

# RASOI LIMITED

CIN: L25190WB1905PLC001594

Registered 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 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as "the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force (hereinafter referred as "the Rules"), as amended, and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company proposes to pass the following Resolutions through Postal Ballot:

### PROPOSED RESOLUTIONS:

#### 1. VOLUNTARY DELISTING OF EQUITY SHARES OF THE COMPANY FROM BSE LIMITED:

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

"**RESOLVED THAT** pursuant to all applicable provisions of the Companies Act 2013, including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter, provisions of the Memorandum of Association and Articles of Association of the Company, the Listing Agreements entered into by the Company with the BSE Limited, where the equity shares of the Company are listed, the provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as may be amended from time to time or re-enactment thereof for the time being in force ("Delisting Regulations") and pursuant to the provisions of Regulation 8(1)(b) of the Delisting Regulations and such other applicable laws, rules and regulations and guidelines and subject to such approvals, permissions and sanctions, including those from the BSE Limited, as may be necessary, approval of the Company be and is hereby accorded to the Board of Directors of the Company (the "Board"), which term shall include any Committee which the Board of Directors may have constituted or may hereafter constitute for the time being for exercising the powers conferred on the Board of Directors by this resolution, to seek voluntary delisting of the equity shares of the Company from the BSE Limited in terms of Delisting Regulations and other applicable provisions of law.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the voluntary delisting, the Board be and is hereby authorized to do all such acts, deeds, matters and things at its sole and absolute discretion as it may deem necessary or desirable to give effect to the aforesaid resolution, including making applications to the BSE Limited seeking their in-principle and final approval for the proposed voluntary delisting of the equity shares of the Company, and to execute all such deeds and documents and to settle all questions, difficulties and doubts that may arise in this regard, as it may consider necessary and expedient.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred upon it to any Committee of Directors or to any Director or Directors or any other officer(s)/ authorised representative of the Company to give effect to this resolution."

#### 2. APPROVAL FOR APPOINTMENT OF MR. RAGHU NANDAN MODY AS A NON-EXECUTIVE DIRECTOR AND CHAIRMAN OF THE COMPANY AFTER 31ST MARCH, 2019:

**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 Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendments) Regulations, 2018, the appointment of Mr. Raghu Nandan Mody (DIN: 00053329), who has attained the age of 75 years, as a Non-Executive Director and Chairman of the Company, be and is hereby approved, who shall be liable to retire by rotation."

#### 3. APPOINTMENT OF MR. NARESH PATANGI AS AN EXECUTIVE DIRECTOR OF THE COMPANY:

**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 Sections 152, 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee 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 Mr. Naresh Patangi, (DIN: 05244530), as an Executive Director of the Company for a period of 3 (three) years with effect from 7th September, 2018 to 6th September, 2021, who shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** appointment of Mr. Naresh Patangi 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 on the recommendation of Nomination and Remuneration Committee and approval of the Audit Committee 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.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Naresh Patangi 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: 29th November, 2018

**Registered Office:**

'Rasoi Court', 20, Sir R N Mukherjee Road,  
Kolkata – 700 001

**NOTES AND INSTRUCTIONS:**

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of the business specified above is annexed hereto.
2. The relevant documents referred to in the Notice and accompanying Explanatory Statement are available for inspection by the members of the Company at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto 4th January, 2019.
3. Brief resume of the Director proposed to be appointed/ re-appointed pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the Notice. The Company is in receipt of relevant disclosures from the Director pertaining to his appointment/ re-appointment.
4. The notice of the postal ballot will also be available on the Company's website [www.rasoigroup.in/postal\\_ballot.php](http://www.rasoigroup.in/postal_ballot.php) and the website of the National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
5. As per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, the items of business set out in the attached Notice are proposed to be passed by postal ballot.
6. The Board of Directors of the Company has appointed CS Mohan Ram Goenka, Partner, MR & Associates, Company Secretaries, Kolkata, as the Scrutinizer for conducting the postal ballot process in accordance with law in a fair and transparent manner.
7. 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 shall not be considered by the Scrutinizer and will be treated as invalid.
8. 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 in Note No. 13 for the process and manner in which e-voting can be carried out.
9. 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 being Friday, 30th November, 2018. The Notice of Postal Ballot is being sent to members in electronic form to the e-mail IDs registered with their Depository Participants (in case of electronic shareholding)/ the Company or its Registrar & Share Transfer Agents (RTA) (in case of physical shareholding). In case of members whose e-mail ID is not registered, physical copy of Notice of Postal Ballot along with Postal Ballot Form are being sent by permitted mode.
10. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date being Friday, 30th November, 2018. A person who is not a shareholder as on the cut-off date should treat this

