

RISHI LASER LTD.

CIN : L99999MH1992PLC066412

Regd. office: 612 Veena Killedar Indl. Estate, 10/14 Pais Street, Byculla (W), Mumbai 400 011.

Tel. No. 022 - 23075677 / 23074585 | Fax No. 022-23080022

E-mail: rcli.mumbai@rishilaser.com | Website: www.rishilaser.com

NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the Members of Rishi Laser Limited will be held on Friday, 28th day of September, 2018 at 2.15 p.m. at Indian Merchant's Chamber, Killachand Conference Room, 2nd Floor, IMC Marg, Churchgate, Mumbai 400020 to transact the following business:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended 31st March, 2018 and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Sheela Mohan Ayyar (DIN 06656579), who retires by rotation and being eligible offers herself for re-appointment.

AS SPECIAL BUSINESS

3. To approve the appointment of Statutory Auditors appointed by the Board of directors to fill the casual vacancy and to consider and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 140 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any amendment, modification, variation or re-enactment thereof, approval of the members be and is hereby given for the appointment of M/s. Shah Mehta and Bakshi, Chartered Accountants, Vadodara, (FRN: 103824W), as the Statutory Auditors of the Company, made by the Board of Directors at their meeting held on 14th August, 2018, to fill the casual vacancy caused by the resignation of M/s. B.D. Jokhakar & Co., Chartered Accountants, (FRN: 104345W) Mumbai, w.e.f. 14th August, 2018 till the conclusion of this 26th Annual General Meeting, at such remuneration as may be determined and

recommended by the Audit Committee in consultation with the Statutory Auditors and duly approved by the Board of Directors."

4. To approve the remuneration of the Cost Auditors for financial year ending 31st March, 2019 and in this regard to consider and if thought fit, to pass with or without modifications the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 148 (3) and all other applicable provisions, if any, of the Companies Act, 2013 and rule 6(2) of the Companies (Cost records and Audit Rules) 2014 or any statutory modification or re-enactment thereof, M/s P.K.Chatterjee & Associates, Cost Accountants (Firm Registration No. 101833) appointed as the Cost Auditors by the Board of Directors of the Company for the financial year ending 31st March, 2019 be paid a remuneration of Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) as recommended by the Audit Committee and approved by the Board of Directors of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary for the purpose of giving effect to this resolution."

AS ORDINARY BUSINESS

5. To approve appointment of Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification, 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 made thereunder, including any amendment, modification, variation or re-enactment thereof,



and pursuant to recommendation of the Audit Committee and the Board of Directors, M/S. Shah Mehta and Bakshi, Chartered Accountants, Vadodara, (FRN : 103824W), be and are hereby appointed as the Statutory Auditors of the Company to conduct audit for the financial year 2018-19 and subsequent 4 financial years, at such remuneration plus reimbursement of out-of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the said Auditors;

RESOLVED FURTHER THAT M/s Shah Mehta and Bakshi, Chartered Accountants shall hold office from the conclusion of this 26th Annual General Meeting till the conclusion of the 31st Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board of directors be and are hereby authorised to take such necessary steps pertaining to the appointment of Auditors, subject to compliance with the applicable provisions and rules and on such remuneration as the Board of Directors may deem fit during the tenure of their appointment."

Date: 14-Aug-2018

Place: Mumbai

Registered Office: -
612, Veena Killedar Industrial estate,
10-14, Pais Street,
Byculla (W),
Mumbai 400011.

By Order of the Board
For Rishi Laser Ltd.

Mrs. Supriya Joshi
Company Secretary

NOTES:

- A. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- B. The instrument appointing Proxy as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than FORTY-EIGHT HOURS before the time for holding the Meeting.**
- C. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business to be transacted at the Meeting is annexed hereto.**
- D. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or a Member. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable.**
- E. Particulars required for appointment/Reappointment of Director pursuant to sub-regulation (3) of Regulation 36 of the Listing Regulations:**
- Mrs. Sheela Mohan Ayyar shall retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers herself for re-appointment. She was appointed as Director in the Annual General Meeting held on 29th September, 2015. She is a Commerce Graduate. She is holding Directorship in one listed Company, Rishi Techtex Limited. In addition she is also chairperson in Audit Committee of Rishi Techtex Limited. She is not related to any director neither holding any shares in the Company.
- F. The Register of Members and Share Transfer Books of the Company will remain closed from 22.09.2018 to 28.09.2018 (both days inclusive).**
- G. Members/proxies should bring the attendance slips duly filled in for attending the meeting.**
- H. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the Meeting.**
- I. Copies of the Annual report will not be circulated at the meeting.**
- J. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.**
- K. Voting through electronic means (Remote E-Voting):**
1. 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 amended, and as per Regulation 44 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, the Company is pleased to provide its Members the facility to cast their vote by electronic means i.e. remote e-voting, through the e-voting services provided by Central Depository Services (India) Limited ("CDSL") on all resolutions set forth in this Notice.
 2. The voting period begins on Tuesday, September 25, 2018 at 9.00 a.m. and ends on Thursday, September 27, 2018 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 21, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 3. The facility for voting by ballot or polling paper shall also be made available at the meeting and Members of the Company as of cut off date attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right 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.
 4. The Procedure and Instructions for Remote e-voting are as under:



RISHI LASER LIMITED

- (i) Log on to the e-voting website www.evotingindia.com, during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "RISHI LASER LIMITED" from the drop down menu and click on "SUBMIT".
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a firsttime user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	<ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. • If the details are not recorded with the depository or company please enter member id/folio number in the Dividend Bank Details field as mentioned in the instruction 6 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Rishi Laser Limited> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification

code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for all mobile users. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non-Individual Shareholders and Custodians:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same and send the scan copy of Board Resolution/ POA to askus@kalamkarassociates.com

