

**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: [rlcl.mumbai@rishilaser.com](mailto:rlcl.mumbai@rishilaser.com) | Website: [www.rishilaser.com](http://www.rishilaser.com)

**NOTICE**

NOTICE is hereby given that the Twenty Third Annual General Meeting of the Members of Rishi Laser Limited will be held on Tuesday, 29<sup>th</sup> day of September, 2015 at 10.30 a.m. at Indian Merchant's Chamber, Killachand Conference Room, 2<sup>nd</sup> Floor, IMC Marg, Churchgate, Mumbai 400020 to transact the following business.

**AS ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited financial statements for the year ended 31st March 2015 and the Report of the Board of Directors and Auditors thereon.

2. To re-appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 and other provisions as may be applicable (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, the Company hereby approves the appointment of M/s. Alladi Krishnan & Kumar, having Firm's Registration No. 100282W, as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting on such remuneration as may be decided by the Board of Directors in consultation with the Auditors”.

**AS SPECIAL BUSINESS**

3. To appoint Mr. Dinesh Mehta (DIN: 00509447) as an Independent Director 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 149, 152 of the Companies Act, 2013 and such other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) the Company hereby approves the appointment of Mr. Dinesh Mehta (DIN: 00509447), Director of the Company, as an Independent Director of the Company for a term of four (4) years, to hold office upto the conclusion of the 27<sup>th</sup> Annual General Meeting”.

4. To appoint Mrs. Sheela Mohan Ayyar (DIN: 06656579) as a Director on the Board and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the provisions of Clause 49 of the Listing Agreement, including any modification or amendment thereof, Mrs. Sheela Ayyar (DIN: 06656579), who was appointed by the Board of Directors as an Additional Director with effect from July 27, 2015 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, and who holds office up to the date of this Annual General Meeting; and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Registered Office: -  
612, Veena Killedar Industrial estate,  
10-14, Pais Street, Byculla (W),  
Mumbai 400011.  
Dated: 27<sup>th</sup> July, 2015

By Order of the Board  
**For Rishi Laser Ltd.**

**Supriya Joshi**  
**Company Secretary**



**NOTES:**

- A. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
- 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. 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.
- D. 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.
- E. Particulars required for appointment/ Reappointment of Director pursuant to clause 49 of the listing agreement.
- Mr.Dinesh Mehta was appointed as Director in the Annual General Meeting held on 27<sup>th</sup> September, 2006. He is a commerce graduate with a degree in Law. He has over 33 years' experience in accounts, audit and finance. He is an independent Director. He holds 19500 shares in the Company. Except Mr Dinesh Mehta, no Director or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the said resolution.
- Mrs. Sheela Mohan Ayyar aged 44 years was appointed as an Additional Director on the Board of the Company with effect from July 27, 2015. She shall hold the office till the ensuing General Meeting. She is a Commerce graduate. She does not hold any shares in the Company. No Director or Key Managerial Personnel of the Company or their relatives other than Mrs. Sheela Ayyar is in any way concerned or interested in the said resolution.
- F. The Register of Members and Share Transfer Books of the Company will remain closed from 23.09.2015 to 29.09.2015 (both days inclusive).
- G. There are no directors eligible to retire by rotation.
- H. Members/ proxies should bring the attendance slips duly filled in for attending the meeting.
- I. Copies of the Annual report will not be circulated at the meeting.
- J. 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.
- K. Voting through electronic means (E-Voting):
1. In accordance with the applicable provisions of Listing Agreement and Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 (the Rules), the Company is pleased to provide facility to its members, to cast their vote electronically for all the resolutions proposed at the 23<sup>rd</sup> Annual General Meeting of the Company. The Company has appointed Central Depository Services (India) Ltd. (CDSL) to provide e-voting facility to its members.
  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 cutoff date September 22, 2015.
  3. The remote e-voting period begins on Friday, September 25, 2015 at 9:00 a.m. and ends on Monday, September 28, 2015 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 22, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
  4. 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.

5. Sudhanwa S Kalamkar & Associates 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 Procedure and Instructions for e-voting are as under:
  - i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com), during the voting period.
  - ii) Click on "Shareholders" tab.