notice for information purpose only. 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, postage prepaid reply envelope so as to reach the Scrutinizer on or before 5:00 P.M. on Friday, 4th January, 2019. As per the provisions of the Rule 22(12) of the Companies (Management and Administration) Rules, 2014, as amended, postal ballots, giving assent or dissent, received after thirty days from the date of dispatch of this Notice (i.e. Friday, 4th January, 2019) shall be treated as if the reply from the Member has not been received.

11. The Scrutinizer will submit his report to the Chairman of the Company or to any other Director authorized by the Board who shall declare the results of the Postal Ballot on Saturday, 5th January, 2019 at 2.00 p.m. at the Registered Office of the Company. The results along with the Scrutinizer's Report will be displayed at the Registered Office of the Company and hosted on the website of the Company [www.rasoigroup.in/postal\\_ballot.php](http://www.rasoigroup.in/postal_ballot.php) as well as on the website of NSDL. The results will also be published in newspapers and communicated to the stock exchange where the shares of the Company are listed.
12. The resolutions, where assented to by the requisite majority of the shareholders by means of postal ballot (which shall also include the results of e-voting), will be deemed to have been duly passed at a general meeting convened in that behalf and the same shall be considered having been passed on Friday, 4th January, 2019 i.e. the last date of e-voting/ receipt of postal ballot form.
13. For those shareholders opting for e-voting, the process and manner of e-voting will be as follows:
  - A. The e-voting period commences from 9.00 A.M. on Thursday, 6th December, 2018 and ends at 5.00 P.M. on Friday, 4th January, 2019. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 30th November, 2018, 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.
  - B. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsd.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.nsd.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.nsd.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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 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](http://www.evoting.nsdl.com).
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
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 e-Voting. Click on 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 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](mailto:goenkamohan@hotmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password.
- III. In case of any queries regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Members available at the downloads section of NSDL website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact Ms. Pallavi Mhatre, Assistant Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Lower Parel, Mumbai 400 013, e-mail: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), phone No. (022) 2499 4545 or 1800-222-990. Further queries relating to 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](mailto:secdept@rasoigroup.in), phone No. (033) 2248 0114.

## EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:

### ITEM NO. 1 : VOLUNTARY DELISTING OF EQUITY SHARES OF THE COMPANY FROM BSE LIMITED

The Equity Shares of the Company are currently listed on the BSE Limited.

The Company has received a letter dated 16th November, 2018 from J. L. Morison (India) Limited, which together with Pallawi Resources Limited, Leaders Healthcare Limited, Mrs. Shashi Mody and Mrs. Sakshi Mody who are Promoter or part of the Promoter Group of the Company (collectively referred to as "Acquirers"), stating their intention to seek voluntary delisting of the equity shares of the Company from the BSE Limited by offering to acquire the entire public shareholding, pursuant to and in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (the "Delisting Regulations") ("Delisting Offer").

The Promoter and Promoter Group of the Company presently hold 72375 equity shares of the face value of Rs. 200/- each representing 74.92% of the paid up equity share capital of the Company and 24225 equity shares of Rs. 200/- each representing 25.08% of the paid up equity share capital of the Company are held by the public shareholders.

Delisting of the Company will simplify the holding structures to ensure full ownership of the Company, which is seen to provide the Promoter(s)/ Acquirer(s) with increased operational & financial flexibility to support the Company's businesses and strategic needs. It will also ease any future restructuring transaction for improving synergies in the group. It will save compliance cost and reduction in dedicating management time to comply with the requirements associated with the continued listing which can be refocused on the Company's business.

Additionally, the Acquirer(s) believe that on account of the low liquidity in the Company's equity shares, the delisting of the equity shares is in the interest of the public shareholders as it will provide them with an exit opportunity from the Company at a price determined in accordance with the reverse book building mechanism set out in the Delisting Regulations. ("Discovered Price")

The Company has received a letter from J. L. Morison (India) Limited on 19th November, 2018 alongwith a valuation report dated 18th November, 2018 issued by Walker Chandiook & Co LLP, Chartered Accountants, informing the Company that Rs. 25,408/- is the floor price for the Delisting Offer, arrived at in accordance with Regulation 15(2) of the Delisting Regulations read with Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. J. L. Morison (India) Limited also informed in the said letter about Acquirers' willingness to accept Equity Shares tendered in the delisting offer at a price of Rs. 26,500/- per equity share ("Indicative Offer Price"). The Indicative Offer Price is at a premium of Rs. 1,092/- per equity share over the floor price.

