

CONSOLIDATED SCRUTINIZER'S REPORT

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

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

To,

The Chairman of the 112th Annual General Meeting (AGM) of the Members of **Rasoi Limited** (CIN: L25190WB1905PLC001594), held on Tuesday, 27th day of September, 2016 at the 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), 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 ballot paper voting at the Annual General Meeting venue 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 substituted by the Companies (Management and Administration) Amendment Rules, 2015 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 of the requirements of the Companies Act, 2013 and Rules relating to voting through Remote e-voting and voting through ballot paper at the Annual General Meeting venue for the resolutions proposed in the Notice of 112th Annual General Meeting of the Members of the Company dated 27th July, 2016. My responsibility as a Scrutinizer for the process of voting through Remote e-voting and voting through ballot paper at the Annual General Meeting venue is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice of the 112th 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.
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 substituted by the Companies (Management and Administration) Amendment Rules, 2015 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 for three days from Saturday, September 24, 2016 (9.00 a.m.) till Monday September 26, 2016 (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 20, 2016 were entitled to vote on the resolutions proposed in the Notice calling the 112th Annual General Meeting.
5. At the end of the remote e-voting period on Monday, September 26, 2016 (5.00 p.m.), the voting portal of the service provider was blocked forthwith.

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6. After transacting the business at the meeting, the Chairman requested for voting through ballot papers at the AGM venue 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 ballot paper voting at the venue of the AGM on the 27th day of September, 2016, 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 substituted by the Companies (Management and Administration) Amendment Rules, 2015. 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](https://www.evoting.nsdl.com) and based on such reports;
- (i) 9 members have casted their votes through remote e-voting; and
- (ii) 31 members have casted their votes through ballot paper.

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

Item No. 1 - Ordinary Resolution :

Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the year ended March 31, 2016, and the report 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	7	18472	31	1447752	38	1466224	99.97
Dissent	2	390	0	0	2	390	0.03
Total	9	18862	31	1447752	40	1466614	100.00
Abstain / Invalid	0	0	0	0	--	--	--

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Item No. 2 - Ordinary Resolution :

Declaration of Dividend for the financial year ended March 31, 2016 on the Equity Shares of the Company.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	7	18472	31	1447752	38	1466224	99.97
Dissent	2	390	0	0	2	390	0.03
Total	9	18862	31	1447752	40	1466614	100.00
Abstain / Invalid	0	0	0	0	--	--	--

Item No. 3 - Ordinary Resolution :

Re-appointment of Mr. Kapil kaul (DIN 00053937) as Director of the Company.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	7	18472	31	1447752	38	1466224	99.97
Dissent	2	390	0	0	2	390	0.03
Total	9	18862	31	1447752	40	1466614	100.00
Abstain / Invalid	0	0	0	0	--	--	--

Item No. 4 - Ordinary Resolution :

Ratification of appointment of M/s. Lodha & Co., Chartered Accountants, Kolkata, the statutory Auditors of the Company and to fix their remuneration.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	7	18472	31	1447752	38	1466224	99.97
Dissent	2	390	0	0	2	390	0.03
Total	9	18862	31	1447752	40	1466614	100.00
Abstain / Invalid	0	0	0	0	--	--	--

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

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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 Meeting.

Thanking You,

Mohan Ram Goenka
Practicing Company Secretary
C.P. No: 2551




Place : Kolkata
Date : 28.09.2016

Countersigned by:

For RASOI LIMITED




Raghu Nandan Mody
(Chairman)

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