- iii) 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.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vi) If you are a first time user follow the steps given below:

|                        | <b>For Members holding shares in Demat Form and Physical Form</b>  |
|------------------------|--|
| PAN*                   | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) |
| DOB#                   | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.    |
| Dividend Bank Details# | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.                 |

\*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 8 digit sequence number in the PAN series. In case if the sequence number is less than 8 digit enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Any person who becomes a member of the Company after dispatch of the Notice and holds shares of the Company as on the cut off date i.e. September 22, 2015 and whose PAN is not registered with the Company may obtain the sequence number detail by writing to the R&T Agents at [pratapp@adroitcorporate.com](mailto:pratapp@adroitcorporate.com)/[ganeshs@adroitcorporate.com](mailto:ganeshs@adroitcorporate.com) or to the Company at [investors@rishilaser.com](mailto:investors@rishilaser.com)

# 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 the member id/folio no. in the dividend bank details field as mentioned in the instruction 6 (iii) above.

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) 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.

- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



- x) Click on the EVSN for <Rishi Laser Limited> to vote.
  - xi) 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.
  - xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
  - xiii) 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.
  - xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
  - xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
  - xvi) 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.
  - xvii) Note for Non-Individual Shareholders and Custodians
    - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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](mailto: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](mailto: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.net](mailto:askus@kalamkarassociates.net)
  - xviii) 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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - xix) Any person having any grievances in connection with remote e-voting may write to Ms. Supriya Joshi, Company Secretary at the Registered Office of the Company or email her at [investors@rishilaser.com](mailto:investors@rishilaser.com)
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 than three days 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.
  8. The results declared along with the Scrutinizer’s Report shall be placed on the website of the Company immediately after the result is declared and shall be simultaneously forwarded to Bombay Stock Exchange Limited.

## ANNEXURE

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013****Item No. 3**

Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Dinesh Mehta, Independent Director of the Company, is being appointed for a term of 4 years, upto the conclusion of the 27<sup>th</sup> Annual General Meeting and during this term he shall not be liable to retire by rotation.

As per the provisions of the Companies Act 2013 appointment of Mr. Dinesh Mehta was required to be ratified in the last AGM of the Company.

Since, we were yet to receive from him confirmation on his willingness to continue as an Independent Director on the Board before the last AGM, the ratification could not be done in the last AGM. Now since we have received the necessary confirmation from him the required resolution is being proposed in the AGM.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act 2013.

The Company has also received notice pursuant to Section 160 of the Companies Act 2013 from members proposing candidature for appointment of aforesaid Independent Director. In the opinion of the Board also he fulfills the conditions specified in the said Act for appointment as an Independent Director.

The Board of Directors recommends the Ordinary Resolution set out in item no. 3 of the Notice for approval of the Member.

No Director or Key Managerial Personnel of the Company or their relatives other than Mr. Dinesh

Mehta is in any way concerned or interested in the said resolution.

**Item No. 4**

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, the Board of Directors of the Company appointed Mrs. Sheela Ayyar as an Additional Director of the Company with effect from July 27, 2015. In terms of the provisions of Section 161(1) of the Act, Mrs. Sheela Ayyar would hold office up to the date of the ensuing Annual General Meeting.

Mrs. Sheela Mohan Ayyar is a commerce graduate and was working with Tata power Limited. Presently she is handling strategic affairs of Tejas Engineering and Management.

The Company has received notice pursuant to Section 160 of the Companies Act 2013 from member proposing the candidature of Mrs. Sheela Ayyar for the office of Director of the Company.

The Company has also received - (i) consent in writing to act as director in Form DIR-2 pursuant to Rule and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under subsection (2) of Section 164 of the Act.

The resolution at Item No.4 seeks the approval of Members for the appointment of Mrs. Sheela Ayyar as Director of the Company, pursuant to applicable provisions of the Act and the Rules made thereunder.

No Director or Key Managerial Personnel of the Company or their relatives other than Mrs. Sheela Ayyar is in any way concerned or interested in the said resolution.

The Board of Directors of your Company recommends the Resolution as set out in Item No.4 of the accompanying Notice for the approval of members of the Company as an Ordinary Resolution.

Registered Office: -  
612, Veena Killedar Industrial estate,  
10-14, Pais Street, Byculla (W),  
Mumbai 400011.  
Dated: 27<sup>th</sup> July, 2015

By Order of the Board  
For Rishi Laser Ltd.

Supriya Joshi  
Company Secretary

**UPDATION OF EMAIL ID**

Kindly ensure to update your fresh Email ID with the Company/Depository if you have changed the same.

**UPDATION OF PAN**

Kindly ensure to update your fresh PAN with the Company/Depository.