  
Company Secretary

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

## INSTRUCTIONS FOR E-VOTING

1. 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 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.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password 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/JPEG 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](mailto:goenkamohan@hotmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
    - (i) Initial password is provided in the Postal Ballot Form.
    - (ii) Please follow steps as mentioned at Sl. No. (ii) to Sl. No. (xii) above, to cast your vote.
2. 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](http://www.evoting.nsdl.com)
  3. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
  4. 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).
  5. The e-voting period commences on Friday, the 30th day of January, 2015 (9:00 am) and ends on Saturday, the 28th day of February, 2015 (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) i.e. Friday, the 16th day of January, 2015, 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.
  6. 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, the 16th day of January, 2015.
  7. CS Mohan Ram Goenka, Partner, MR & Associates, Company Secretaries, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

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## POSTAL BALLOT FORM

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

Serial No. :

1. Name & Registered Address of the Sole/first :  
named Shareholder (IN BLOCK LETTER)

2. Name(s) of Joint holder(s) if any :  
(IN BLOCK LETTER)

3. Registered Folio No. / :  
DP Id No. / Client Id No.\*  
(\*Applicable to investors holding  
shares in dematerialized form)

4. Number of share(s) held :

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Notice dated 20th January, 2015 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 Resolution	No. of share(s)	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special Resolution under Section 13 of the Companies Act, 2013 for alteration of Objects Clause of the Memorandum of Association of the Company by inserting the new sub-clauses xxvii and xxviii.			
2.	Ordinary Resolution under Section 181 of the Companies Act, 2013 to increase in the limit of donation to any charitable or other funds.			

Place :

Date :

\_\_\_\_\_  
(Signature of the shareholder)

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

Note : (i) Please return duly filled and signed postal ballot form in the envelope enclosed herewith.

(ii) Last date for receipt of Postal Ballot Form is Saturday, the 28th day of February, 2015 (6.00 p.m.).

### ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password

## **INSTRUCTIONS FOR VOTING IN PHYSICAL FORM**

1. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on cut-off date i.e. Friday, the 16th day of January, 2015.
2. A member need not use all his/her votes in the same manner.
3. The Scrutinizer's decision on the validity of Postal Ballot will be final and binding.
4. A Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply envelope. Since postage is already paid by the Company, the members need not affix the postage stamp. However, envelope containing Postal Ballot Form, if sent by courier or hand delivered at the expense of the Member, will also be accepted. The self-addressed Business Reply envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.
5. 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.
6. Voting through Postal ballot cannot be exercised by proxies.
7. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
8. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
9. There will be one Postal Ballot Form for every Folio/ Client ID irrespective of the number of joint holder(s).
10. In respect of shares held by corporate and institutional members (companies, trusts, societies etc.) the duly completed Postal Ballot 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.
11. 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.
12. Members are requested not to send any other paper along with the Postal Ballot 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.
13. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Saturday, the 28th day of February, 2015. Postal Ballot Form received after this time and date will be strictly treated as if reply from such Member has not been received and the same will not be considered for the purpose of postal ballot.