However, this Indicative Offer Price should in no way be construed as:

- (i) A ceiling or maximum price for the purposes of the reverse book building process and the public shareholders are free to tender their Equity Shares at any price higher than the Indicative Offer Price in accordance with the SEBI (Delisting of Equity Shares) Regulations, 2009; or
- (ii) A commitment by the Acquirer(s) to accept the Equity Shares tendered in the delisting offer if the discovered price (price at which maximum Equity Shares have been tendered in the reverse book building process) is less than the Indicative Offer Price; or
- (iii) An obligation on the Acquirer(s) to pay the Indicative Offer Price in the event the discovered price is lower than the Indicative Offer Price; or
- (iv) Any restriction on the ability of Acquirer(s) to acquire Equity Shares at a price higher or lower than the Indicative Offer Price.

The public shareholders of the Company may tender their equity shares during the reverse book building process at the floor price or any such price above the floor price/Indicative Offer Price as they deem fit. The members are requested to note that the floor price/ Indicative Offer Price are neither a ceiling nor the maximum price.

The acquisition by Acquirers will be conditional upon:

- (i) The acceptance by the Acquirers of the price payable for the shares as determined by the reverse-book building process in accordance with the Delisting Regulations;
- (ii) A prescribed minimum number of equity shares being tendered for delisting to be successful in accordance with the Delisting Regulations;
- (iii) Approval of the Exchange or any other appropriate authority of the Government of India for the acquisition of the shares by the Acquirers, if required; and
- (iv) Such other terms and conditions as may be set out in the 'Public Announcement' or the 'Letter of Offer' to be despatched to the public shareholders.

The Board of Directors in their meeting held on 29th November, 2018 took on record the due diligence report dated 26th November, 2018 submitted by Sumedha Fiscal Services Limited, a category I Merchant Banker. The Board has further certified in the said meeting that:

- (i) The Company is in compliance with the applicable provisions of Securities laws;
- (ii) The Acquirers, promoter and promoter group, persons acting in concert, or their related entities, are in compliance with sub-regulation (5) of Regulation 4 of the Delisting Regulations; and
- (iii) The Delisting Offer and consequent voluntary delisting of the equity shares of the Company are in the interest of the shareholders.

The price at which the shares will be acquired in the Delisting Offer is required to be determined in accordance with the reverse book building process set out in the Delisting Regulations, subject to a floor price/ Indicative Offer Price (as defined above).

In terms of Delisting Regulations, a Company may voluntarily delist its equity shares from the stock exchanges where they are listed if the Acquirers provide an exit opportunity to the public shareholders of the Company in accordance with the requirements of the Delisting Regulations.

In view of the above, the Board of Directors of the Company believe that the proposal of the Acquirers is in the interest of the shareholders and accordingly, the Board of Directors at its meeting held on 29th November, 2018 has approved the offer of voluntary delisting of equity shares of the Company.

In terms of Regulation 8(1)(b) of the Delisting Regulations, the delisting offer requires the approval of the shareholders of the Company by way of a special resolution passed through a postal ballot. The special resolution shall be acted upon only if the votes cast by public shareholders in favour of the delisting resolution amount to at least two times the number of votes cast by public shareholders against it.

Accordingly, approval for the Delisting Resolution is sought from the Shareholders, and upon receipt of such approval, the Acquirers will proceed, at their discretion, to make an offer to the public shareholders of the Company and purchase the equity shares in accordance with the provisions of the Delisting Regulations.

The Board recommends the Special Resolution as set out at item No. 1 of the Notice for approval by the members.

Mr. Raghu Nandan Mody, Non-Executive Chairman, and Mrs. Sakshi Mody, Non-Executive Director, may be considered as interested in the Delisting Resolution as they belong to the Promoter and Promoter Group.

Except Mr. Raghu Nandan Mody and Mrs. Sakshi Mody, none of the other Directors and 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, except to the extent of their shareholding, if any, in the Company.

