

RASOI LIMITED

CIN: U25190WB1905PLC001594

Registered Office: 'Rasoi Court', 20, Sir R N Mukherjee Road, Kolkata – 700 001
Tel.: (033) 2248 0114, E-mail: secdept@rasoigroup.in, Website: www.rasoigroup.in

NOTICE OF POSTAL BALLOT

(Pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended.)

Dear Member(s),

NOTICE is hereby given to the Members of Rasoi Limited ("**Company**") pursuant to Section 108 and 110 of the Companies Act, 2013, as amended ("**the Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) that the following resolution is proposed to be passed as an ordinary resolution through Postal Ballot which includes voting through electronic means ("**remote e-voting**").

The proposed resolution along with the explanatory statement, pursuant to Section 102 of the Act and other applicable laws, pertaining to the said resolution setting out the material facts and the reasons thereof is also appended. Only Members of the Company holding shares as on Friday, 20th January, 2023 (i.e., the cut-off date) are entitled to vote, and any other person who is not a Member of the Company as on the cut-off date shall treat this Notice for information purposes only.

Pursuant to the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended, the Board of Directors of the Company have appointed CS Mohan Ram Goenka, Practicing Company Secretary (FCS No.: 4515/CP No.: 2551), Partner, MR & Associates, Company Secretaries, Kolkata as the scrutinizer for conducting the postal ballot/e-voting process in accordance with law in a fair and transparent manner. The voting will commence on Wednesday, 1st February, 2023, at 9:00 A.M. (IST) and will end on Thursday, 2nd March, 2023 at 5:00 P.M. (IST).

SPECIAL BUSINESS:

1. APPROVAL FOR RELATED PARTY TRANSACTION WITH HINDUSTAN COMPOSITES LIMITED:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (**'the Act'**) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions as may be necessary and as approved by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to sell the property of the Company to Hindustan Composites Limited, a Related Party within the meaning of Section 2(76) of the Act, at a consideration of Rs. 18,00,00,000/- (Rupees Eighteen crore only) and on such terms and conditions as may be deemed fit by the Board of Directors.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to delegate all or any of the powers conferred on it to any Committee of Board of Directors and/or Officers, Director(s) of the Company or to any other authorized person(s) and do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken or required to be taken by the Board of Directors in connection with any matter referred to above or contemplated in the foregoing resolutions be and are hereby approved, ratified, and confirmed in all respects."

By order of the Board of Directors

Sd/-

Naresh Patangi

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

Place: Kolkata
Date: 25th January, 2023

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 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions in respect of the business specified above is annexed hereto and forms part of this Notice.
2. All documents referred to in the accompanying Notice and the Explanatory Statement are available for inspection by the Members of the Company at the registered office of the Company during business hours on working days upto 2nd March, 2023. Further, any query in relation to the resolution proposed to be passed by postal ballot may be addressed to the Company Secretary of the Company at secdept@rasoigroup.in
3. The Notice of the postal ballot along with postal ballot form will also be available on the Company's website www.rasoigroup.in and the website of the National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com
4. 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.
5. The Board of Directors of the Company has appointed CS Mohan Ram Goenka, Practicing Company Secretary (FCS No.:4515/CP No.: 2551), Partner, MR & Associates, Company Secretaries, Kolkata, as the Scrutinizer for conducting the postal ballot process including electronic voting in accordance with law in a fair and transparent manner.
6. In compliance with the provisions of Section 108 & 110 of the Companies Act, 2013 read with rules made thereunder 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.
7. 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. 12 for the process and manner in which e-voting can be carried out.
8. The Notice of postal ballot along with the postal ballot form is being sent to all Members, through permitted mode, whose names appear in the Register of Members or in the list of Beneficial Owners maintained by the Depositories as on the cut-off date being close of business hours on Friday, 20th January, 2023.
9. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, i.e. Friday, 20th January, 2023. A person, whose name is recorded in the Register of Members or in the list of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting through physical postal ballot form and the person who is not a member as on the cut-off date should treat this notice for information purpose only. The members 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 Thursday, 2nd March, 2023. As per the provisions of the Rule 22(12) of the Companies (Management and Administration) Rules, 2014, as amended, postal ballot form, giving assent or dissent, received after thirty days from the date of dispatch of this Notice shall be treated as if the reply from the Member has not been received.
10. The Scrutinizer will submit the voting details of the postal ballot form/ remote e-voting along with his report to the Chairman of the Company or any person authorized by him upon completion of the scrutiny of the votes cast through postal ballot form/ remote e-voting. The results of the Postal Ballot will be announced at the registered office of the Company on or before 7:00 p.m. on Thursday, 2nd March, 2023. The said results along with the Scrutinizer's Report will be displayed at the Registered Office of the Company and uploaded on the website of the Company www.rasoigroup.in as well as on the website of NSDL.
11. 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 passed on Thursday, 2nd March, 2023 i.e. the last date of e-voting/ receipt of postal ballot form.

