

**RASOI LIMITED**

CIN: L01132WB1905PLC001594

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

Tel.: 2248 0114, Fax: 2248 1200, E-mail: secdept@rasoigroup.in, Website: www.rasoigroup.in**POSTAL BALLOT FORM***(Please carefully read the instructions printed overleaf before exercising the vote)*

Ballot No. :

Env. No. :

| 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 Resolutions to be passed through Postal Ballot for the business stated in the Notice 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 180(1)(a) of the Companies Act, 2013 to sale, lease or otherwise dispose of or create charge /mortgage / hypothecation on the movable /immovable properties of the Company upto an amount not exceeding Rs. 150 Crores. | | | |
| 2. | Special Resolution under section 14 of the Companies Act, 2013 for adoption of new set of Articles of Association of the Company. | | | |
| 3. | Special Resolution under section 186 of the Companies Act, 2013 to increase in the limit of making loan or investments or providing guarantee or security in connection with the loan or acquisition of securities upto an amount not exceeding Rs. 150 Crores. | | | |

Place :

Date :

(Signature of the Member)**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 Thursday, the 31st July, 2014 (6.00 pm).

Electronic Voting Particulars

| EVEN (e-voting Event Number) | USER ID | PASSWORD/PIN |
|------------------------------|---------|--------------|
| | | |

GENERAL INSTRUCTIONS

1. The Notice of Postal Ballot is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners on 20th June, 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.
2. Voting period commences on and from Tuesday, 1st July, 2014 at 10.00 a.m. and ends on Thursday, 31st July, 2014 at 6.00 p.m.
3. A member need not use all his / her votes in the same manner.
4. Members have option to vote either through Postal Ballot form or through e-voting. If a member has opted e-voting facility, he/she is not required to send the physical Postal Ballot form. In case a member votes through e-voting facility as well as sends his vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the scrutinizer.
5. The Scrutinizer's decision on the validity of a Postal Ballot/e-voting shall be final and binding.

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

6. 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 postage pre-paid 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.
7. The self - addressed envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.
8. 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.
9. Postal ballot cannot be exercised by proxies.
10. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
11. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
12. There will be one postal ballot form for every Folio/ Client ID irrespective of the number of joint holder(s).
13. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e. 6.00 p.m. on Thursday, 31st July, 2014. All Postal Ballot Forms received after this 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.
14. 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.
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 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.
17. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolutions.

INSTRUCTIONS FOR E-VOTING

18. 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 procedures and instructions for e-voting are as follows:

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 Ltd.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial 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/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN 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 secdept@rasoigroup.in with a copy marked to 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 as below/at the bottom of the Postal Ballot Form.

| EVEN (e-Voting Event Number) | USER ID | PASSWORD/PIN |
|-------------------------------------|----------------|---------------------|
| | | |

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- 19. 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.nsd.com
- 20. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- 21. 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).
- 22. The e-voting period commences on Tuesday, 1st July, 2014 (10:00 am) and ends on Thursday, 31st July, 2014 (6:00 pm). During this period, Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20th June, 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.
- 23. 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.
- 24. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) 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.