



RISHIROOP
Rishiroop Ltd.

(Formerly Puneet Resins Ltd)
84, Atlanta, Nariman Point
Mumbai 400 021, India
Tel: +91-22-4095 2000
Fax: +91-22-2287 2796
CIN: L25200MH1984PLC034093
www.rishiroop.in

RL/MUM/AF/2017-18

August 17, 2017

Department of Corporate Services,
BSE Limited
14th Floor, P.J.Towers,
Dalal Street,
Mumbai 400 001.

Ref.: BSE Scrip Code No. 526492

Sub : Notice of Book Closure & E-Voting - Reg.42 & 44 of SEBI (LODR), Regulations, 2015

Dear Sir,

The Thirty Second (32nd) Annual General Meeting of the Company will be held on Monday, September 25, 2017 at 10.00 a.m at Hotel IBIS Nashik, Plot No. 9, Nashik Triambakeshwar Road, Village Satpur (Near MIDC Office), Nasik 422 007.

Pursuant to Reg. 42 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements), 2015, we write to inform that the Register of Members and Share Transfer Books of the Company will be closed from September 19, 2017 to September 25, 2017 (both days inclusive).

Further, in terms of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Rules 2014 and Reg. 44 of SEBI Regulations, the Company will provide its members the facility to exercise their vote for transacting the business at the ensuing Annual General Meeting (AGM) through e-voting facility. The Company would be availing e-voting services of Central Depository Services Limited (CDSL).

Pursuant to Rule 20 of the Companies (Management & Administration) Rules 2014, the Company has fixed September 18, 2017 as the cut-off date for e-voting. The remote e-voting facility shall commence on Thursday, 21st September 2017 at 9.00 AM and end on Sunday, 24th September, 2017 at 5.00 PM.

A copy of the Notice of the AGM is attached.

Kindly take the above on record, and disseminate the above information on your website.

Thanking you,

Yours Sincerely,

For **RISHIROOP LIMITED**

AGNELO A. FERNANDES
COMPANY SECRETARY



NOTICE

Notice is hereby given that the Thirty Second (32nd) Annual General Meeting of Rishiroop Ltd. will be held on Monday, 25th day of September, 2017 at 10.00 a.m at Hotel IBIS Nashik, Plot No. 9, Nashik Triambakeshwar Road, Village Satpur (Near MIDC Office), Nasik 422 007 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors' and Auditors' thereon;
2. To declare the payment of dividend on equity shares for the Financial Year 2016-17;
3. To appoint a Director in place of Mr. Atul Rameshchandra Shah (DIN : 00004528), who retires by rotation, and being eligible offers himself for re-appointment;
4. To appoint Statutory Auditors and in this connection, to pass, with or without modification, the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. Jayesh Dadia & Associates LLP, Chartered Accountants (Firm Reg. No. 121142W) be and is hereby appointed as the Statutory Auditors of the Company to hold the office for a period of five years from the conclusion of this 32nd Annual General Meeting till the conclusion of 37th Annual General Meeting of the Company, subject to ratification as to the said appointment at every Annual General Meeting, on such remuneration excluding taxes, out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors and the Auditor.”

“RESOLVED FURTHER THAT to give effect to above resolution, the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which it may deem necessary in this behalf.”

For and on behalf of the Board of Directors

Place: Mumbai
Date: 26.05.2017

Arvind Mahendra Kapoor
Chairman
DIN : 00002704

Registered Office:
W-75(A) & W-76(A)
MIDC Industrial Area
Satpur, Nasik - 422007

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10% of the total paid up share capital of the company.
2. Shareholders are requested to bring their copy of Annual Report to the meeting.
3. Members/proxies should fill the Attendance Slip for attending the meeting.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
6. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at Registered Office of the Company on all working days, except Saturdays between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
7. The Register of Members and Share Transfer Books of the Company will be closed from 19th September, 2017 to 25th September, 2017 (both days inclusive).
8. The dividend on equity shares, as recommended by the Board, if declared at the Annual General Meeting will be paid on or after 25th September, 2017 to those Members whose names stand registered on the Company's Register of Members:
 - i. As Beneficial Owners as at the end of the business hours on Monday, 18th September, 2017 as per the list to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of shares held in Dematerialized form.
 - ii. As Members in the Register of Members of the Company after giving effect to valid share transfers lodged with the Company, on or before Monday, 18th September, 2017.
9. The members are requested to:
 - a. Intimate to the Company's Registrars and Share Transfer Agents M/s Link Intime India Private Limited (for shares held in physical form) and to their Depository Participants (DP) (for shares held in dematerialized form) the changes, if any, in their registered address, Bank account number / details etc. at an early date;
 - b. Quote ledger folio numbers / DP Identity and Client Identity Numbers in all their correspondences;
 - c. Approach the Company for consolidation of folios, if shareholdings are under multiple folios;
 - d. Get the shares transferred in joint names, if they are held in single name, to avoid inconvenience;
 - e. Bring their copies of the Annual Report and the Attendance Slip duly filled in for attending the Annual General Meeting;
 - f. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company at the registered office address so as to reach at least seven days before the date of the Meeting, to enable the information required to be made available at the Meeting, to the best extent possible.
 - g. Furnish their Bank Account Number, the name of the Bank and the Branch where they would like to deposit the Dividend Warrants for encashment. These particulars will be printed on the cheque portion of Dividend Warrants, besides the name of the Shareholders so as to avoid fraudulent encashment of warrants. The above mentioned details should be furnished by the first / sole shareholder, directly to the Registrar & Share Transfer Agents, quoting the folio number.
10. Members are advised to submit their National Electronic Clearing System (NECS) mandates, to enable the Company to make remittance by means of NECS. Those holding shares in physical form may obtain and send the NECS mandate form to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company. Those holding shares in Electronic Form may obtain and send the NECS mandate form directly to their Depository Participant (DP). Those who have already furnished the NECS Mandate Form to the Company/Registrar & Share Transfer Agent/DP with complete details need not send it again.

11. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
12. Pursuant to the provisions of Sec 124 (5) of the Companies Act, 2013, the unpaid/unclaimed dividend for the Financial Year 2009-10 will be transferred to the Investor Education Protection Fund (IEPF) Account on due date.
13. As per Sec 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an Investor Education and Protection Fund (IEPF) demat account.
The Company has sent notices to all the members whose dividends are lying unpaid/unclaimed against their name for seven consecutive years advising the concerned shareholders to claim the dividend on or before 15th June, 2017, and also published the Notice in the newspapers. The list of such members has been uploaded on the website of the Company, and is available on the weblink - <http://www.rishiroop.in/investors/corporate-governance/corporate-disclosures/>
Members are requested to claim the unclaimed dividend forthwith. Members may please note that in compliance with the statutory requirements necessary steps will be initiated by the Company to transfer the shares held by the members to IEPF without further notice. Kindly note that no claim shall lie against the Company in respect of the shares so transferred to IEPF.
14. Consequent upon the introduction of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules 2014, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH 13 (which will be made available on request) to the Registrar and Transfer Agents, M/s. Link Intime India Private Ltd.
15. The Equity Shares of the Company are listed on BSE Limited. The listing fee has been paid up to date.
16. To support the 'Green Initiative', Members who have not registered their e-mail addresses so far are required to register their e-mail address for receiving all communications including Annual Report, notices etc. from the Company electronically.
17. Detailed instructions for remote E-voting and details of director seeking reappointment, both forming part of this Notice, are annexed.

EXPLANATORY NOTE TO ITEM NO. 4 IN THE NOTICE :

This explanatory note is provided though strictly not required as per Section 102 of the Companies Act, 2013.

At the 29th Annual General Meeting (AGM) of the Company held on 19th August, 2014, M/s. B.D. Jokhakar & Co., Chartered Accountants (Registration No.104345W) had been appointed as the Statutory Auditors of the Company for a period up to the conclusion of 32nd AGM.

As per the provisions of Sec 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 which provide for the rotation of auditors, M/s. B.D. Jokhakar & Co. cannot be considered for reappointment for the next block of 5 years i.e. from FY 2017-18 to FY 2021-22 (i.e. conclusion of 37th AGM). Therefore, it is necessary to appoint a new statutory auditor for FY 2017-18 to FY 2021-22 (upto conclusion of 37th AGM).

The Board endorses the recommendation of the Audit Committee to appoint M/s. Jayesh Dadia & Associates LLP, Chartered Accountants (Firm Reg. No. 121142W) as statutory auditors of the Company for the next block of five years till conclusion of the 37th AGM, and commends the Ordinary Resolution set out at Item No. 4 for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

For and on behalf of the Board of Directors

Arvind Mahendra Kapoor
Chairman
DIN : 00002704

Place: Mumbai
Date: 26.05.2017

Registered Office:
W-75(A) & W-76(A)
MIDC Industrial Area
Satpur, Nasik - 422007

DETAILS OF DIRECTOR SEEKING REAPPOINTMENT PURSUANT TO REGULATION 36(3) OF SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD ON GENERAL MEETINGS:

Name of Director	Mr. Atul Rameshchandra Shah
Brief Resume & Qualifications	Fellow member of the Institute of Chartered Accountants of India having 38 years of experience in the field of Corporate Laws, Taxation, Accounts and Finance
Date of Birth	26.10.1949
Date of First Appointment on the Board	08.09.2015
Expertise in specific functional area	Corporate Laws, Taxation, Accounts and Finance
Shareholding in the Company (equity shares)	100
Relationship with other Directors, and other Key Managerial Personnel of the Company	None
Number of Board Meetings attended during FY 2016-17	5
Names of other public limited companies in which directorships held	Nil
Membership/Chairmanship of Committees in other public limited companies in which he is director	Nil

REMOTE E-VOTING INSTRUCTIONS :

- (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements), 2015 the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
- (ii) The members who have cast their vote by e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (iii) The facility for voting through ballot or polling paper shall also be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM.
- (iv) The Company has engaged the services of Central Depository Services Limited (“CDSL”) as the Agency to provide e-voting facility.
- (v) The Board of Directors of the Company has appointed CS Shreyans Jain, Practicing Company Secretary, Mumbai, as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

Details instructions for the remote e-voting process is given below -

- (i) The voting period begins on Thursday, 21st September 2017 at 9.00 AM and ends on Sunday, 24th September, 2017 at 5.00 PM. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The shareholders should log on to the e-voting website www.evotingindia.com.

