

A large, horizontally-oriented oval frame with a dark red border, centered on the page. Inside the oval, the text "Rasoi Limited" is written in a bold, dark red serif font.

# **Rasoi Limited**

Annual Report  
2015-2016

## CORPORATE INFORMATION

<b>BOARD OF DIRECTORS</b>	RAGHU NANDAN MODY	Chairman
	SHASHI MODY	Non-Executive Director
	KAPIL KAUL	Executive Director & CFO
	R S VAIDYANATHAN	Independent Director
	H M PAREKH	Independent Director
	VIJAI SINGH	Independent Director

**CHIEF EXECUTIVE OFFICER** SAYANTAN BANDYOPADHYAY

**COMPANY SECRETARY** NARESH PATANGI

**STATUTORY AUDITOR** LODHA & CO.  
Chartered Accountants, Kolkata

**SECRETARIAL AUDITOR** MR & ASSOCIATES  
Company Secretaries, Kolkata

**SOLICITORS** KHAITAN & CO., Kolkata

**BANKERS** YES BANK  
ICICI BANK  
ORIENTAL BANK OF COMMERCE

**REGISTERED OFFICE :**

“Rasoi Court”  
20, Sir R N Mukherjee Road  
Kolkata - 700 001  
CIN : L25190WB1905PLC001594  
Phone : (033) 2248 0114, Fax : (033) 2248 1200  
e-mail : secdept@rasoigroup.in  
Website : www.rasoigroup.in

112th Annual General Meeting of the Company will be held on Tuesday, the 27th day of September, 2016 at 10.30 a.m. at Rabindra Tirtha, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata - 700 156

**WORKS :**

P.O. : Banganagar, P.S. : Falta  
Dist : South 24 Parganas, Pin Code : 743 513  
West Bengal

**EQUITY SHARES LISTED ON**  
BSE Limited

**REGISTRAR & SHARE TRANSFER AGENT**

C B Management Services (P) Ltd.  
P-22, Bondel Road, Kolkata- 700 019  
Phone : (033) 4011 6700 / 2280 6692 / 2282 3643  
Fax : (033) 4011 6739  
Email : rta@cbmsl.com

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ROUTE MAP TO THE VENUE OF THE 112<sup>TH</sup> ANNUAL GENERAL MEETING OF RASOI LIMITED



RABINDRA TIRTHA, 33-1111, MAJOR ARTERIAL ROAD, 3<sup>RD</sup> ROTARY, NEW TOWN, KOLKATA - 700 156

**RASOI LIMITED**

CIN: L25190WB1905PLC001594

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

Tel.: (033) 2248 0114, Fax: (033) 2248 1200, E-mail: secdept@rasoigroup.in, Website: www.rasoigroup.in

**NOTICE**

Notice is hereby given that the 112th Annual General Meeting of the members of Rasoi Limited will be held on Tuesday, the 27th day of September, 2016 at 10.30 a.m. at Rabindra Tirtha, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata - 700156 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended 31st March, 2016 and the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year ended 31st March, 2016.
3. To appoint a Director in place of Mr. Kapil Kaul (DIN: 00053937), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Statutory Auditors.

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

"**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and pursuant to the recommendation of the Audit Committee and the resolution passed by the members at the Annual General Meeting (AGM) held on 11th September, 2014, the appointment of M/s Lodha & Co., Chartered Accountants, Kolkata (Firm's Registration No. 301051E), as Statutory Auditors of the Company for a term of three years i.e. till the conclusion of the 113th AGM, which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 113th AGM of the Company to be held in the year 2017, at such remuneration as may be determined by the Board of Directors of the Company in consultation with the Statutory Auditors."