12. 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 Wednesday, 1st February, 2023** and ends at **5:00 P.M. on Thursday, 2nd March, 2023**. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, 20th January, 2023**, 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 Member, the Member shall not be allowed to change it subsequently or cast the vote again.

B. The details of the process and manner for e-voting are explained herein below:

The instructions for e-voting are as under:-





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system at www.evoting.nsdl.com

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the e-Voting period.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">   </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](#).

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022 - 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and all shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.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 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.nsdl.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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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. Password details for shareholders other than Individual shareholders 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. a .pdf file. Open the .pdf file. The password to open the .pdf file 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 .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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.

b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 / Power of Attorney, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer either through e-mail to goenkamohan@gmail.com with a copy marked to evoting@nsdl.co.in or by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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 to reset the password.
3. In case of any queries regarding remote e-voting, you may refer the Frequently Asked Questions (FAQs) and remote e-voting user manual for Members available at the downloads section of NSDL website at www.evoting.nsdl.com or call on toll free no.: 1800-1020-990 and 1800-22-44-30 or send a request to or contact Ms. Pallavi Mhatre, Senior Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Lower Parel, Mumbai 400013, at E-mail id evoting@nsdl.co.in. Further queries relating to remote e-voting 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.

Process for those shareholders whose email ids are not registered with the depositories/ Company for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at secdept@rasoigroup.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company at secdept@rasoigroup.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

1. APPROVAL FOR RELATED PARTY TRANSACTION WITH HINDUSTAN COMPOSITES LIMITED:

In terms of Section 188(1)(b) of the Companies Act, 2013 ('the Act') read with Rule 15(3)(a)(ii) of the Companies (Meetings of Board and its Powers) Rules, 2014, every Company for having transaction(s) with a related party requires Members' approval with respect to transaction(s) entered with related party for selling or otherwise disposing of or buying property of any kind, where the amount involved is equal to or exceeds 10% of net worth of the Company, by passing an ordinary resolution except where the proposed related party transaction(s) are in the ordinary course of business and at arm's length basis.

The Company envisages to enter into a transaction with Hindustan Composites Limited ('HCL'), an associate company, and a related party of the Company within the meaning of Section 2(76) of the Act. Your Company proposes a related party transaction with HCL under Section 188(1)(b) of the Act read with rules framed thereunder for selling of immovable property - a residential flat situated at Mumbai at a consideration of Rs. 18,00,00,000/- (Rupees Eighteen Crore only). The Board of Directors have approved the aforesaid proposal and the transaction is at arm's length basis.

An approval of Members of the Company under Section 188 of the Act is being sought by way of an ordinary resolution as the proposed transaction exceeds the threshold limit of 10% of the net worth of the Company as per the last audited financial statements and could be construed as transaction being outside the ordinary course of business.

The disclosure under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended is enumerated herewith:

Particulars	Details
(a) Name of the related party;	Hindustan Composites Limited
(b) Name of the director or key managerial personnel who is related, if any;	1) Mr. Raghu Nandan Mody (Promoter) 2) Mrs. Shashi Mody (Relative of Mr. Raghu Nandan Mody)
(c) Nature of relationship;	Hindustan Composites Limited is an Associate Company.
(d) Nature, material terms, monetary value and particulars of the contract or arrangements;	Sale of immovable property – a residential flat, situated at Mumbai, at a consideration of Rupees 18,00,00,000/- (Rupees Eighteen Crore only)
(e) Any other information relevant or important for the members to take a decision on the proposed resolution.	All relevant or important information have been provided in the foregoing paragraphs of the explanatory statement.

Pursuant to the provision of Secretarial Standard – 2 issued by the Institute of Company Secretaries of India, the shareholding of the Promoters and Directors of the Company in Hindustan Composites Limited, is given herein below:

Sl. No.	Name	Category (in relation to Rasoi Limited)	Shareholding in Hindustan Composites Limited (in % of its paid-up share capital)
1	Leaders Healthcare Limited	Promoter Group	16.76
2	J L Morison (India) Limited	Promoter Group	7.50
3	Surdas Trading & Manufacturing Company Limited	Promoter Group	1.71
4	Goodpoint Advisory Services LLP	Promoter Group	1.34
5	Lotus Udyog LLP	Promoter Group	1.28
6	Pallawi Resources Private Limited (Formerly Known as Pallawi Resources Limited)	Promoter Group	1.22
7	Pallawi Trading and Manufacturing Company Limited	Promoter Group	1.18
8	Axon Trading & Manufacturing Company Limited	Promoter Group	0.73
9	Looklink Advisory Services LLP	Promoter Group	0.65
10	Silver Trading & Services Limited	Promoter Group	0.57
11	Noble Business Solutions Limited	Promoter Group	0.38

The Board of Directors recommends the ordinary resolution as set out at item no. 1 of the Notice for approval by the Members.

Except Mr. Raghu Nandan Mody and Mrs. Shashi Mody, Directors of the Company, 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.

By order of the Board of Directors

Place: Kolkata
Date: 25th January, 2023

Sd/-
Naresh Patangi
Executive Director, CS & Compliance Officer
DIN: 05244530 & Membership No: FCS-8112

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

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