#### **ITEM NO. 2 : APPROVAL FOR APPOINTMENT OF MR. RAGHU NANDAN MODY AS A NON-EXECUTIVE DIRECTOR AND CHAIRMAN OF THE COMPANY AFTER 31ST MARCH, 2019**

Mr. Raghu Nandan Mody, aged 79 years, is Non-Executive Director and Chairman of the Company. At the 113th Annual General Meeting of the Company, held on 25th September, 2017, the Members had approved the re-appointment of Mr. Raghu Nandan Mody as a Director of the Company in accordance with Section 152 of the Companies Act, 2013.

The Securities and Exchange Board of India (SEBI) vide its notification number SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018 has inserted a new sub-clause (1A) in the Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from 1st April, 2019, which read as follows:

“(1A) No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.”

Mr. Raghu Nandan Mody has already attained the age of seventy five years therefore in view of the aforesaid notification it is necessary to pass a Special Resolution by the Members of the Company to continue his directorship in the Company.

Mr. Raghu Nandan Mody is a Graduate from Cambridge University and possess over more than four decades of experience as a leading industrialist with extensive and varied experience in setting up businesses in different kind of industrial products. The Board considers that the continued association of Mr. Mody would be of immense benefit to the Company and it is desirable to continue to avail his services as a Non-Executive Director and Chairman of the Company.

Accordingly, the Board recommends the Special Resolution as set out at item No. 2 of the Notice for approval by the Members.

A brief profile of Mr. Raghu Nandan Mody as required to be given pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other information pertaining to his appointment has been given in the annexure to this Notice.

Except Mr. Raghu Nandan Mody, 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.

#### **ITEM NO. 3 : APPOINTMENT OF MR. NARESH PATANGI AS AN EXECUTIVE DIRECTOR OF THE COMPANY**

Mr. Naresh Patangi, was appointed as an Additional Director of the Company w.e.f 7th September, 2018 pursuant to the provisions of Section 161 of the Companies Act, 2013. Mr. Naresh Patangi, aged 38 years, is a Fellow Member of the Institute of Company Secretaries of India having more than 10 years of experience in secretarial and legal matters. He has done his graduation from University of Calcutta.

The Company has received a notice from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director. Further, he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company.

Upon recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee, Mr. Naresh Patangi was also appointed as an Executive Director of the Company for a period of 3 (three) years w.e.f. 7th September, 2018 to 6th September, 2021, 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 Mr. Naresh Patangi 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 Mr. Naresh Patangi are as under:

Sl. No.	Particulars	Details of Remuneration
1	Salary	Rs. 65,000/- to Rs. 1,00,000/- 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. 19,000/- to Rs. 35,000/- 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 Rs. 17,000/- to Rs. 30,000/- 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 Provision of motor car with driver.
4	Leave Travel Allowance	Rs. 8,300/- to Rs. 12,500/- 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;
5	Medical Allowance	a) Reimbursement of medical expenses not exceeding Rs. 30,000/- per annum. b) Medical insurance premium policy for self upto Rs. 1,00,000/- per annum. c) Personal Accident insurance premium for self upto Rs. 1,00,000/- per annum.
6	Bonus	As per the rules of the Company.
7	Reimbursement of Expenses	Expenses incurred in regard to business of the Company shall be reimbursed at actual and not considered as perquisites.
8	Provident and other Funds including Gratuity	As per the rules of the Company.
9	Leave and Leave Encashment	a) Entitled to leave as per 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 Companies Act, 2013 as amended from time to time.

**MINIMUM REMUNERATION:** In the event of loss or inadequacy of profits in any financial year during the currency of tenure of Mr. Naresh Patangi, 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 the association of Mr. Naresh Patangi 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 Ordinary Resolution as set out at item No. 3 of the Notice for approval by the Members.

A brief profile of Mr. Naresh Patangi as required to be given pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other information pertaining to his appointment has been given in the annexure to this Notice.

Except Mr. Naresh Patangi, 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 pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standard on General Meetings are given below:**

