

CONSOLIDATED SCRUTINIZER'S REPORT

(Voting through Remote e-voting, and voting at the Annual General Meeting venue through ballot paper / polling paper)

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman of the 115th Annual General Meeting (AGM) of the Members of Rasoi Limited (CIN: U25190WB1905PLC001594), held on Friday, the 20th day of September, 2019 at 11.45 A.M at Rabindra Tirtha, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata - 700 156.

Dear Sir,

1. I, Mohan Ram Goenka, Company Secretary in Practice (FCS No. 4515, CP No. 2551), Partner of M R & Associates, was duly appointed as a Scrutinizer by the Board of Directors of Rasoi Limited (the Company) for the purpose of Scrutinizing the process of voting through Remote e-voting and voting at the Annual General Meeting venue through ballot paper / polling paper under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
2. The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through Remote e-voting and voting at the Annual General Meeting venue through ballot paper / polling paper for the resolutions proposed in the Notice of 115th Annual General Meeting of the Members of the Company dated July 20, 2019. My responsibility as a Scrutinizer for the process of voting through Remote e-voting and voting at the venue of Annual General Meeting through ballot paper / polling paper is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice of the 115th AGM of the Company, based on the report provided by National Securities Depository Limited (NSDL), the agency engaged by the Company to provide e-voting facility for voting through electronic means.



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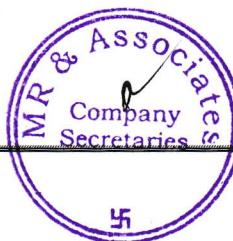
Phone No : 2237 9517

3. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the remote e-voting facility was kept open from Tuesday, September 17, 2019 (9:00 a.m.) till Thursday, September 19, 2019 (5.00 p.m.) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform provided by National Securities Depository Limited (NSDL).
4. The Members holding equity shares as on the "cut-off date" i.e. September 13, 2019 were entitled to vote on the resolutions proposed in the Notice calling the 115th Annual General Meeting.
5. At the end of the remote e-voting period on Thursday, September 19, 2019 (5:00 p.m.), the voting portal of the service provider was blocked forthwith.
6. After transacting the business at the meeting, the Chairman ordered for voting at the AGM venue through ballot paper / polling paper for those Members who could not cast their vote through remote e-voting with the assistance of the Scrutinizer.
7. Immediately after the conclusion of voting at the venue of the AGM on September 20, 2019, the votes cast at the venue were counted, thereafter the votes cast through remote e-voting were unblocked in the presence of Ms. Sneha Khaitan and Ms. Tanvee who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
8. Thereafter, the details containing inter alia, list of the Members, who voted "for" or "against" on each of the resolution that were put to vote, were derived from the report generated from the e-voting website of National Securities Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com/> and based on such reports,

3 Members have cast their votes through remote e-voting;

23 Members have cast their votes through ballot paper / polling paper at the AGM venue.

The brief analysis of the results of the voting through Remote e-voting and voting at the Annual General Meeting venue through ballot paper / polling paper are as under:



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Item No. 1 - Ordinary Resolution :

Adoption of the Standalone Audited Financial Statements and Consolidated Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	2	17	23	87179	25	87196	100.00
Dissent	0	0	0	0	0	0	0.00
Total	2	17	23	87179	25	87196	100.00
Abstain / Invalid	-	-	-	-	-	-	-

Item No. 2 - Ordinary Resolution :

Appointment of a Director in place of Mr. Raghu Nandan Mody (DIN 00053329), who retires by rotation and being eligible, offers himself for reappointment as a Director.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	2	2	22	86903	24	86905	99.98
Dissent	1	16	0	0	1	16	0.02
Total	3	18	22	86903	25	86921	100.00
Abstain / Invalid	-	-	-	-	-	-	-

Item No. 3 - Special Resolution :

To advance loan, including any loan represented by a book debt; or give any guarantee or provide any security(ies) in connection with any loan taken; to Prabhukripa Overseas Limited (POL) u/s 185 of the Companies Act, 2013.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	3	18	22	86903	25	86921	100.00
Dissent	0	0	0	0	0	0	0.00
Total	3	18	22	86903	25	86921	100.00
Abstain / Invalid	-	-	-	-	-	-	-

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MR & Associates

Company Secretaries

Item No. 4 - Ordinary Resolution :

Appointment of Mrs. Shashi Mody (DIN: 00053887) as a Director of the Company liable to retire by rotation.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	3	18	22	86903	25	86921	100.00
Dissent	0	0	0	0	0	0	0.00
Total	3	18	22	86903	25	86921	100.00
Abstain / Invalid	-	-	-	-	-	-	-

9. Based on the foregoing, the resolution no.(s) 1, 3 and 4 shall be deemed to have been passed unanimously and resolution no. (s) 2 shall be deemed to have been passed with requisite majority.

All the relevant records relating to the voting are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the said AGM.

Thanking You,

For MR & Associates
Company Secretaries

M R Goenka
Partner
FCS No. 4515
CP No: 2551



Date : September 20, 2019
Place : Kolkata

Countersigned by

For Rasoi Limited

Naveen Patangi

Chairman / Authorized Signatory



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