

**SCRUTINIZER'S REPORT**

**[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Companies  
(Management and Administration) Rules, 2014]**

To,  
The Chairman  
Rasoi Limited  
'Rasoi Court',  
20, Sir R N Mukherjee Road,  
Kolkata – 700 001

Dear Sir,

1. I, Mohan Ram Goenka, a Company Secretary in Practice (FCS No. 4515, CP No. 2551), Partner of MR & Associates, was duly appointed as a Scrutinizer by the Board of Directors of Rasoi Limited (the Company) for the purpose of Scrutinizing the Postal Ballot process under the provisions of Section 108 & 110 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 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 Postal Ballot on the resolutions proposed in the Notice of the Postal Ballot. My responsibility as a Scrutinizer 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 Postal Ballot.
3. The Members holding equity shares as on the "cut-off date" i.e. November 30, 2018 were entitled to vote on the resolutions proposed in the Notice of Postal Ballot.
4. The dispatch of Postal Ballot Notice dated November 29, 2018 to the Shareholders of the Company by the prescribed modes was completed on December 5, 2018 and pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 an advertisement was published on December 6, 2018. The voting period commenced on December 6, 2018 (9.00 a.m. IST) and ended on January 4, 2019 (5.00 p.m. IST) for voting through physical postal ballot forms as well as e-voting. The e-voting facility was provided by National Securities Depository Limited (NSDL). At the end of the e-voting period on January 4, 2019 (5.00 p.m. IST), the voting portal of NSDL was blocked forthwith. The votes were unblocked at 5:07 p.m. on January 4, 2019 in the presence of 2 (two) witnesses, neither of whom are in the employment of the Company, and e-voting summary statement was downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com/>).

---

Our Office :  
46, B. B. Ganguly Street, 4th Floor  
R. No.: 6, Kolkata 700012,  
E Mail: [goenkamohan@hotmail.com](mailto:goenkamohan@hotmail.com)  
[goenkamohan@gmail.com](mailto:goenkamohan@gmail.com)



Mobile No.9831074332  
Phone No.2237 9517

5. The ballot papers received were scrutinized. The ballot papers received were reconciled with the records maintained by the Company / Registrar and Share Transfer Agent and the authorizations / power of attorney etc. lodged thereof.
6. My report on the results of the voting is based on the data downloaded from National Securities Depository Limited and the votes cast through physical ballot forms received respectively in respect of the resolutions contained in the Notice of the Postal Ballot.
7. I submit herewith my report on the results of e-voting and voting through physical postal ballot form as under:

**Item No. 1****Special Resolution:****VOLUNTARY DELISTING OF EQUITY SHARES OF THE COMPANY FROM BSE LIMITED**

Particulars	No. of votes contained in						Percentage (%)
	E-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	17	2671	20	71774	37	74445	99.89
Dissent	11	58	4	25	15	83	0.11
Total	28	2729	24	71799	52	74528	100.00
Abstain / Invalid	0	0	1	1	--	--	--

The above resolution was passed as a Special Resolution with requisite majority as per Section 114 of the Companies Act, 2013.

As per Regulation 8(1)(b) of the SEBI (Delisting of Equity Shares) Regulations, 2009, the voting by public shareholders (excluding promoter and promoter group entities) is as given below:

Particulars	No. of votes contained in						Percentage (%)
	E-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	15	2043	9	27	24	2070	96.14
Dissent	11	58	4	25	15	83	3.86
Total	26	2101	13	52	39	2153	100.00
Abstain / Invalid	0	0	1	1	--	--	--

**Our Office :**

46, B. B. Ganguly Street, 4th Floor

R. No.: 6, Kolkata 700012,

E Mail: goenkamohan@hotmail.com

goenkamohan@gmail.com

Mobile No.9831074332

Phone No .2237 9517



## *MR & Associates*

Company Secretaries

As the votes cast by public shareholders in favour of the above resolution amount to more than two times the number of votes cast by public shareholders against the above resolution the aforesaid Special Resolution was passed in terms of Regulation 8(1)(b) of the SEBI (Delisting of Equity Shares) Regulations, 2009.

### Item No. 2

#### Special Resolution:

**APPROVAL FOR APPOINTMENT OF MR. RAGHU NANDAN MODY AS A NON-EXECUTIVE DIRECTOR AND CHAIRMAN OF THE COMPANY AFTER 31ST MARCH, 2019**

Particulars	No. of votes contained in						Percentage (%)
	E-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	22	2419	22	71784	44	74203	99.93
Dissent	5	34	2	15	7	49	0.07
Total	27	2453	24	71799	51	74252	100.00
Abstain / Invalid	0	0	1	1	--	--	--

### Item No. 3

#### Ordinary Resolution:

**APPOINTMENT OF MR. NARESH PATANGI AS AN EXECUTIVE DIRECTOR OF THE COMPANY:**

Particulars	No. of votes contained in						Percentage (%)
	E-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	23	2709	22	71784	45	74493	99.95
Dissent	5	20	2	15	7	35	0.05
Total	28	2729	24	71799	52	74528	100.00
Abstain / Invalid	0	0	1	1	--	--	--

Our Office :

46, B. B. Ganguly Street, 4th Floor

R. No.: 6, Kolkata 700012,

E Mail: goenkamohan@hotmail.com

goenkamohan@gmail.com



*MR & Associates*

Company Secretaries

---

8. Based on the foregoing, I hereby certify that the aforesaid Special Resolutions and the Ordinary Resolution as contained in the Postal Ballot Notice dated November 29, 2018 have been passed with requisite majority.
9. Register of Postal Ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the postal ballot (physical) will remain in our custody until the Chairman considers, approves and signs the minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairman or Company Secretary for preserving safely.

Thanking You,  
For MR & Associates

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



January 5, 2019, Kolkata



Countersigned by  
For Rasoi Limited

*Naresh Patangi*

Naresh Patangi  
Executive Director, Company Secretary & Compliance Officer  
DIN: 05244530 & Membership No. FCS-8112

---

Our Office :  
46, B. B. Ganguly Street, 4th Floor  
R. No.: 6, Kolkata 700012,  
E Mail: goenkamohan@hotmail.com  
goenkamohan@gmail.com

Mobile No.9831074332  
Phone No .2237 9517