

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 | Website: www.rishilaser.com**NOTICE**

NOTICE is hereby given that the Twenty Second Annual General Meeting of the Members of Rishi Laser Limited will be held on Tuesday, 30th day of September, 2014 at 11.30 a.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 Balance Sheet as on 31st March, 2014 and the Profit & Loss Account for the year ended on that date and the Report of the Board of Directors and Auditors thereon.

2 To appoint a Director in place of Mr. Jayesh Sheth (DIN: 00171340) who retire by rotation and being eligible offers himself for reappointment.

3 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, 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

4 To re-appoint Mr. Harshad Patel (DIN: 00164228) as Managing Director and in this regards to consider and if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of sections 196,197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory

modification(s) or re-enactment thereof for time being in force), the Company hereby approves the re-appointment of Mr. Harshad Patel (DIN: 00164228) as Managing Director of the Company, for a period of three years from 1st of April, 2014, on remuneration and perquisites and other terms and conditions not exceeding the maximum limits specified in Schedule V as set out in the Draft of the Agreement to be entered into between the Company and Mr. Harshad Patel, placed before this Meeting and initialed by the Chairman for identification, and the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of Directors for the time being authorised by the Board of Directors to exercise the powers conferred on the Board by this resolution) be and is hereby authorised, with the acceptance of Mr. Harshad Patel, to vary or increase or enhance the Scope of the remuneration or perquisites as and when deem fit.

"RESOLVED FURTHER THAT the Company Secretary be and is hereby authorised to do all such Acts, Deeds, Matters and things as may be considered necessary, proper and expedient to give effect to this resolution.

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits Mr. Harshad Patel (DIN: 00164228) be paid remuneration to the extend provided in Schedule V".

5 To borrow and raise money and to mortgage or create charge on the properties of the Company and in this regard to consider and if thought fit, to pass and with or without modifications the following Resolution as a **Special Resolution**

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approval(s) of appropriate authorities, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of Directors for the time being authorised by the Board of Directors to exercise



the powers conferred on the Board by this resolution), to borrow and raise such sum or sums of money in any manner from time to time, from any one or more Banks, Individuals, Persons, Firms, Bodies Corporate, Financial Institutions, Mutual Funds, Foreign Banks, Foreign Financial Institutions, Foreign Institutional Investors, Overseas Corporate Bodies, Overseas Mutual Funds, Trusts, Institutions, bodies, entities, or persons, whether incorporated or not and whether Indian or foreign, and whether by way of cash credit, term loans, advances, deposits, loans, ICD or bill discounting. Deferred payment credit/ guarantees, issue of Securities, Bonds or other debt instruments, external commercial borrowings or by way of any other permitted mode of borrowings, whether convertible or not; and whether unsecured or secured by mortgage, charge, hypothecation, lien, pledge, or any other kind of security created on the assets and/or properties of the Company, its subsidiaries, Joint Ventures, Associates, or of any other person(s) or individual(s); whether immovable or movable, tangible or intangible, or stock-in-trade (including raw materials, spare parts and components, in stock or in transit and work-in-progress), or by any kind of guarantees and all or any of the undertakings of the Company, notwithstanding that the moneys to be borrowed, together with the moneys already borrowed by the Company and outstanding at any time shall not exceed the sum of Rs.150 Crores (Rupees One Hundred and Fifty Crores Only), exclusive of interest and other charges on such borrowings,

“FURTHER RESOLVED THAT consent and authority be and is hereby given to the Board to do all such acts, deeds, matters and things as it may at its discretion deem fit and proper including, if and when necessary, creation of such mortgage(s) and / or charge(s) in respect of the Securities or on the whole or substantially the whole of all or any of the undertaking(s) of the Company as contemplated by Section 180 (1)(a) of the Companies Act, 2013 in connection therewith and to execute all requisite documents or writings for giving effect to this Resolution.”