By order of the Board of Directors

Place: Kolkata  
Date: 27th July, 2016

**Registered Office:**

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

Sd/-  
Naresh Patangi  
Company Secretary

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE TIME OF COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights provided that a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Route-map to the venue of the Meeting is provided in the Annual Report for the convenience of the members.
4. Members/proxies are requested to produce the enclosed attendance slip duly filled up and signed as per specimen signature recorded with the Company for admission to the meeting hall.
5. Members who hold shares in dematerialized form are requested to bring their client ID and DPID numbers for easier identification of attendance at the meeting.
6. Brief resume of the Director retiring by rotation and seeking re-appointment at the Meeting as required under Regulation 36(3) of SEBI (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.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 21st September, 2016 to Tuesday, 27th September, 2016 (both days inclusive) in connection with the AGM and for determining the names of members eligible for dividend on Equity Shares for the financial year ended 31st March, 2016, if declared at the AGM.
8. The dividend on Equity Shares, as recommended by the Board, if declared at the meeting, will be credited / dispatched between 17th October, 2016 to 21st October, 2016 to those members:
  - i) whose names appear as Members in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company / Registrar and Share Transfer Agent (RTA), on or before 20th September 2016, and
  - ii) whose names appear as Beneficial Owners as at the end of the business hours on 20th September 2016, as per the lists to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form.
9. Members are requested to bring their attendance slips alongwith copies of the Notice/Annual Report at the meeting. Please note that the copies of the report will NOT be distributed and/or be made available at the meeting.
10. Members desirous of getting any information on the accounts or operations of the Company are requested to forward their queries to the Company at least seven days prior to the meeting so that the required information can be made available at the Meeting.
11. All relevant documents referred to in the Notice are available for inspection by the members at the registered office of the Company during business hours on working days up to the date of the AGM.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
13. Members are requested to notify immediately any change of address or bank mandates to their respective Depository Participant(s) in respect of their holding in electronic form and to the RTA, C B Management Services (P) Ltd., Unit: Rasoi Limited, P-22, Bondel Road, Kolkata – 700 019 in respect of physical share folios, if any.

14. The shares of the Company are listed on BSE Ltd. Listing fees for the financial year 2015-16 has been paid to the said stock exchange.
  15. As required under section 205A and 205C of the Companies Act, 1956, unpaid / unclaimed dividends up to financial years ended 31st March, 2008 has been transferred to the Investors Education and Protection Fund (IEPF). The Shareholders whose dividend remained unclaimed so far for the financial year ended March 31, 2010 or any subsequent financial years are requested to claim it immediately from the Company. The Shareholders are requested to note that no claims shall lie against the said Fund or the Company in respect of any amounts transferred to IEPF.
  16. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form can submit their PAN to the Company / RTA.
  17. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website [www.rasoigroup.in](http://www.rasoigroup.in) under the section 'Investor Relations'.
  18. To comply with the provisions of Sections 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company is required to update its database by incorporating some additional details of its members.  
Members are thus requested to kindly submit their e-mail ID and other details vide Members Database Updation Form attached with this Annual Report by filling up and signing at the appropriate place in the said form and return the same to the RTA. The e-mail ID provided shall be updated subject to successful verification of your signature(s) as per record available with the RTA of the Company.
  19. The Annual Report 2015-16, the Notice of 112th AGM and instructions for e-voting along with Attendance Slip and Proxy Form are being sent by electronic mode to all members whose e-mail address are registered with the Company/Depository Participant(s), unless a member has requested for physical copy of the documents. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent through permitted mode.
  20. Information and other instructions relating to e-voting.
    - (a) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as substituted by the Companies (Management and Administration) Amendment, Rules 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be passed at the 112th AGM by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting'). The Company has engaged the services of National Securities Depository Limited (NSDL) as agency to provide e-voting facility.
    - (b) 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 to conduct and scrutinize the remote e-voting process and the voting process at the AGM in a fair and transparent manner.
    - (c) The facility for voting through ballot paper shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
    - (d) The remote e-voting period commences on Saturday, 24th September, 2016 (9:00 a.m.) and ends on Monday, 26th September, 2016 (5:00 p.m.). 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. 20th September, 2016, may cast their vote through remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
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- (e) 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. 20th September, 2016. A person, whose name is recorded in the Register of Members or in the Register 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 at the meeting through ballot paper.
  - (f) Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. 20th September, 2016 may obtain the User Id and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact to the RTA at (033) 4011 6728. However, if the member is already registered with NSDL for remote e-voting then he can use his existing user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the toll free no.: 1800-222-990.
  - (g) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.  
  
