

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 with Stock Exchange, the Company proposes to pass the following Resolutions through Postal Ballot:

PROPOSED RESOLUTIONS:

1. CONSOLIDATION OF FACE VALUE OF EQUITY SHARES 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 61(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification, amendment or re-enactment thereof for the time being in force), read with Article 9 of the Articles of Association of the Company, and subject to the approval(s), consent(s), permission(s) and sanction(s) as may be necessary or, required from any authority and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred as "the Board" which term shall be deemed to include any Committee thereof or any such officer of the Company as the Board may deem fit) consent of the members of the Company be and is hereby accorded to consolidate 20 (Twenty) equity shares of the Company having face value of Rs. 10/- (Rupees Ten only) each fully paid-up into 1 (One) equity share of face value of Rs. 200/- (Rupees Two hundred only) each fully paid-up and consequently, the Authorised Equity Share Capital of the Company of 37,50,000 Equity Shares of Rs. 10/- (Rupees Ten only) each shall be consolidated to 1,87,500 Equity Shares of Rs. 200/- (Rupees Two Hundred only) each amounting to Rs. 3,75,00,000/- (Rupees Three Crores Seventy Five Lakhs only) with effect from the "Record Date" to be determined by the Board for this purpose.

RESOLVED FURTHER THAT upon consolidation of the Equity shares of the Company as aforesaid, every 20 (Twenty) equity shares of the face value of Rs. 10/- (Rupees Ten only) each fully paid-up held by a shareholder as on the Record Date shall stand consolidated into 1 (one) equity share of the face value of Rs. 200/- (Rupees Two Hundred only) each fully paid-up with effect from the Record Date.

RESOLVED FURTHER THAT on consolidation, 1 (One) Equity Share of the face value of Rs. 200/- (Rupees Two Hundred Only) each fully paid-up be issued in lieu of Twenty Equity Shares of Rs. 10/- (Rupees Ten Only) each fully paid-up, subject to the terms of Memorandum and Articles of Association of the Company and such shares shall rank paripassu in all respects and carry the same rights as the existing fully paid Equity Shares of the Company and shall be entitled to dividend(s) after consolidation of equity shares, if declared/recommended by the Board and subsequently approved by the shareholders.

RESOLVED FURTHER THAT upon consolidation of the Equity shares of the Company as aforesaid, the existing share certificates in relation to the existing Equity shares of the face value of Rs. 10/- (Rupees Ten only) each fully paid-up held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and that no letter of allotment shall be issued to the allottees of the new Equity Shares of Rs. 200/- (Rupees Two Hundred only) each fully paid-up on consolidation and the Company may without requiring the surrender of the existing equity share certificates directly issue and dispatch the new share certificates of the Company, in lieu of such existing share certificates and in the case of the Equity shares held in the dematerialized form, the number of consolidated Equity shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity shares of the Company before consolidation.

RESOLVED FURTHER THAT no shareholder shall be entitled to a fraction of a share and all fractional entitlements resulting from the consolidation shall be aggregated into whole shares and the number of shares so arising shall be held by a Trustee appointed by the Board who shall dispose off the said shares in the market at the best available price in one or more lots and the decision of the Trustee in this regard shall be final and binding to all concerned. The Trustee shall hold the net sale proceeds of all such shares after deducting therefrom all costs, charges and expenses of such sale and shall thereafter distribute such sale proceeds to the members of the Company in proportion to their fractional entitlements.

RESOLVED FURTHER THAT the Board be and is hereby authorized to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate any of its power to any committee thereof or to such officer of the Company as the Board may think fit and proper for the purpose of giving effect to this resolution."

2. 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 subject to the approval of the members for consolidation of face value of equity shares as proposed under item no. 1 above and pursuant to the provisions of Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and subject to consents, approvals, permissions and sanctions, if any, required from any authority, consent of the members of the Company be and is hereby accorded that the existing Clause V of the Memorandum of Association of the Company be and is hereby deleted and substituted thereof by the following Clause No. V as reproduced herewith:

V. The Share Capital of the company is Rs. 4,00,00,000/- (Rupees Four Crores only) divided into 1,87,500 (One lakh eighty seven thousand five hundred) Equity Shares of Rs. 200/- each and 25,000 (Twenty five thousand) 11% redeemable Cumulative Preference Shares of Rs. 100/- each with the rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being with power to increase or reduce the capital and to consolidate or to divide and sub-divide the shares into several classes and to attach thereto respectively such preferential, deferred qualified or special rights, privileges or conditions as may be determined by or and in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be for the time being permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (which expression shall include a Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any one of its Directors, Company Secretary or any other officers."

