



RISHILASER 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 Seventh Annual General Meeting of the Members of Rishi Laser Limited will be held on Wednesday, 25<sup>th</sup> day of September, 2019 at 11.30 a.m. at Indian Merchant's Chamber, 2<sup>nd</sup> Floor, Killachand Conference Room, 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 31<sup>st</sup> March, 2019 and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Sheela Ayyar (DIN 06656579), who retires by rotation and being eligible offers herself for re-appointment.

**AS SPECIAL BUSINESS**

3. To approve the remuneration of the Cost Auditors for financial year ending 31<sup>st</sup> March, 2020 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 31<sup>st</sup> March 2020 be paid a remuneration of Rs. 1,25,000/- (Rupees One Lacs 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.”

4. To appoint Ms. Sheela Ayyar (DIN:06656579) as an Independent Director of the Company 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 149, 152 and such other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule IV to the said 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Ms. Sheela Ayyar (DIN: 06656579), Director of the Company, who qualifies for being appointed as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a term of five (5) years, to hold office from the conclusion of this 27<sup>th</sup> Annual General Meeting till the conclusion of 32<sup>nd</sup> Annual General Meeting.”

5. To appoint Mr. Vasant Goray (DIN: 00176609) as a Non-Executive 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 Section 149, 152 and such other applicable provisions, if any, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended

from time to time, Mr. Vasant Goray, (DIN: 00176609), whose present term as an Independent Director expires at the conclusion of this 27<sup>th</sup> Annual General Meeting, be and is hereby appointed as a Non-Executive Director on the Board, liable to retire by rotation, to hold office from the conclusion of this 27<sup>th</sup> Annual General Meeting.

6. To re-appoint Mr. Dinesh Chandra Mehta (DIN: 00509447) as an Independent Director of the Company for second term and in this regard, to consider and if thought fit, to pass with or without modifications the following Resolution as a **Special 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) and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Dinesh Chandra Mehta (DIN: 00509447), who was appointed as an Independent Director of the Company to hold office upto the conclusion of 27<sup>th</sup> Annual General Meeting and who is eligible for re-appointment be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation for a Second Term of Five (5) years and to hold office from the conclusion of this 27<sup>th</sup> Annual General Meeting till the conclusion of 32<sup>nd</sup> Annual General Meeting.”

Date: 12<sup>th</sup> August, 2019

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.**

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



**NOTES:**

1. 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.
2. 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. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable.
3. 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.
4. Attendance Slip, proxy form and route map of the venue of the AGM are annexed hereto.
5. Members/proxies should bring the attendance slips duly filled in for attending the meeting.
6. 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.
7. Copies of the Annual report will not be circulated at the meeting.
8. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act") in respect of the Special Business to be transacted at the Meeting is annexed hereto.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 19<sup>th</sup> September 2019 till 25<sup>th</sup> September 2019 (both days inclusive.)
10. As mandated by SEBI, the members are requested to update their PAN and Bank Mandate with Depository in case securities are held in dematerialized form and with Adroit Corporate Services Pvt. Ltd., the Registrar and Share Transfer Agents of the Company ("R & T Agents") in case the securities are held in physical mode. For further details members can contact the R & T Agents of the Company.

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.

Members can avail nomination facility in terms of extant legal provisions in this regard. On request, the necessary Form SH-13 can be obtained from the R & T Agents.
11. Relevant Documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays, Holidays, between 11.00 a.m. to 1.00 p.m. upto the date of AGM as well as at the AGM.
12. Particulars required for appointment/Re-appointment of Director pursuant to sub-regulation (3) of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard –SS- 2 are given at Annexure–A to this notice.
13. Pursuant to Section 124 (5) of the Companies Act, 2013 any dividend which is unpaid & unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of a company is required to be transferred to Investor Education and Protection Fund ("IEPF Authority") established under Section 125 (1) of the said Act.

Further pursuant to Section 124 (6) of the Companies Act, 2013 all the shares in respect of

which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Authority.

Members may please note that in the event of transfer of shares and unclaimed dividend to IEPF Authority Member can claim the same from the said authority by filing online application in Form IEPF 5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same alongwith all enclosures duly signed to the Company.

14. A route map showing direction to reach the venue of the 27<sup>th</sup> AGM is annexed as per the requirements of Secretarial Standard- 2 on General Meeting.
15. 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 Saturday, September 21, 2019 at 9.00 a.m. and ends on Tuesday, September 24, 2019 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 18, 2019, 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 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.
  5. 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 18, 2019.
  6. 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.
  7. Once the vote on resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
  8. 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.
  9. 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.
  10. 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 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.