Further, in accordance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall submit to the Stock Exchange, details of the Voting results in the prescribed format within forty-eight hours of conclusion of the AGM. The results declared along with the consolidated scrutinizer's report shall be placed on the Company's website [www.rasoiigroup.in](http://www.rasoiigroup.in) and on the website of NSDL <https://www.evoting.nsdl.com>. The result shall simultaneously be communicated to the BSE Limited.
  - (h) Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to have been passed on the date of the Meeting i.e. 27th September, 2016.
21. I. The instructions for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
    - (i) Open email and open PDF file viz; "Rasoi Limited e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote 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/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-Voting: Active Voting Cycles.
    - (vii) Select "EVEN" of Rasoi Limited.
    - (viii) Now you are ready for remote 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

- B. In case a Member receives physical copy of the Notice of AGM [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 Attendance Slip for the AGM :
- | <b>EVEN (Remote e-voting Event Number)</b>   | <b>USER ID</b> | <b>PASSWORD/PIN</b> |
|--|----------------|---------------------|
| (ii) Please follow all steps from Sl. No. 21. I. A. (ii) to Sl. No. (xii) above, to cast vote. |                |                     |
- II. 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](http://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](mailto:evoting@nsdl.co.in) or [rajivr@nsdl.co.in](mailto:rajivr@nsdl.co.in), phone No. (022) 2499 4738 or 1800-222-990. Further queries relating to remote e-voting may be addressed to Naresh Patangi, Company Secretary, Rasoi Court, 20, Sir, R N Mukherjee Road, Kolkata – 700001, email: [secdept@rasoigroup.in](mailto:secdept@rasoigroup.in), phone No. (033) 2248 0114.
- III. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN 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).

By order of the Board of Directors

Place: Kolkata  
Date: 27th July, 2016

Sd/-  
Naresh Patangi  
Company Secretary

**Registered Office:**

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

**Particulars of the Director seeking re-appointment at the ensuing Annual General Meeting 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.



## DIRECTORS' REPORT

Your Directors hereby present the 112th Annual Report together with audited Financial Statements of the Company for the financial year ended 31st March, 2016.

### FINANCIAL HIGHLIGHTS

The Company's financial performance, for the year ended 31st March, 2016 is summarised below:

(₹ in Lakhs)

Particulars	31st March 2016	31st March 2015
Revenue from Operations	1820	1108
Other Income	80	27
Total	1900	1135
Profit before Finance Cost, Depreciation & Taxation	573	732
Less: Finance Cost	3	–
Less: Depreciation	65	7
Profit before Taxation	505	725
Less: Tax Expenses	113	(324)
Profit for the year from Continuing Operations	392	1049
Less: Loss from Discontinued Operations	–	629
Profit for the year	392	420

### DIVIDEND

Considering the financial position of the Company, your Directors recommend a dividend of ₹ 1/- per share being 10% of the paid-up equity share capital of the company (previous year - ₹ 1/- (10%) per share) for the year 2015-2016. The Corporate Dividend Tax of ₹ 3.93 lakhs (previous year ₹ 3.93 lakhs) will be payable on the total dividend amount of ₹ 19.32 lakhs (previous year ₹ 19.32 lakhs).

### RESERVES AND SURPLUS

During the year under review, ₹ 11 lakhs (previous year ₹ 11 lakhs) was transferred to the General Reserve. The balance in Reserves and Surplus stands at ₹ 11955 lakhs (previous year ₹ 11587 lakhs).