3. RE-APPOINTMENT OF MR. KAPIL KAUL AS AN EXECUTIVE DIRECTOR & CFO 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 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), amendment(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 re-appointment of Mr. Kapil Kaul (DIN: 00053937), as Executive Director & CFO of the Company for a period of 3 (three) years with effect from 1st January, 2016 to 31st December, 2018, liable to retire by rotation, on the terms and conditions of the appointment and remuneration, as set out in the Statement attached to the notice under Section 102 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit on the recommendation of Nomination and Remuneration Committee subject to the same not exceeding the limits specified under Schedule V - Part II, Section II(A) of the Companies Act, 2013 or any statutory modification(s), amendment(s) or re-enactment(s) thereof and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors

Place: Kolkata
Date: 13th May, 2016

Naresh Patangi
Company Secretary

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

NOTES AND INSTRUCTIONS:

1. The 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 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 Tuesday, 21st June, 2016.
3. Brief resume of the Director proposed to be 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 re-appointment.
4. The notice of the postal ballot will also be available on the Company's website **www.rasoigroup.in/postal_ballot.php** and the website of the National Securities Depository Limited ("NSDL") at 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 voting 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. 14 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, 13th May, 2016.
10. 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 permitted mode.
11. 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, 13th May, 2016. 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 Tuesday, 21st June, 2016. 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 (being last date i.e. Tuesday, 21st June, 2016) shall be treated as if the reply from the Member has not been received.
12. The Scrutinizer will submit his report to the Chairman of the Company or to any other Director authorized by the Board after completion of the scrutiny of the voting received through electronic and physical modes. The results of the voting by Postal Ballot will be announced by the Chairman of the Company or by any other Director as may be authorized by the Board on Wednesday, 22nd June, 2016 at 4.00 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** 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.
13. 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 Wednesday, 22nd June, 2016. The Scrutinizer's decision on the validity of a completed postal ballot form shall be final and binding on all concerned.

14. For those shareholders opting for e-voting, the process and manner of e-voting will be as follows:

I. The Instructions for e-voting are as under:

- A. The e-voting period commences from **9.00 A.M. on Monday, 23rd May, 2016** and end at **5.00 P.M. on Tuesday, 21st June, 2016**. 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, 13th May, 2016**, 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)]:
- (i) Open email and open PDF file viz; "Rasoi Limited e-voting.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/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to goenkamohan@hotmail.com with a copy marked to evoting@nsdl.co.in
- C. 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 Participant(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

- (ii) Please follow all steps from Sl. No. 14. B. (ii) to (xii) above, to cast vote.

- II. 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** or contact Mr. Rajiv Ranjan, Assistant Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Lower Parel, Mumbai 400 013, e-mail: **evoting@nsdl.co.in** or **rajivr@nsdl.co.in**, phone No. **(022) 2499 4738** or **1800-222-990**. Further questions relating to e-voting or resolutions proposed to be passed through postal ballot form, may be addressed to Naresh Patangi, Company Secretary, Rasoi Court, 20, Sir R N Mukherjee Road, Kolkata – 700001, email: **secdept@rasoigroup.in**, phone No. **(033) 2248 0114**.
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- IV. 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).

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

ITEM NO. 1 & 2:

CONSOLIDATION OF FACE VALUE OF EQUITY SHARES AND ALTERATION TO MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Board of Directors of the Company proposes to consolidate the Equity Shares of the Company by which the face value of each equity share would be Rs. 200/- (Rupees Two Hundred only). Accordingly, 20 (Twenty) equity shares of face value of Rs. 10/- (Rupees Ten only) each fully paid-up, of the Company existing on the Record Date shall stand consolidated into 1 (One) equity share of face value of Rs. 200/- (Rupee Two Hundred only) each fully paid-up.

The Board considers that the proposed consolidation would benefit shareholders as follows:

Greater Investor Interest: The proposed share consolidation will result in a trading price that better reflects its maturity and also increase the profile of the Company amongst the institutional investors and the coverage of the Company amongst research houses and fund managers as the trading price per share is expected to be higher than the trading price per existing share.