(xx) In case of members receiving the physical copy:

- (a) E-voting Event Number, User ID and Password is provided in attendance slip.
- (b) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (c) The voting period begins on September 25, 2018 at 9.00 a.m. and ends on September 27, 2018 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 21, 2018, may cast

their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(d) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

(e) Any person having any grievances in connection with remote e-voting may write to Mrs. Supriya Joshi, Company Secretary at the Registered Office of the Company or email her at investors@rishilaser.com

OTHER INSTRUCTIONS

1. The Members who have not casted their vote by remote e-voting prior to the Annual General Meeting ("AGM") can exercise their voting rights at the AGM. The Members who have already exercised their right to vote by remote e-voting may attend the AGM but shall not be entitled to vote at the AGM. If a Member casts vote again at the AGM, then votes casts through remote e voting facility shall prevail and voting at the Meeting will be treated invalid.
2. The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut off date September 21, 2018.
3. A person, whose name is recorded in Register of Members or in the Register of Beneficial Ownership maintained by the RTA/Depositories, as the case may be, as on the cut-off date only shall be entitled to avail the facility of remote e voting or voting at the AGM. Any person who has ceased to be the member of the Company as on the cut-off date will not be entitled for remote e voting or voting at the AGM and should treat this Notice for information purpose only.
4. Once the vote on resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
5. Sudhanwa S Kalamkar & Associates (Membership No.18795, CP No.7692) has been appointed by the Board of Directors of the Company, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
6. The Chairman Shall, at the AGM, at the end of discussion on the Resolutions on which voting is



to be held, allow voting with the assistance of the scrutinizer, by use of ballot or polling paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

7. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, 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 make not later
8. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company and on the website of CDSL www.cdslindia.com immediately after the result is declared and shall be simultaneously forwarded to Bombay Stock Exchange Limited.

than 48 hours of conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

Date: 14-Aug-2018

Place : Mumbai

Registered Office: -
612, Veena Killedar Industrial estate,
10-14, Pais Street,
Byculia (W),
Mumbai 400011.

By Order of the Board
For Rishi Laser Ltd.

Mrs. Supriya Joshi
Company Secretary

ANNEXURE

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013

Item No. 3 (Read with Item No. 5)

The Company at its 25th Annual General Meeting held on 20th September 2017 appointed M/s. B. D. Jokhakar & Co., Chartered Accountants, Mumbai, (FRN: 104345W) as the Statutory Auditors of the Company for a term of 5 financial years commenced from financial year 2017-2018 and to hold office from the conclusion of 25th Annual General Meeting till the conclusion of the 30th Annual General Meeting.

M/s. B.D.Jokhakar & Co., Chartered Accountants, Mumbai, (FRN: 104345W), vide letter dated 06th August 2018 conveyed to the Company that, due to their preoccupation with other professional work they are unable to continue as Statutory Auditors, and have therefore resigned. The Company received the said letter on 08th August 2018.

Pursuant to the provisions of Section 139(8)(i) of the Companies Act 2013 any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days from the date of resignation of an auditor, subject to the approval of the shareholders of the company within three months of the recommendation of the Board and said auditor shall hold office till the

conclusion of the next Annual General Meeting. Accordingly, the Board of Directors at their meeting held on 14th August, 2018 appointed M/s. Shah Mehta and Bakshi, Chartered Accountants, Vadodara, (FRN:103824W), as Statutory Auditors to fill the casual vacancy. The Board is mandated by law to seek approval of members at the general meeting to be held within three months from the date of recommendation for appointment of auditors to fill the casual vacancy. As the Company is liable to convene its Annual General Meeting for the financial year 2017-2018, by 29th September, 2018, the resolution for approving the casual vacancy to the office of the auditors is placed herewith.

M/S. Shah Mehta and Bakshi, Chartered Accountants, Vadodara, (FRN:103824W) who were appointed to fill the casual vacancy are also eligible to act as the Statutory Auditors for the term of 5 financial years and to hold office from the conclusion of this Annual General Meeting till the conclusion of 31st Annual General Meeting of the Company. The Board of Directors have

obtained necessary certificates, confirmations pursuant to provisions of Section 139 (1) and the rules made thereto from M/s. Shah Mehta and Bakshi, Chartered Accountants, Vadodara, (FRN : 103824W) and recommends to the members their appointment.

The members may further delegate authority to the Board to determine in consultation with the auditors, remuneration payable to them alongwith the applicable taxes, levies and reimbursement of travelling and other out-of-pocket expenses after taking into consideration the volume of work involved.

The Board of Directors recommends an Ordinary Resolution set out in item no. 3 under Special Business and Item No. 5 under Ordinary Business of the Notice for approval of the Members.

No Director or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said resolution.

Item No. 4

The Board of Directors, on the recommendation of Audit Committee has approved the appointment and remuneration of Rs. 1,25,000/- to the Cost Auditor M/s Pranab Chatterjee & Co. to conduct the audit of the cost records of the Company for financial year ending 31st March, 2019.

In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with the Rule 14 (a) (ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2019.

No Director or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said resolution.

Date: 14-Aug-2018

Place : Mumbai

Registered Office: -
612, Veena Killedar Industrial estate,
10-14, Pais Street,
Byculla (W),
Mumbai 400011.

By Order of the Board
For Rishi Laser Ltd.

Mrs. Supriya Joshi
Company Secretary