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

Dated: 29th May, 2014

- 6 To approve the appointment and remuneration of the Cost Auditors for financial year ending March 31, 2015 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 the provisions of section 148 of the Companies Act, 2013, read with section 233B of the Companies Act, 1956 and Central Government order No. 52/26/CAB/2010 issued dated 24.01.2012, directing the audit of the company's cost accounts relating to Engineering Machinery (including Electrical & Electronics Products) covered under Chapter Heading No. 84 to 87 of the Central Excise Tariff Act, 1985 for the year ended 2014-15, M/s P K Chatterjee & Associates, Cost Accountants, Surat be and is hereby appointed as Cost Auditors to conduct the audit of the cost accounts of the company in respect of manufacturing of Engineering Machinery (including Electrical & electronics Products) at the Units of the Company situated at various places for the financial year 2014-15 at a remuneration of Rs.1,00,000/- including all things.”

“RESOLVED FURTHER THAT Mr. Harshad Patel, Managing Director or Mr. Vasant Goray Director of the Company be and are hereby severally authorised to make an application to central government in Form 23C and to comply with all other formalities in this regard.”

- 7 To appoint Mr. Vasant Goray (DIN: 00176609) 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, the Company hereby approves the appointment of Mr. Vasant Goray (DIN: 00176609), Director of the Company, as an Independent Director of the Company for a term of five (5) years, to hold office upto the conclusion of the 27th Annual General Meeting”.

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. Jayesh Sheth aged 57 years is a Director of the Company since 1995. He is a Commerce Graduate and is Director in Kantilal Chhaganlal Securities Pvt. Ltd. He retires by rotation and is eligible for re-appointment. He holds 362755 shares in the Company. Except Mr. Jayesh Sheth, no other Director is interested in the said resolution.

Mr. Vasant Goray was appointed as Director in the Annual General Meeting held on 27th September, 2006. He is a post graduate in Commerce and a Member of Institute of Company Secretaries of India. He has over 28 years' experience in Company Law and legal matters. He is not holding any shares in the Company. Except Mr Vasant Goray, no Director is interested in the Resolution.

F. The Register of Members and Share Transfer Books of the Company will remain closed from 26.09.2014 to 30.09.2014 (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. 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 22nd 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 cut off date August 22, 2014.

3. The voting period begins on Tuesday, September 23, 2014 at 9.00 a.m. and ends on Thursday, September 25, 2014 at 6.00 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 August 22, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

4. V. Sundaram & Co. 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.

5. The Procedure and Instructions for e-voting are as under:

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 first time 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) *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. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
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.

#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 number of shares held by you as on the cut off date** in the **Dividend Bank details field**.

- 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.
- 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 vsundaramfcs1@hotmail.com
- xviii) **In case of members receiving the physical copy:**
- a. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
 - b. The voting period begins on September 23, 2014 at 9.00 a.m. and ends on September 25, 2014 at 6.00 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 August 22, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- xix) 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.
- xx) The results of e-voting shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of passing of the resolution at the AGM of the Company and communicated to the stock exchanges.



ANNEXURE

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013**Item No.4 (As per Schedule V of the Companies Act, 2013)****1. General Information:**

Rishi Laser Ltd formerly known as Rishi Laser Cutting Limited was incorporated on 20.04.1992. It is mainly engaged in the business of fabrication of sheet metal components. The Company has manufacturing units at Pune, Nashik, Baroda, Bangalore, Kundli. Indore, Ahmedabad and Rajkot. The Company has achieved net sales of Rs.10343.03 Lacs during the year as compared to Rs.13703.97 Lacs in the previous year. The Company has incurred a net loss of Rs.1191.99 Lacs in the year as compared to a net profit of Rs.6.75 lacs in the previous year. The company has no foreign investment or collaboration.

2. Information about the appointee:

Mr. Harshad Patel has been on the Board of the Company from the inception. He has been acting as Managing Director of the Company since 2011. The Board of Directors in their meeting held on 29.05.2014 decided to re-appoint him as Managing Director of the Company for the further period of three years w.e.f. 1st April 2014 pursuant to the provisions of sections 196,197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for time being in force).

At present he is the only Managerial Person looking after the operations of the Company. The responsibility of Mr.Harshad Patel has gone up manifold mainly on account of difficult financial position of the Company. Mr Harshad Patel is a qualified Chartered and Cost Accountant. He has over 30 years' experience in Business and Industry.