Click on Shareholders.

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.
- (ii) Next enter the Image Verification as displayed and Click on Login.

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.

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"> 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 digits of the sequence number in the PAN field. In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

After entering these details appropriately, click on "SUBMIT" tab.

- (iii) Members holding shares in physical form will then directly reach 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.
- (iv) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant 'RISHIROOP LIMITED' on which you choose to vote.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a 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.
- (xii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xiii) Note for Non - Individual Shareholders and Custodians
 Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

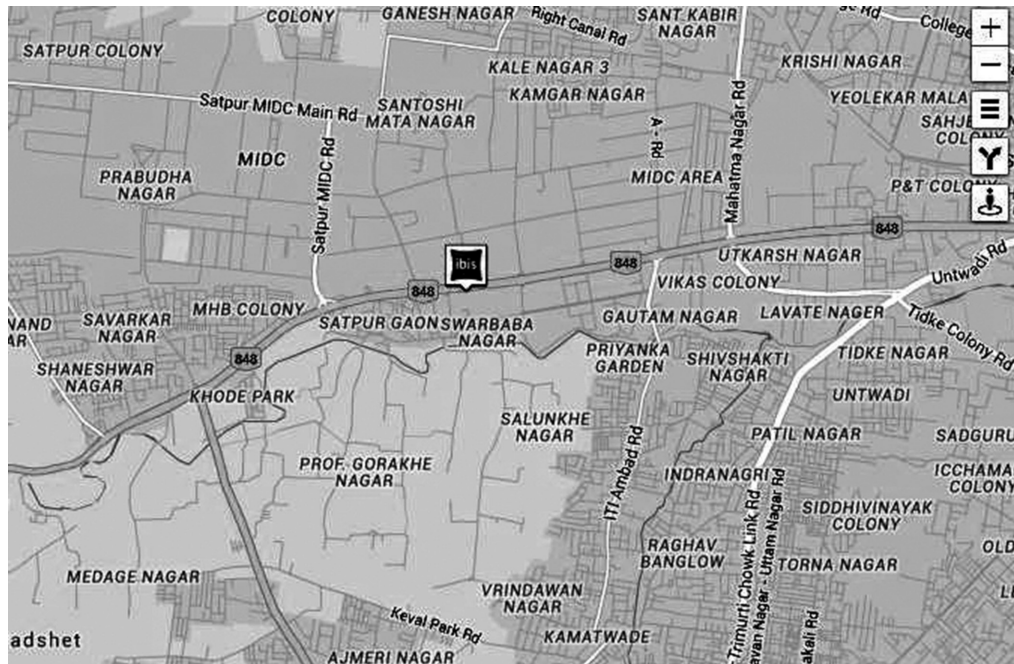
After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

LOCATION OF HOTEL IBIS, NASHIK





RISHIROOP LIMITED

CIN: L25200MH1984PLC034093

(formerly known as Puneet Resins Limited)

Regd. Office: W-75(A) & W-76(A), MIDC Industrial Area, Satpur, Nasik 422007

Email: investor@rishirop.in Website: www.rishirop.in
Tel.: +91-22-40952000, +91-0253-2350042 Fax : +91-22-22872796

[Form No. MGT-11] PROXY FORM

(Pursuant to Sec 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 a Member(s) of _____ equity shares of the above named Company hereby appoint :

1) Name _____ Address _____

Email ID _____ Signature _____ or failing him/her

2) Name _____ Address _____

Email ID _____ Signature _____ or failing him/her

3) Name _____ Address _____

Email ID _____ Signature _____ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company to be held on Monday, 25th September, 2017 at 10.00 a.m. at Hotel IBIS Nashik, Plot No. 9, Nashik Triambakeshwar Road, Village Satpur (Near MIDC Office), Nasik - 422007, and at any adjournment thereof in respect of such resolutions as are indicated here below :

	Resolution	*For	*Against
1.	Adoption of Directors' Report, Audited financial statements for the year ended 31 st March, 2017 and the Auditors' Report thereon		
2.	Declaration of dividend on equity shares		
3	Reappointment of Mr. Atul R. Shah who retires by rotation		
4	Appointment of M/s. Jayesh Dadia & Associates LLP as Statutory Auditors		

Signed this _____ day of _____ 2017.

Signature of Shareholder _____

Signature of Proxy holder(s) _____



Notes :

- *Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- A Proxy need not be a Member of the Company. Pursuant to the provisions of Sec 105 of the Companies Act, 2013, a person can act a Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
- This form of Proxy, to be effective, should be deposited at the Registered Office of the Company not later than FORTY-EIGHT HOURS before the commencement of the Annual General Meeting.