

CONSOLIDATED SCRUTINIZER'S REPORT

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

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

To,

The Chairman of the 113th Annual General Meeting (AGM) of the Members of Rasoi Limited (CIN: L25190WB1905PLC001594), held on Monday, the 25th day of September 2017 at 11.30 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 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, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
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 for the resolutions proposed in the Notice of 113th Annual General Meeting of the Members of the Company dated 29/05/2017 (including Addendum to Notice dated 21/08/2017). 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 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 113th AGM of the Company (to be read together with Addendum to Notice dated 21/08/2017), 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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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, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remote e-voting facility was kept open from Friday, September 22, 2017 (09:00 a.m.) till Sunday, September 24, 2017 (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 18, 2017 were entitled to vote on the resolutions proposed in the Notice calling the 113th Annual General Meeting (including Addendum to Notice dated 21/08/2017).
5. At the end of the remote e-voting period on Sunday, September 24, 2017 (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 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 25, 2017 the votes cast at the venue were counted, thereafter the votes cast through remote e-voting were unblocked in the presence of Ms. Smita Mondal and Ms. Sneha Khaitan who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended. They have signed below in confirmation of the votes being unblocked in their presence.

Smita Mondal

Ms. Smita Mondal

Sneha Khaitan

Ms. Sneha Khaitan

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,

2 Members have cast their votes through remote e-voting;
21 Members have cast their votes through ballot paper.

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

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Item No. 1 - Ordinary Resolution :

Adoption of

- a) The Standalone Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon; and
- b) The Consolidated Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 and the reports of the Auditors thereon.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	2	5	21	72433	23	72438	100.00
Dissent	0	0	0	0	0	0	0.00
Total	2	5	21	72433	23	72438	100.00
Abstain / Invalid	0	0	0	0	--	--	--

Item No. 2 - Ordinary Resolution :

Declaration of Dividend on Equity Shares for the Financial Year ended on 31st March, 2017.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	2	5	21	72433	23	72438	100.00
Dissent	0	0	0	0	0	0	0.00
Total	2	5	21	72433	23	72438	100.00
Abstain / Invalid	0	0	0	0	--	--	--

Item No. 3 - 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	5	20	72157	22	72162	100.00
Dissent	0	0	0	0	0	0	0.00
Total	2	5	20	72157	22	72162	100.00
Abstain / Invalid	0	0	0	0	--	--	--

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Item No. 4 - Ordinary Resolution :

Appointment of M/s. B Chawchharia & Company, Chartered Accountants (FRN: 305123E) as Statutory Auditors of the Company, in place of M/s. Lodha & Co., Chartered Accountants, the retiring Auditors, for a term of five consecutive years.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	2	5	21	72433	23	72438	100.00
Dissent	0	0	0	0	0	0	0.00
Total	2	5	21	72433	23	72438	100.00
Abstain / Invalid	0	0	0	0	--	--	--

Item No. 5 - Ordinary Resolution :

Appointment of Mrs. Sakshi Mody (DIN: 06518139) as 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	2	5	20	72157	22	72162	100.00
Dissent	0	0	0	0	0	0	0.00
Total	2	5	20	72157	22	72162	100.00
Abstain / Invalid	0	0	0	0	--	--	--

Item No. 6 - Ordinary Resolution :

Appointment of Mr. Arindam Sarkar (DIN: 06938957) as an Independent Director of the Company to hold office upto 20th August, 2022, who shall not be 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	2	5	21	72433	23	72438	100.00
Dissent	0	0	0	0	0	0	0.00
Total	2	5	21	72433	23	72438	100.00
Abstain / Invalid	0	0	0	0	--	--	--

9. Based on the foregoing, the resolution no.(s) 1 to 6 shall be deemed to have been passed unanimously.

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MR & Associates

Company Secretaries

All the relevant records relating to the voting is 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,

MR AND ASSOCIATES
Shri

Mohan Ram Goenka
Practising Company Secretary **Partner**
C.P. No: 2551

Date : 25 SEP 2017
Place : KOLKATA



Countersigned by:
For Rasol Limited

[Signature]
Chairman

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