

**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 114th Annual General Meeting (AGM) of the Members of Rasoi Limited (CIN: L25190WB1905PLC001594), held on Friday, the 3<sup>rd</sup> day of August, 2018 at 11.00 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, 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 / polling paper for the resolutions proposed in the Notice of 114<sup>th</sup> Annual General Meeting of the Members of the Company dated May 22, 2018. 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 114<sup>th</sup> 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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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 Tuesday, July 31, 2018 (9:00 a.m.) till Thursday, August 2, 2018 (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. July 27, 2018 were entitled to vote on the resolutions proposed in the Notice calling the 114th Annual General Meeting.
5. At the end of the remote e-voting period on Thursday, August 2, 2018 (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 August 3, 2018, 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,  
  
4 Members have cast their votes through remote e-voting;  
  
19 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, 2018 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	4	12	19	72396	23	72408	100.000
Dissent	0	0	0	0	0	0	0.000
Total	4	12	19	72396	23	72408	100.000
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, 2018.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	4	12	19	72396	23	72408	100.000
Dissent	0	0	0	0	0	0	0.000
Total	4	12	19	72396	23	72408	100.000
Abstain / Invalid	0	0	0	0	-	-	-

**Item No. 3 - Ordinary Resolution :**

Appointment of a Director in place of Mr. Kapil Kaul (DIN 00053937), 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	3	9	19	72396	22	72405	99.996
Dissent	1	3	0	0	1	3	0.004
Total	4	12	19	72396	23	72408	100.000
Abstain / Invalid	0	0	0	0	-	-	-

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**Item No. 4 - Special Resolution :**

Re-appointment of Mr. R S Vaidyanathan (DIN: 00063959) as Independent Director of the Company, to hold office for a second term for five consecutive years with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	4	12	19	72396	23	72408	100.000
Dissent	0	0	0	0	0	0	0.000
Total	4	12	19	72396	23	72408	100.000
Abstain / Invalid	0	0	0	0	-	-	-

**Item No. 5 - Special Resolution :**

Re-appointment of Mr. H M Parekh (DIN: 00026530) as Independent Director of the Company, to hold office for a second term for five consecutive years with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	4	12	18	72380	22	72392	99.978
Dissent	0	0	1	16	1	16	0.022
Total	4	12	19	72396	23	72408	100.000
Abstain / Invalid	0	0	0	0	-	-	-

**Item No. 6 - Special Resolution :**

Re-appointment of Mr. Vijai Singh (DIN: 00627741) as Independent Director of the Company, to hold office for a second term for five consecutive years with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	4	12	19	72396	23	72408	100.000
Dissent	0	0	0	0	0	0	0.000
Total	4	12	19	72396	23	72408	100.000
Abstain / Invalid	0	0	0	0	-	-	-

9. Based on the foregoing, the resolution no.(s) 1, 2, 4 & 6 shall be deemed to have been passed unanimously and resolution no. (s) 3 & 5 shall be deemed to have been passed with requisite majority.

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*MR & Associates*

Company Secretaries

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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 : August 3, 2018

Place : Kolkata

Countersigned by

For Rasoi Limited

*Nansu Patangi*

Chairman / Authorized Signatory

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