No effect of Consolidation on the Shareholders' Funds: The proposed share consolidation will not involve payment to any shareholder of any paid-up capital of the Company, and has no effect on the shareholders' funds of the Company. Shareholders will not be required to make any payment to the Company in respect of the proposed share consolidation. Each consolidated share will rank pari passu in all respects with each other.

Stable market cap in the interest of shareholders: The proposed share consolidation will generally be beneficial to its Shareholders as it may serve to reduce the fluctuation in magnitude of the Company's market capitalisation. This may, in turn, increase market interest in the shares and generally make the shares more attractive to investors.

Rationalisation of the share capital of the Company: The proposed share consolidation will also rationalise the share capital of the Company by reducing the number of shares outstanding. As a result of the proposed share consolidation, there would be an immediate reduction in the number of shares. Hence, the Company shall benefit from easier management of a smaller number of shares. Further, it believes that overhead costs incurred on servicing the fragmented minority shareholding will be reduced significantly post consolidation.

No impact on dividend yield: The share consolidation will have no impact on the effective dividend yield of the Company's shares, all else being equal.

The proposed consolidation of equity shares of the Company from Rs. 10/- (Rupees Ten only) per equity share to Rs. 200/- (Rupee Two Hundred only) per equity share, requires consequential amendment to the Memorandum of Association of the Company. Accordingly, Clause V of the Memorandum of Association is proposed to be altered in the manner set out in the Resolution at Item No. 2, to reflect the alteration in the authorized equity share capital of the Company as reproduced herewith:

V. The Share Capital of the company is Rs. 4,00,00,000/- (Rupees Four Crores only) divided into 1,87,500 (One lakh eighty seven thousand five hundred) Equity Shares of Rs. 200/- each and 25,000 (Twenty five thousand) 11% redeemable Cumulative Preference Shares of Rs. 100/- each with the rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being with power to increase or reduce the capital and to consolidate or to divide and sub-divide the shares into several classes and to attach thereto respectively such preferential, deferred qualified or special rights, privileges or conditions as may be determined by or and in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be for the time being permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.

The Record Date for the aforesaid consolidation of the equity shares will be fixed by the Board after the approval of the Members. On the record date all fractional entitlements resulting from the consolidation shall be aggregated into whole shares and the number of shares so arising shall be held by a trustee appointed by the Board who shall dispose off the said shares in the market at the best available price in one or more lots and the decision of the Trustee in this regard shall be final and binding to all concerned. The Trustee shall hold the net sale proceeds of all such shares after deducting therefrom all costs, charges and expenses of such sale and shall thereafter distribute such sale proceeds to the members of the Company in proportion to their fractional entitlements.

The Board is of the opinion that the aforesaid resolutions for consolidation of 20 (Twenty) equity shares of face value of Rs. 10/- (Rupees Ten only) each fully paid-up of the Company into 1 (One) Equity Share of Rs. 200/- (Rupee Two Hundred only) each fully paid-up and the consequent amendments to Clause V of the Memorandum of Association of the Company are in the best interest of the members and hence recommends the special resolution as set out at Item No. 1 and 2 of the Notice for your approval.

A copy of Memorandum of Association of the Company along with the proposed amendments is available for inspection for

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 Tuesday, 21st June, 2016.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 3:

Mr. Kapil Kaul was originally appointed as Additional cum Whole-time Director in the Board meeting held on 31.08.2000 and he subsequently resigned from the Board w.e.f 11.06.2012.

Mr. Kapil Kaul was re-inducted as an Additional Director in the Board meeting held on 10.11.2012. He was then appointed as the Whole-time Director, designated as Director – Vanaspati Division of the Company for a period of three years w.e.f 1st January, 2013 in the Board meeting held on 25.01.2013 and the same was approved by the members at the Annual General Meeting held on 24th September, 2013. He was subsequently re-designated as Executive Director & CFO w.e.f 12.11.2014. The term of Mr. Kapil Kaul as Executive Director & CFO expired on 31st December, 2015.

During the financial year 2015-2016, the Board met 5 (five) times and Mr. Kapil Kaul has attended all the five meetings of the Board. Mr. Kaul's last drawn monthly remuneration as on 31.12.2015 was Rs. 90,167/- per month.

