

# RASOI LIMITED

REGISTERED OFFICE :  
RASOI COURT  
20, SIR R. N. MUKHERJEE ROAD  
KOLKATA-700 001

PHONE : 2248-0114/5  
GRAM : R A S O I  
FAX : 91 33 22481200

March 4, 2015

To,  
Manager (CRD)  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
25th Floor, Dalal Street  
Mumbai - 400001

Dear Sir,

**Scrip Code: 507649**

**Sub. : Outcome of Postal Ballot process**

With reference to above, we wish to inform you that the members of the Company have passed the following resolutions with requisite majority through Postal Ballot process, result of which is declared today i.e. Wednesday, 4<sup>th</sup> March, 2015.

1. Special Resolution under section 13 of the Companies Act, 2013 for alteration of Objects Clause of the Memorandum of Association of the Company by inserting the new sub-clauses xxvii and xxviii.
2. Special Resolution under section 181 of the Companies Act, 2013 to increase in the limit of donation to any charitable or other funds.

The Scrutinizer's report is enclosed for your reference and record.

Kindly take the above on your record and acknowledge the receipt of the same.

Thanking you,  
Yours faithfully,

For RASOI LIMITED

*Naresh Patangi*

Naresh Patangi  
Company Secretary  
M. No. A22253



Encl: As above

## Scrutinizer's Report

### Combined Report on e-voting and postal ballot

To,

The Chairman / Board of Directors of **Rasoil Limited**, a Company incorporated under the Companies Act 1956 and having its registered office at **Rasoil Court., 20, Sir R. N. Mukherjee Road, Kolkata - 700 001.**

Dear Sir,

1. I Mohan Ram Goenka, a Company Secretary in Practice, have been appointed as a Scrutinizer by the Board of Directors of **Rasoil Limited**. (the Company) in its meeting held on **January 20, 2015** as a Scrutinizer for the purpose of Scrutinizing 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 and 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 duly completed Postal Ballot Form(s) as received upto the close of business hours on **Saturday, the 28<sup>th</sup> day of February 2015**, being the last date fixed for receipt of postal ballot forms were considered for scrutiny.
3. I have issued separate Scrutinizer's Report dated **03.03.2015** on the e-voting and postal ballot on the proposed resolutions contained in the notice to the postal ballot. As requested by the Management we submit herewith our Combined Report on the results of e-voting together with that of postal ballot as under:

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Mobile No.9831074332  
Phone No : 2237 9517

Item No. 1

Resolution No.	1
Purpose of Resolution	To alter the Objects Clause of the Memorandum of Association of the Company by inserting the new sub-clauses xxvii and xxviii pursuant to Section 13 of the Companies Act, 2013.
Type of Resolution	Special Resolution
Result	E-voting + Postal Ballot

Particulars	No. of Shares (through E-voting)	No. of Shares (through Postal Ballot)	Total No. of Shares	% of Total Net Valid votes (in percentage)
Total No. of votes received	1448429	3460	1451889	Not applicable
Less: No. of Invalid Votes	0	31	31	
Net Valid Votes	1448429	3429	1451858	
Votes with assent for the resolution	1447797	2813	1450610	99.9140 (approx.)
Votes with dissent for the resolution	632	616	1248	0.086 (approx.)



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Item No. 2

Resolution No.	2
Purpose of Resolution	To increase in the limit of donation to any charitable or other funds pursuant to Section 181 of the Companies Act, 2013
Type of Resolution	Ordinary Resolution
Result	E-voting + Postal Ballot

Particulars	No. of Shares (through E-voting)	No. of Shares (through Postal Ballot)	Total No. of Shares	% of Total Net Valid votes (in percentage)
Total No. of votes received	1448429	3460	1451889	Not applicable
Less: No. of Invalid Votes	0	31	31	
Net Valid Votes	1448429	3429	1451858	
Votes with assent for the resolution	1447666	2819	1450485	99.9054 (approx.)
Votes with dissent for the resolution	763	610	1373	0.0946 (approx.)

Thanking You,

Yours Faithfully,



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

Place: Kolkata

Date: 03.03.2015

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### Scrutinizer's Report (e-voting)

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

To,

The Chairman / Board of Directors of **Rasoi Limited**, a Company incorporated under the Companies Act 1956 and having its registered office at **Rasoi Court., 20, Sir R. N. Mukherjee Road, Kolkata - 700 001.**

Sub: Scrutinizer Report on the e-voting conducted by the Company pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration)Rules, 2014 to pass the item on the Agenda as contained in the notice dated 20.01.2015

Dear Sir,

1. I, Mohan Ram Goenka, Company Secretary in Practice, have been Appointed by the Board of Directors of **Rasoi Limited**. (the Company) in its meeting held on January 20, 2015 as a Scrutinizer for the purpose of Scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provision of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration)Rules, 2014 (Rules) on the Resolution 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 on the proposed Resolution contained in the notice of postal ballot. My responsibility as a Scrutinizer for the e-voting process is restricted to making a Scrutinizer's Report for the "Votes cast in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by NSDL, the authorized agency to provide e-voting facilities, engaged by the Company.
3. In terms of the aforesaid Notice, the e-voting period was opened for thirty days from **9:00 A.M on Friday, the 30<sup>th</sup> day of January 2015 to 6:00 P.M on Saturday, the 28<sup>th</sup> day of February 2015** and members were requested to cast their votes electronically conveying their assent or dissent in respect of the special resolution on e-voting platform provided by NSDL.