Further it is proposed to pay remuneration and Perquisites not exceeding the maximum limits

specified in Schedule V and on such other terms and conditions and as set out in the Draft of the Agreement to be entered into between the Company and Mr. Harshad Patel. The draft Agreement contains interalia, the following terms and conditions:

Period	Three years with effect from 1 st April, 2014
Salary per month	Not exceeding Rs. 4,00,000/-
Commission	Not exceeding 1% of Net profits
Perquisites	Perquisites will be limited to an amount equal to salary
Housing	House rent allowance up to 50% of salary. In case of rented accommodation, rent up to 50% of Salary will be paid by the Company.
Expenses on Gas Electricity, water and Furnishing	Not exceeding 10% of salary (valued as per Income Tax Rules)
Leave	One month for every eleven months of service. Leave accumulated and not availed can be encashed at the end of each year or at the end of tenure.
Medical Reimbursement	Reimbursement of expenses incurred for self and family.
Leave travel concession	Plane fare for self and family once in a year to any place within the country.
Personal Accident Insurance	Personal Accident Insurance for an amount, the annual premium of which does not exceed Rs. 10000/-
Provident Fund	a) Company's contribution towards PF – not exceeding 12% of salary.

	b) Company's contribution towards Superannuation fund as per the rules of the Company.	5. The Special Resolutions contained in item no. 4 of the Notice seeks to approve the re-appointment of the Managing Director on remuneration and terms as set out in the draft of the proposed Agreement between the Company and Mr. Harshad Patel, a copy of which will be available for inspection at the registered office of the Company on any working day up to the date of Annual General Meeting between 11 a.m and 1 p.m excluding Saturdays, Sundays and Holidays.
Gratuity	One months' salary for each completed year of service.	
Car	Free use of Company maintained car with chauffeur.	
Telephone	Free Mobile phone and basic telephone facility at home.	6. The above shall be treated as abstract of the draft Agreement entered between the Company and the Mr. Harshad Patel pursuant to Section 190 of the Companies Act, 2013.
Performance Bonus	The Managing Director will be entitled to performance Bonus based on his performance to be decided by the Board but not exceeding an amount equal to salary.	7. In case of absence or inadequacy of profits in any financial year, the remuneration stated above subject to limits specified in Schedule V will be paid as Minimum Remuneration to the Managing Director.

Family means the Spouse, the dependent children and dependent parents of the Managerial person.

Contribution towards PF, Gratuity and Superannuation fund and encashment of Leave will not be included in the Computation of ceiling on perquisites to the extent these either singly or taken together are not taxable under the Income Tax Act.

3. Other information:

During the year the Company has incurred a net loss of Rs.1191.99 lacs and as such the Company cannot pay remuneration as per provisions of section 197. Therefore, the remuneration is proposed as per section II of part II of schedule V of the Companies Act, 2013. The Losses suffered by the Company were on account of steep fall in sales due to recessionary conditions in the segments the Company operates. We could not procure sufficient orders from our bigger customers as they themselves were not getting sufficient orders which had a cascading effect.

4. Disclosures:

The Disclosures prescribed under Part IV of section II of Schedule V are mentioned in the Board of Director's report under the heading "Corporate Governance", attached to the financial statement.

8. The Board recommends his re-appointment. No other Director, Key Managerial Personnel or their relatives other than Mr. Harshad Patel is interested in the Resolution.

Item No. 5

The Members of the Company at their Extra-Ordinary General Meeting held on 8th October 2007, had inter alia, passed an ordinary resolution pursuant to Section 293 (1) (d) and 293 (1) (a) of the Companies Act, 1956 (the Act), authorising the Board of Directors of the Company to borrow funds/money in excess of the aggregate of the paid-up capital of the Company and its free reserves (not including the temporary loans obtained from the bankers in the ordinary course of business), subject to the maximum limit of Rs.150 crores and to create mortgage/charge on the properties of the Company.

Further as per Section 180 (1) (c) and 180 (1) (a) of the Companies Act, 2013 it is stipulated that prior approval of the member is to be obtained by way of Special Resolution for exercising the specified powers of the Board relating to borrowing of funds and creation of mortgage/charge.

Therefore the said Special Resolution is proposed for the approval of members under item no. 5 of the Notice to give effect to the revised provisions under the Companies Act, 2013.



The Board of Directors recommends the Special Resolution set out in item no. 5 of the Notice for approval of the Members, as they feel the same to be in the interest of the Company.