The Board of Directors of the company at its meeting held on 14.10.2015 has, subject to the approval of members of the Company, re-appointed Mr. Kapil Kaul as Executive Director and Chief Financial Officer (CFO) of the company for a period of 3 (three) years w.e.f 1st January, 2016 at the remuneration and terms and conditions as recommended by the Nomination and Remuneration Committee.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Kapil Kaul as Executive Director and Chief Financial Officer (CFO), 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 re-appointment of and remuneration payable to Mr. Kapil Kaul are as under:

Sl. No.	Particulars	Details of Remuneration
1	Salary	Rs. 50,000/- to Rs. 75,000/- per month, which may be decided, altered, increased or decreased by the Board of Directors from time to time within the limits specified in Schedule V of the Companies Act, 2013.
2	House Rent Allowance / Accommodation	House Rent Allowance – Rs. 10,000/- 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 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	Bonus	As per rules of the Company.
4	Conveyance / Motor Car	Conveyance Rs. 17,500/- 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 specified in Schedule V of the Companies Act, 2013; or Provision of motor car with driver.
5	Medical	Reimbursement of medical expenses not exceeding Rs. 30,000/- per annum for self and cost of medical insurance policy for Insurance upto Rs. 1,00,000/- per annum and cost of personal accident insurance policy for insurance upto Rs. 2,00,000/- per annum for self.
6	Reimbursement of Expenses	Expenses incurred in regard to business of the Company shall be reimbursed at actual and not considered as perquisites.
7	Provident and other Funds including gratuity	As per rules of the Company.
8	Leave Encashment	Encashment of leave accumulated as per rules of the Company.

OTHER PERQUISITES

Subject to the overall ceiling on remuneration mentioned herein below, other allowances, benefits and perquisites as the Board of Directors may from time to time decide.

OVERALL REMUNERATION

The aggregate of salary and perquisites in any financial year shall not exceed the limits prescribed from time to time under sections 196, 197 and 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as amended from time to time.

MINIMUM REMUNERATION

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of Mr. Kapil Kaul, 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.

Keeping in view the vast knowledge and experience of Mr. Kapil Kaul, it will be in the interest of the Company that he is re-appointed as an Executive Director and Chief Financial Officer (CFO), of the Company.

Particulars of the Director to be re-appointed pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Director	Mr. Kapil Kaul
Date of Birth	10.04.1956
Date of Appointment	10.11.2012
Qualification	- Graduate in Commerce - Diploma in Marketing Management
Nature of expertise in specific functional areas	Wide experience in Strategic Marketing.
Directorship held in Companies	1. Rasoi Limited 2. Pallawi Trading And Manufacturing Co Ltd. 3. Noble Trading Co Ltd.
Names of committees of Companies in which the Director is a Member /Chairman	Member of Corporate Social Responsibility (CSR) Committee of Rasoi Limited
No. of shares held in the Company	NIL
Relationship between Directors inter-se	N.A.

The Board recommends the ordinary resolution as set out at Item No. 3 of the Notice for your approval.

Except, Mr. Kapil Kaul, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

By order of the Board of Directors

Place: Kolkata
Date: 13th May, 2016

Naresh Patangi
Company Secretary

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

RASOI LIMITED

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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 (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 Equity Share(s) held
5. 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 Notice dated 13th May, 2016 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 under Section 61(1)(b) of the Companies Act, 2013 to consolidate 20 (Twenty) equity shares of the Company having face value of Rs.10/- (Rupees Ten only) each fully paid-up into 1 (One) equity share of face value of Rs.200/- (Rupees Two Hundred only) each fully paid-up.			
2.	Special Resolution under Section 13 and 61 of the Companies Act, 2013 to alter the clause no. V of the Memorandum of Association of the Company.			
3.	Ordinary Resolution under Section 152, 196, 197, 198 and 203 of the Companies Act, 2013 to re-appoint Mr. Kapil Kaul (DIN: 00053937) as Executive Director & CFO of the Company for a period of 3 (three) years w.e.f 1st January, 2016 to 31st December, 2018.			

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) Last date for receipt of Postal Ballot Form is 5:00 P.M. on Tuesday, 21st June, 2016.

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	User ID	Password
103980		

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, 13th May, 2016.
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. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 5:00 P.M. on Tuesday, 21st June, 2016. 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. 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. Voting through Postal ballot cannot be exercised by proxies.
8. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
9. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
10. There will be one Postal Ballot Form for every Folio/ Client ID irrespective of the number of joint holder(s).
11. 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.
12. 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.
13. 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.
14. 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.
15. 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.
16. 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 Wednesday, 22nd June, 2016.
17. 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.