### BUSINESS OPERATIONS & OUTLOOK

During the financial year ended 31st March, 2016, your Company achieved revenue from operations of ₹ 1820 lakhs against ₹ 1108 lakhs for the year ended

31st March, 2015. The profit for the year ended 31st March, 2016 was ₹ 392 lakhs against the profit of ₹ 420 lakhs for the year ended 31st March, 2015.

During the year, the Company has set up state of the art manufacturing facility for baby care products & packing materials. The Company has started the commercial production of packing materials effective from 15th June, 2015 and that of baby care products effective from 31st July, 2015 from its factory situated at Banganagar, South 24 Pargana, West Bengal. In terms of looking at the overall economic trends and opportunities your company has also begun to trade in metals.

Having adopted the new business model, your company operation is now insulated from the vagaries of extreme volatility in raw material prices and foreign exchange and since the baby care segment is growing on expected growth rate the prospects are very good.

More importantly as one can see from the results there is growth in the operational profit figure and once the business volume increases and the profits accrue on year on year basis your company can suitably invest in further expanding its business.

In line with the Company's diverse businesses, the Company has made an application for change of its name to BSE Limited, subject to all the necessary approvals.

There were no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

### SHARE CAPITAL OF THE COMPANY

The paid up equity share capital of your Company is ₹1,93,20,000 (Rupees One Crore Ninety Three Lakhs Twenty Thousand only) divided into 19,32,000 Equity shares of the face value of ₹ 10 (Rupees Ten) each.

The Board in its meeting held on 13th May, 2016, considered and decided to consolidate 20 (Twenty) equity shares of the Company having face value of ₹ 10 (Rupees Ten only) each into 1 (One) equity share of face value of ₹ 200 (Rupees Two Hundred only) each fully paid-up subject to all the necessary approvals and to alter the Capital Clause of the Memorandum of Association of the Company consequent to the said consolidation and all other necessary approvals.

### RISKS AND AREAS OF CONCERN

The Company has laid down a well defined Risk Management Policy covering the risk mapping, trend

analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitor both business and non-business risks. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

### **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

Your Company has an Associate Company namely "Hindustan Composites Limited." The company had no subsidiary or joint venture company during the year under review.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013, a statement containing salient features of the financial statements of the Associate Company in Form AOC-1 is attached to the financial statements of the Company forming part of this Annual Report.

### **EXTRACT OF ANNUAL RETURN**

An extract of Annual Return in Form No. MGT-9 is annexed to this report as "**Annexure A**".

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

#### **a) Retirement by rotation**

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company, Mr. Kapil Kaul (DIN: 00053937), Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment and your Board recommends his re-appointment.

Brief resume of the Director proposed to be re-appointed as stipulated under Regulation 36(3) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the Notice convening the 112th Annual General Meeting of the Company.

#### **b) Cessation**

Mr. M K Pandita (DIN: 01141113), Whole-time Director, resigned from the Directorship of the Company with effect from 30th July, 2015. The Board places on record its appreciation for his valuable services rendered during his tenure as a Director of the Company.

Mr. Brij Gopal Roy (DIN: 00771713), Independent Director, resigned from the Directorship of the Company with effect from 18th December, 2015. The Board places on record its appreciation for his valuable services rendered during his tenure as a Director of the Company.

#### **c) Declaration from Independent Directors**

The Company has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **d) Annual Performance and Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit and Nomination & Remuneration Committees. The Board has devised questionnaire to evaluate the performances of each of the Executive, Non-executive and Independent Directors. Such questions are prepared considering the business of the Company and the expectations that the Board have from each of the Directors. The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance at Board Meetings and Board Committee Meetings;
- ii. Quality of contribution to Board deliberations;
- iii. Strategic perspectives or inputs regarding future growth of Company and its performance;
- iv. Providing perspectives and feedback going beyond information provided by the management.

The details of the programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at [http://www.rasoi group.in/investor\\_information/Familiarisation\\_Programmes\\_for\\_Independent\\_%20Directors.pdf](http://www.rasoi group.in/investor_information/Familiarisation_Programmes_for_Independent_%20Directors.pdf)