

**Form No. MGT-12**  
**Ballot Paper**

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies  
(Management and Administration) Rules, 2014]

Name of the Company :	<b>RASOI LIMITED</b>
CIN	: U25190WB1905PLC001594
Registered Office	: "Rasoi Court" 20, Sir R. N. Mukherjee Road, Kolkata – 700 001.

**POSTAL BALLOT FORM**

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

Serial No. :

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder (IN BLOCK LETTERS)	
2.	Postal address	
3.	Name of Joint Holder, if any	
4.	Registered Folio No./ *DP ID/CLIENT ID No. (*Applicable to investors holding shares in dematerialized form)	
5.	Class of Shares	Equity Shares of Rs. 200/- each
6.	Number of Equity Share(s) held	

I hereby exercise my vote in respect of Ordinary Resolution enumerated below by recording my assent or dissent to the said resolution by placing a tick (✓) mark at the appropriate box below.

Item No.	Description of the Resolution	No. of share(s) held by me	Votes exercised	
			I assent to the resolution	I dissent from the resolution
Special Business:				
1.	Ordinary Resolution for approval of related party transaction with Hindustan Composites Limited.			
<div>Place :</div> <div>Date :</div> <div>(Signature of the Shareholder/ Authorized Representative)</div>				

**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 Thursday, 2nd March, 2023.

**ELECTRONIC VOTING PARTICULARS**

EVEN (E-voting Event Number)	User ID	Password
123287		

## 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, 20th January, 2023.
2. A member need not use all his/her votes in the same manner.
3. The decision of the Scrutinizer will be final regarding the validity and results of the ballot.
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. The Voting period will commence on and from Wednesday, 1st February, 2023 at 9:00 A.M and end on Thursday, 2nd March, 2023 at 5:00 P.M. Postal Ballot Form duly completed should reach the Scrutinizer not later than 5:00 P.M. on Thursday, 2nd March, 2023. 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. Unsigned, incomplete, improperly, or incorrectly tick marked Postal Ballot Forms will be rejected. The Postal Ballot Forms will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified with the available records.
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 resolution, 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 Thursday, 2nd March, 2023.
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.
17. The Company is pleased to provide Electronic Voting (hereinafter referred as "e-voting") facility to its Members, to enable them to cast their votes electronically. The Company has engaged services of National Securities Depository Limited (NSDL) to provide e-voting facility to its members. 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.
18. In case of any query & grievances in relation to the Resolution(s) proposed to be passed may be addressed to Mr. Naresh Patangi, Executive Director, Company Secretary & Compliance Officer, Rasoi Court, 20, Sir R N Mukherjee Road, Kolkata – 700001, email: secdept@rasoigroup.in, phone No. (033) 2248 0114.