Name of Director	Mr. Raghu Nandan Mody	Mr. Naresh Patangi
Age	79 years	38 years
Date of Appointment	1st April, 1978	7th September, 2018
Qualification	Graduation from Cambridge University.	Graduation from University of Calcutta and a member of the Institute of Company Secretaries of India.
Expertise in specific functional areas/ Brief Resume	He has over 45 years of experience as a leading industrialist with extensive and varied experience in setting up businesses in different kinds of industrial products.	He has over 10 years of experience in secretarial and legal matters.
List of Directorship in other entities	1. Hindustan Composites Limited 2. J. L. Morison (India) Limited 3. Prabhukripa Overseas Limited 4. Rasoi Express Private Limited 5. Dual-Vet Skill Development Forum	1. Surdas Trading & Manufacturing Co. Ltd.
Membership/ Chairmanship of Committees of other entities	1. Member of following Committees in Hindustan Composites Limited. a. Audit Committee b. Stakeholders Relationship Committee c. Corporate Social Responsibility Committee 2. Member of Nomination and Remuneration Committee in J. L. Morison (India) Ltd.	Nil
No. of Board Meetings attended during the year	4 (Four)	3 (Three)
No. of equity shares held in the Company	276 Equity Shares	1 Equity Share
Terms and Conditions of appointment/ re-appointment	He is liable to retire by rotation.	As per resolution at item no. 3 of the Notice read with explanatory statement thereto, Mr. Naresh Patangi is proposed to be appointed as an Executive Director for a period of three years w.e.f. 7th September, 2018 to 6th September, 2021, and is liable to retire by rotation.
Remuneration last drawn (including sitting fees & Commission, if any)	Sitting fees - Rs. 44,000/-	Not applicable
Remuneration proposed to be paid	Sitting fees for attending Board/ Committee meetings.	Rs. 15 ,00,200/- p.a.
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.

**By order of the Board of Directors**

**Sd/-**

**Naresh Patangi**

**Executive Director, CS & Compliance Officer  
DIN: 05244530 & Membership No: FCS-8112**

Place: Kolkata

Date: 29th November, 2018

**Registered Office:**

'Rasoi Court', 20, Sir R N Mukherjee Road,  
Kolkata – 700 001



# RASOI LIMITED

CIN : L25190WB1905PLC001594

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

## 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 Member

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

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

4. Number of Equity Share(s) held :

I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated 29th November, 2018 of the Company by sending my/our assent (FOR) or dissent (AGAINST) 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 to approve the Voluntary Delisting of Equity Shares of the Company from BSE Limited.			
2.	Special Resolution for approval for appointment of Mr. Raghu Nandan Mody as a Non-Executive Director and Chairman of the Company after 31st March, 2019.			
3.	Ordinary Resolution to approve the appointment of Mr. Naresh Patangi as an Executive Director of the Company for a period of 3(three) years with effect from 7th September, 2018 to 6th September, 2021.			

Place :

Date :

(Signature of the shareholder)

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

Note : (i) Please return duly filled and signed postal ballot form in the self-addressed, postage prepaid reply envelope enclosed herewith.  
(ii) Postal Ballot Form duly completed should reach the Scrutinizer not later than 5:00 P.M. on Friday, 4th January, 2019.

## ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password
<b>110271</b>		

## 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, 30th November, 2018.
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, CS Mohan Ram Goenka, Partner, MR & Associates, Company Secretaries, Kolkata in the enclosed self-addressed, postage prepaid 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 postage prepaid reply envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.
5. Postal Ballot Form duly completed should reach the Scrutinizer not later than 5:00 P.M. on Friday, 4th January, 2019. 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.
6. Voting through Postal Ballot cannot be exercised by proxies. 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.
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 not by any erasable writing mode.
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 extraneous paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid reply envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would not be taken cognizance of and shall be destroyed by the Scrutinizer.
13. A Postal Ballot Form which is otherwise complete in all respects and is lodged within the date and time specified in Point 5 above but is undated shall be considered valid.
14. A member may request for a duplicate postal ballot form, if so required. However, the duly completed postal ballot form should reach the Scrutinizer not later than the date and time specified in Point 5 above.
15. The resolutions, where assented to by the requisite majority of the shareholders by means of postal ballot (which shall also include the results of e-voting), will be deemed to have been duly adopted at a general meeting convened in that behalf and the same shall be considered having been passed on Friday, 4th January, 2019.
16. Notwithstanding anything mentioned elsewhere under these instructions, a postal ballot form shall be considered invalid if -
  - a) A form other than one issued by the Company has been used;
  - b) It has not been signed by or on behalf of the shareholder;
  - c) Signature on the postal ballot form doesn't match the specimen signatures with the Company;
  - d) It is not possible to determine without any doubt the assent or dissent of the shareholder;
  - e) Neither assent nor dissent is mentioned;
  - f) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the shareholder;
  - g) The envelope containing the postal ballot form is received after the last date prescribed;
  - h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
  - i) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and
  - j) The Shareholder has made any amendment to the resolution or imposed any condition while exercising his vote.