No Director or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said resolution, except to the extent of their respective shareholding in the Company.

Item No. 6

The Board of Directors, on the recommendation of Audit Committee has approved the appointment and remuneration of Rs.1,00,000/- to the Cost Auditor M/s Pranab Chatterjee & Co. to conduct the audit of the cost records of the Company for financial year ending March 31, 2015.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with 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. 6 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2015.

The Board of Directors recommends an Ordinary Resolution set out in item no. 6 of the Notice for approval of the Members.

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

Dated: 29th May, 2014

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. 7

Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Vasant Goray, being Independent Director of the Company, being appointed for a term of 5 years, upto the conclusion of the 27th Annual General Meeting and during this term he shall not be liable to retire by rotation.

The Company has received declaration from him stating that he meets with 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 member proposing his candidature for appointment of aforesaid Independent Director. In the opinion of the Board they also fulfill the conditions specified in the said Act for appointment as Independent Director.

The Board of Directors recommends the Ordinary Resolution set out in item no. 7 of the Notice for approval of the Members.

No Director or Key Managerial Personnel of the Company or their relatives other than Mr. Vasant Goray is in any way concerned or interested in the said resolution.

By Order of the Board
For Rishi Laser Ltd.

Supriya Joshi
Company Secretary

RISHI LASER LIMITED**CIN: L99999MH1992PLC066412****Regd. Office: 612, Veena Killedar Industrial Estate, 10-14 Pais Street,
Byculla (W), Mumbai - 400 011****Tel No. 022-23075677/23074585, Fax No. 022-23080022,****Email: ricl.mumbai@rishilaser.com, Website: www.rishilaser.com****PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) : _____
Registered address : _____
E-Mail Id : _____
Folio No/Client Id : _____
DP Id : _____

I/We, being the member(s) ofshares of the above mentioned company, hereby appoint

1. Name: _____
Address: _____
E-Mail Id: _____
Signature:.....or failing him/her
2. Name: _____
Address: _____
E-Mail Id: _____
Signature:.....or failing him/her
3. Name: _____
Address: _____
E-Mail Id: _____
Signature:.....or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the Twenty Second Annual general meeting to be held on Tuesday, 30th September, 2014 at 11.30 a.m at Indian Merchants' Chamber, Killachand Conference Room, 2nd Floor, IMC Marg, Churchgate, Mumbai 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution For
	ORDINARY BUSINESS
1	Ordinary Resolution for adoption of Accounts
2	Ordinary Resolution for appointment of Director in place of Mr. Jayesh Sheth who retires by rotation and being eligible offers himself for reappointment
3	Ordinary Resolution for appointment of Auditors and to fix their remuneration
	SPECIAL BUSINESS
4	Special resolution for Re-appointment Mr. Harshad Patel as Managing Director
5	Special Resolution under Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 for borrowing money and creation of security on the properties of Company.
6	Ordinary Resolution for appointment and remuneration of the Cost Auditors
7	Ordinary Resolution for appoint Mr. Vasant Goray as an Independent Director



Signed thisday of2014

Signature of Shareholder.....

Signature of Proxy Holders(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

RISHI LASER LIMITED

CIN: L99999MH1992PLC066412

**Regd. Office: 612, Veena Killedar Industrial Estate, 10-14 Pais Street,
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Tel No. 022-23075677/23074585, Fax No. 022-23080022,

Email: rlcl.mumbai@rishilaser.com, Website: www.rishilaser.com

ATTENDANCE SLIP

Regd. Folio ----- .

22nd Annual General Meeting

To be handed over at the entrance of the meeting venue.

.....

Name of the attending member (in block letters)

.....

Name of Proxy (in block letter to be filled in by the proxy attending instead of the members.

No. of Shares held.

I hereby record my presence at the 22nd Annual General Meeting at Indian Merchants' Chamber, Killachand Conference Room, 2nd Floor, IMC Marg, Churchgate, Mumbai 400 020, on 30th September, 2014 at 11.30 a.m.

Member's / Proxy's Signature

Notes:

1. Interested joint shareholders may obtain attendance slip from the Registered Office of the Company.
2. Shareholders/joint shareholders proxies are requested to bring the attendance slip with them. Duplicate slip will not be issued at the entrance of the venue.