- 11. 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](http://www.cdslindia.com) immediately after the result is declared and shall be simultaneously forwarded to Bombay Stock Exchange Limited.
- 12. The Procedure and Instructions for Remote 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, 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](http://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) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login.</li> <li>• 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).</li> </ul>

- (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](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).
- (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 21, 2019 at 9.00 a.m. and ends on September 24, 2019 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 18, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xxi) 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).



(xxii) 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).

(xxiii) In case a person has become a Member of the company after despatch of AGM Notice but on or before the cut off date for E-voting i.e. September 18 2019, he/she, may obtain User ID and Password in the manner and mentioned herein above.

Date: 12<sup>th</sup> August, 2019

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.**

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

## ANNEXURE

## EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT 2013

**Item No. 3**

The Board of Directors, on the recommendation of Audit Committee has approved the appointment and payment of 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 31<sup>st</sup> March, 2020.

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 ratification of the remuneration payable to the Cost Auditor for the financial year ending 31<sup>st</sup> March, 2020 by passing an Ordinary Resolution as set out at Item No. 3 of the Notice.

None of the Director or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said resolution.

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

**Item No. 4**

Ms. Sheela Ayyar who was appointed as a Non-Executive, Women Director with effect from 27<sup>th</sup> July 2015 is proposed to be appointed as Independent Director for a term of five consecutive years from the conclusion of ensuing 27<sup>th</sup> Annual General Meeting till the conclusion of 32<sup>nd</sup> Annual General Meeting. The Company has also received notice from member proposing Ms. Sheela Ayyar as a candidate for the office of Director of the Company.

The Brief Profile of Ms. Sheela Ayyar and other information required in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standards on General Meetings is as per the Annexure A to the Notice.

The Company has received a declaration from Ms. Sheela Ayyar that she fulfills the criteria of Independence as prescribed under the provisions of Section 149 (6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Nomination and Remuneration Committee and Board Ms. Sheela Ayyar fulfills the conditions specified in the said Act for appointment as an Independent Director and therefore propose to the members an Ordinary Resolution set out in item no.4 of the Notice.

Copy of draft letter of appointment of Ms. Sheela Ayyar setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Ms. Sheela Ayyar and her relatives may be deemed to be interested in this resolution. None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the said resolution.

**Item no. 5**

The present tenure of Mr. Vasant Goray as an Independent Director on the Board shall come to an end at the conclusion of ensuing Annual General Meeting. Mr. Vasant Goray has expressed his unwillingness to continue as an Independent Director due to medical condition and his unstable health which does not permit him to devote time and resources which an independent Director is expected to devote as a part of his position. Mr. Vasant Goray at the request of Nomination and Remuneration Committee has consented to continue as a Non-Executive Director subsequent to end of his present tenure as an Independent Director and accordingly the Committee has recommended to the Board to place before the members a resolution, for appointment of Mr. Vasant Goray as a Non-Executive Director liable to retire by rotation. The Company has also received notice from member proposing Mr. Vasant Goray as a candidate for the office of Director of the Company. The necessary





resolution in this regard forms part of the Notice of Annual General Meeting.

The Brief Profile of Mr. Vasant Goray and other information required in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standards on General Meetings is as per the Annexure A to the Notice.

Mr. Vasant Goray and his relatives may be deemed to be interested in this resolution. None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the said resolution.

The Board of Directors on the recommendation made by the Nomination and Remuneration Committee; recommends an Ordinary Resolution set out in item no.5 of the Notice for approval of the Member.

#### **Item No. 6**

The members of the Company at their meeting held on 29<sup>th</sup> September 2015 appointed Mr. Dinesh Chandra Mehta as an Independent Director of the Company In terms of Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, to hold office upto the conclusion of the 27<sup>th</sup> Annual General Meeting.

As per the provisions of Section 149 (10) of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term upto five years, on

passing of a special resolution by shareholders. The Company has also received notice from member proposing Mr. Dinesh Chandra Mehta as a candidate for the office of Director of the Company.

The Brief Profile of Mr. Dinesh Chandra Mehta and other information required in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standards on General Meetings is as per the Annexure A to the Notice.

The Company has received a confirmation from Mr. Dinesh Chandra Mehta that he is not disqualified pursuant to the provisions of Section 164 (2) of the Companies Act, 2013 and a declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Copy of draft letter of appointment of Mr. Dinesh Chandra Mehta setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. Dinesh Chandra Mehta and his relatives may be deemed to be interested in this resolution. None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the said resolution.