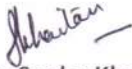


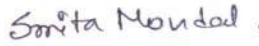
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4. The member of the Company as on "cut off" date i.e. 16<sup>th</sup> January, 2015 were entitled to vote on the resolutions and the Company had completed the dispatch of postal ballot notice on 30.01.2015.
5. The votes cast were unblocked on 02.03.2015 in the presence of two witnesses Ms. Sneha Khaitan and Ms. Smita Mondal who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Ms. Sneha Khaitan

  
Ms. Smita Mondal

6. Thereafter, the details containing inter alia, list of equity shareholders, who voted "for" "against" each of the resolution that were put to vote, were generated from the e-voting website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and based on such report generated, 25 members have cast their votes on the E-voting platform and the analysis of the results of the e-voting are depicted as under:

**Item No. 1 :-**

**Analysis of Result – 1**

Resolution No.	1
Purpose of Resolution	To alter the Objects Clause of the Memorandum of Association of the Company by inserting the new sub-clauses xxvii and xxviii pursuant to Section 13 of the Companies Act, 2013.
Type of Resolution	Special Resolution

Particulars	No. of e-votes	No. of votes contained in e-votes	Percentage of total
Received	25	1448429	100%
Assent	21	1447797	99.96% (approx.)
Dissent	4	632	0.04% (approx.)
Abstain	0	0	0%
Total	25	1448429	100%

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**Item No. 2 :-**

**Analysis of Result – 2**

Resolution No.	2
Purpose of Resolution	To increase in the limit of donation to any charitable or other funds pursuant to Section 181 of the Companies Act, 2013
Type of Resolution	Ordinary Resolution

Particulars	No. of e-votes	No. of votes contained in e-votes	Percentage of total
Received	25	1448429	100%
Assent	19	1447666	99.95% (approx.)
Dissent	6	763	0.05% (approx.)
Abstain	0	0	0%
Total	25	1448429	100%

Thanking You,

Yours Faithfully,


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

Place: Kolkata  
Date: 03.03.2015

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### Scrutinizer's Report (Postal Ballot)

[Pursuant to rule Section 110 of the Companies Act, 2013 and rule 22 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman / Board of Directors of **Rasoi Limited**, a Company incorporated under the Companies Act 1956 and having its registered office at **Rasoi Court., 20, Sir R. N. Mukherjee Road, Kolkata - 700 001.**

Sub: Scrutinizer Report on the Postal Ballot conducted by the Company pursuant to the provisions of 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 to pass the item on the Agenda as contained in the notice dated 20.01.2015

Dear Sir,

1. I Mohan Ram Goenka, Company Secretary in Practice, have been Appointed by the Board of Directors of **Rasoi Limited** (the Company) In its meeting held on January 20, 2015 as a Scrutinizer for the purpose of Scrutinizing the postal ballot process and ascertaining the requisite majority on ballot voting carried out as per the provision of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (Rules) and Clause 35B of the Listing Agreement.
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 postal ballot means on the proposed Resolution contained in the notice of postal ballot. My responsibility as a Scrutinizer for the postal ballot process is restricted to making a Scrutinizer's Report for the "Votes cast in favour" or "against" the resolution stated above, based on the forms received from the shareholders by casting of their votes through postal ballot.
3. All the duly completed postal ballot form as received by the Scrutinizer upto the close of business hours on **Saturday, the 28<sup>th</sup> day of February 2015**, being the last date fixed for receipt of postal ballot forms were considered for scrutiny.
4. The member of the Company as on "**cut off**" date i.e. **16<sup>th</sup> January, 2015** were entitled to vote on the resolutions and the Company had completed the dispatch of postal ballot notice on **30.01.2015**.



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5. The votes cast were unblocked on 02.03.2015 in the presence of two witnesses Ms. Sneha Khaitan and Ms. Smita Mondal who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Ms. Sneha Khaitan

  
Ms. Smita Mondal

6. Thereafter, the details containing inter alia, list of equity shareholders, who voted "for" "against" each of the resolution that were put to vote, were derived from the postal ballot forms and based on such data, the summary of results of the postal ballot voting are as under:

**Item No. 1 :-**

**Summary of the Postal Ballots received for Resolution No. 1**

Resolution No.	1
Purpose of Resolution	To alter the Objects Clause of the Memorandum of Association of the Company by inserting the new sub-clauses xxvii and xxviii pursuant to Section 13 of the Companies Act, 2013.
Type of Resolution	Special Resolution

Particulars	No. of Postal Ballot Forms	No. of Shares
Total Postal Ballots received	51	3460
Less: Invalid Postal Ballots	3	31
Net Valid Postal Ballots	48	3429
Postal Ballot with assent for the resolution	42	2813
Postal Ballot with dissent for the resolution	6	616
Percentage of voters / shares in favour	87.50	82.00 (approx.)
Percentage of voters / shares Against	12.50	18.00 (approx.)

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Item No. 2 :-

Summary of the Postal Ballots received for Resolution No. 2

Resolution No.	2
Purpose of Resolution	To increase in the limit of donation to any charitable or other funds pursuant to Section 181 of the Companies Act, 2013
Type of Resolution	Ordinary Resolution

Particulars	No. of Postal Ballot Forms	No. of Shares
Total Postal Ballots received	51	3460
Less: Invalid Postal Ballots	3	31
Net Valid Postal Ballots	48	3429
Postal Ballot with assent for the resolution	40	2819
Postal Ballot with dissent for the resolution	8	610
Percentage of voters / shares in favour	83.00 (approx.)	82.00 (approx.)
Percentage of voters / shares Against	17.00 (approx.)	18.00 (approx.)

Thanking You,

Yours Faithfully,



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



Place: Kolkata

Date: 03.03.2015

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