

Scrutinizer's Report

Combined Report on e-voting and postal ballot

To,

The Chairman / Board of Directors
Rasoi Limited
Rasoi Court
20, Sir R. N. Mukherjee Road,
Kolkata – 700001


Dear Sir,

1. I Mohan Ram Goenka, a Company Secretary in Practice, have been appointed as a Scrutinizer by

(i) The Board of Directors of Rasoi Limited. (the Company) as a Scrutiniser for the purpose of Scrutinising the e-voting process and postal ballot process under the provision of Section 108 and 110 of the Companies Act, 2013 (the 2013 Act) respectively read with Rule 20 / 22 of the Companies (Management and Administration)Rules, 2014 (Rules) and Clause 35B of the Listing Agreement on the proposed Resolutions to be passed through postal ballot.
2. The Management of the Company is responsible to ensure the Compliance of the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means and postal ballot on the proposed resolution contained in the notice of postal ballot. My responsibility as a Scrutinizer for the postal ballot process including the e-voting process is restricted to making a Scrutinizer's Report for the "Votes cast in favour" or "against" on the resolution stated above, based on the reports generated from the e-voting system provided by NSDL, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and postal ballot as received from the shareholders on the close of business hours (6:00 P.M.) on 31st July' 2014..
3. I have issued separate Scrutinizer's Report dated 4th August, 2014 on the e-voting and postal ballot on the proposed resolutions contained in the notice to the postal ballot. As

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requested by the Management we submit herewith our Combined Report on the results of e-voting together with that of postal ballot as under:

Item No. of Notice	Particulars and Type of Resolution	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
		Nos.	% of total number of valid votes cast (Favour)	Nos.	% of total number of valid votes cast (Against)	
Item No. 1	Resolution for authority to sell/lease or otherwise dispose of whole or substantially whole of undertaking of the Company or create charge on assets of the Company upto a limit of Rs. 150 crores as per the provisions of Section 180(1)(a) of the Companies Act, 2013	1565428	99.9921 (approx.)	123	0.0079 (approx.)	75
Item No. 2	Resolution to adopt new set of Articles of Association of the Company to realign it with the provisions of the Companies Act, 2013.	1565546	99.9997 (approx.)	4	0.0003 (approx.)	76
Item No. 3	Resolution to make investments, give loans or guarantee or provide any securities or make acquisitions exceeding sixty percent of its paid up share Capital, free reserves and securities premium account or one hundred percent of its free	1565426	99.9921 (approx.)	124	0.0079 (approx.)	76



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MR. & Associates

Company Secretaries

reserves and securities premium account subject to the maximum of Rs. 150 Crores under Section 186 of the Companies Act, 2013					
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Thanking You,

Yours Faithfully,



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



Place: Kolkata

4th August, 2014

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