The Board of Directors on the recommendation made by the Nomination and Remuneration Committee; recommends the Special Resolution set out in item no. 6 of the Notice for approval of the Member.

Date: 12<sup>th</sup> August, 2019

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.**

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

## ANNEXURE – 'A'

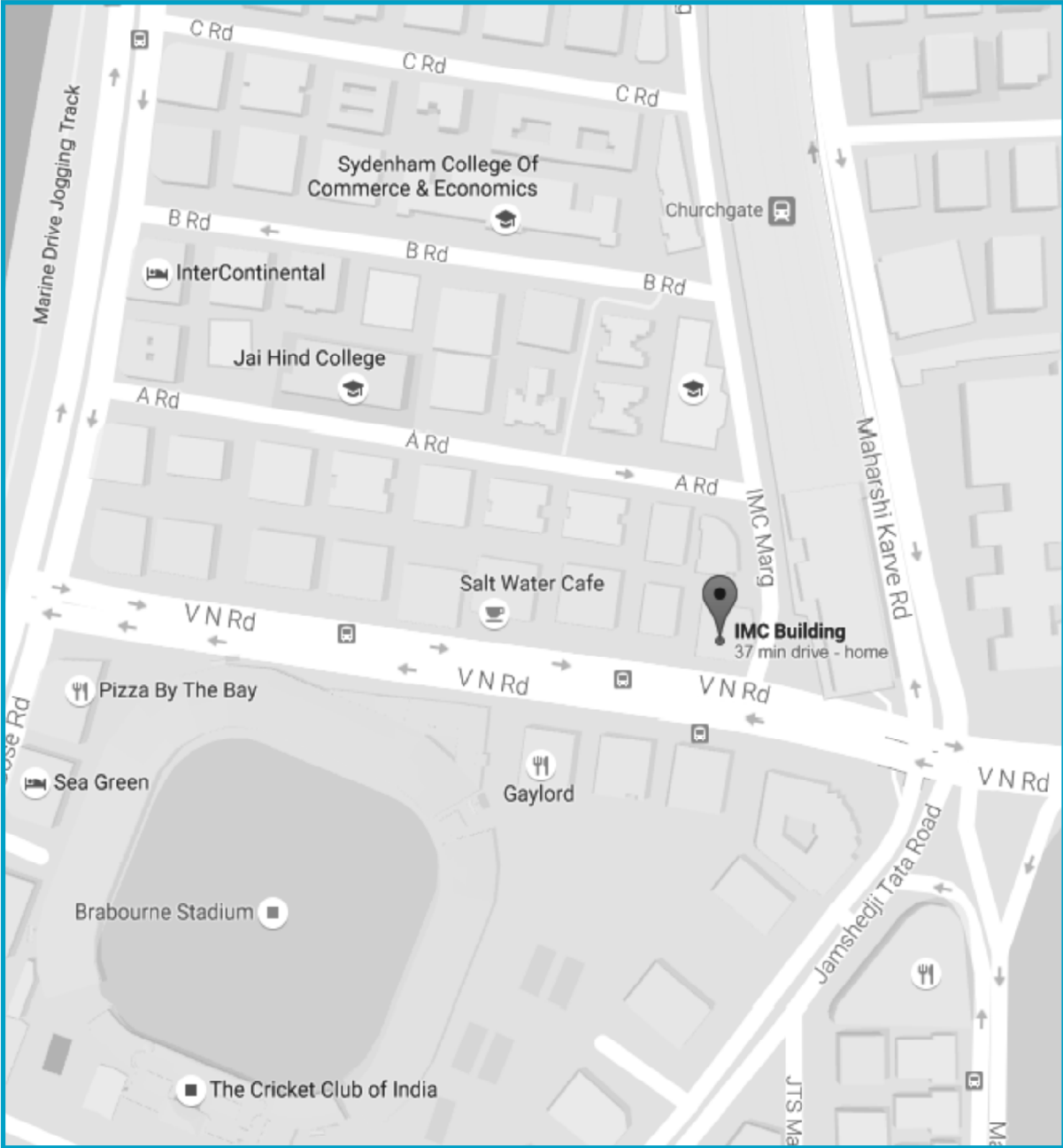
Details of directors seeking appointment or re-appointment and /or fixation of their Remuneration at the ensuing Annual General Meeting (Pursuant to SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard SS-2)

<b>Name of Director</b>	Ms. Sheela Ayyar DIN: 06656579	Mr. Vasant Goray DIN:00176609	Mr. Dinesh Chandra Mehta DIN:00509447
<b>Age</b>	48 years	69 years	61 years
<b>Date of First Appointment on the Board</b>	27.07.2015	10.05.2006	29.06.2006
<b>Expertise in Specific functional areas</b>	Associated with Tejas Engineering and Management, a Proprietary Concern engaged in the Consultancy Services.	Over 35 years' of experience in secretarial, finance and legal matters.	Over 35 years' of experience in accounts, audit and finance.
<b>Qualifications</b>	Commerce Graduate from Mumbai University	Post graduate in Commerce and a Member of Institute of Company Secretaries of India.	Commerce graduate with a degree in Law
<b>Terms and condition of appointment / re-appointment</b>	The details are as per Item No. 4 of the explanatory Statement to the Notice.	The details are as per Item No. 5 of the explanatory Statement to the Notice.	The details are as per Item No. 6 of the explanatory Statement to the Notice.
<b>Remuneration last drawn by such person, if applicable</b>	Only sitting fees paid	Only sitting fees paid	Only sitting fees paid
<b>List of Outside directorship held excluding alternate directorship</b>	Rishi Techtex Limited	Percentage Enpackers Pvt. Ltd. Metal Cutting and Fabricators Association of India	NIL
<b>Chairman / Member of the Committees of the Board of Directors of the Company</b>	Member of Nomination & Remuneration Committee	Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee	Member of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee
<b>Chairman / Member of the Committees of the Board of Directors of other companies in which he/she is a director</b>	Chairman of Audit Committee and Member of Nomination & Remuneration Committee	NIL	NIL



<b>No. of Equity shares held in the Company</b>	NIL	NIL	19500
<b>No. of Board Meetings attended during FY 2018-19</b>	5	5	5
<b>Relationship with other Directors, Manager and other Key Managerial Persons of the Company</b>	NIL	NIL	NIL

ROUTE MAP TO AGM VENUE



**RISHI LASER LIMITED****CIN: L99999MH1992PLC066412****Regd. Office: 612, Veena Killekar Industrial Estate, 10-14 Pais Street, Byculla (W), Mumbai - 400 011****Tel No. 022-23075677/23074585, Fax No. 022-23080022,****Email: [rlcl.mumbai@rishilaser.com](mailto:rlcl.mumbai@rishilaser.com) | Website: [www.rishilaser.com](http://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) : \_\_\_\_\_ E-Mail ID: \_\_\_\_\_

Registered address : \_\_\_\_\_

Folio No / Client ID / DP ID : \_\_\_\_\_

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

1. Name: \_\_\_\_\_ E-mail ID : \_\_\_\_\_

Address: \_\_\_\_\_

Signature:.....or failing him/her

2. Name: \_\_\_\_\_ E-mail ID : \_\_\_\_\_

Address: \_\_\_\_\_

Signature:.....or failing him/her

3. Name: \_\_\_\_\_ E-mail ID : \_\_\_\_\_

Address: \_\_\_\_\_

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 Seventh Annual general meeting to be held on Wednesday, 25<sup>th</sup> September, 2019 at 11.30 a.m, at Indian Merchants' Chamber, 2nd Floor, Killachand Conference Room, Churchgate, Mumbai - 400020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution For
	<b>ORDINARY BUSINESS</b>
1	Adoption of Standalone and Consolidated Accounts for the year ended 31 <sup>st</sup> March 2019.
2	To appoint a Director in place of Ms. Sheela Ayyar, who retires by rotation and being eligible offers herself for re-appointment.
	<b>SPECIAL BUSINESS</b>
	<b>ORDINARY RESOLUTIONS</b>
3	Approval of remuneration payable to the Cost Auditor.
4	Appointment of Ms. Sheela Ayyar as an Independent Director.
5	Appointment of Mr. Vasant Goray as Non-Executive Director, liable to retire by rotation.
	<b>SPECIAL RESOLUTIONS</b>
6.	Re-appointment of Mr. Dinesh Chandra Mehta as an Independent Director.

Signed this .....day of .....2019

Signature of Shareholder.....

Signature of Proxy Holders(s) .....

Affix Revenue Stamp
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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, Byculla (W), Mumbai - 400 011  
Tel No. 022-23075677/23074585, Fax No. 022-23080022,**

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

**ATTENDANCE SLIP**

Regd. Folio/Clie/Dp ID -----.

27<sup>th</sup> 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 27<sup>th</sup> Annual General Meeting at Indian Merchants' Chamber, 2nd Floor, Killachand Conference Room, IMC Marg, Churchgate, Mumbai 400 020, on Wednesday, 25<sup>th</sup> September, 2019 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.