

# ROCKON ENTERPRISES LIMITED

(Formerly Rockon Fintech Limited)

CIN: L65923MH1976PLC019072

Regd Off:  
E-109, Crystal Plaza,  
New Link Road, Opp. Infinity Mall,  
Andheri (W), Mumbai - 400053  
Tel.: (022) - 61522222, 61522235  
Fax: (022) - 61522234  
Email: rockonfintech123@gmail.com  
Web-site: www.rockonfintech.com

Date: 10<sup>th</sup> January, 2020

To,  
The Bombay Stock Exchange Ltd  
Corporate Relationship Dept,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, P. J. Towers,  
Dalal Street, Fort, Mumbai – 400 001

**SUB: Disclosure of Voting Results and Scrutinizers Report of the meeting of equity shareholders of Rockon Enterprises Limited as per the directions of Honorable National Company law Tribunal, Mumbai Bench**

Dear Sir(s),

The details of Voting Results of the meeting of equity shareholders of Rockon Enterprises Limited as per the directions of Honorable National Company law Tribunal, Mumbai Bench held on Wednesday 08th January, 2020 are enclosed in the format specified by SEBI under Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Kindly take into your record for the same.

Thanking You

Yours Faithfully

FOR ROCKON ENTERPRISES LIMITED



Girraj Kishor Agrawal  
[Director]  
DIN: 00290959

Encl: a/a

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Voting results	
Record date	29-11-2019
Total number of shareholders on record date	3643
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	35
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of resolution passed in the meeting</b>	<b>1</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

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Resolution (1)								
Resolution required: (Ordinary / Special)								
Whether promoter/promoter group are interested in the agenda/resolution?								
Description of resolution considered								
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		605686	91.1373	605686	0	100.0000	0.0000
	Poll	664586	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	664586	605686	91.1373	605686	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	100000	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	100000	0	0.0000	0	0	0	0.0000
Public- Non Institutions	E-Voting		2373757	15.0685	2373707	50	99.9979	0.0021
	Poll	15753104	479	0.0030	479	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	15753104	2374236	15.0715	2374186	50	99.9979	0.0021
Total		16517690	2979922	18.0408	2979872	50	99.9983	0.0017
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	



\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



FORM NO. MGT.13  
Report of Scrutinizer(s)

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]*

To,  
Girraj Kishor Agrawal  
Chairman of the Meeting,  
Rockon Enterprises Limited  
E-109, Crystal Plaza, New  
Link Road, Andheri (West),  
Mumbai- 400053

Dear Sir,

Consolidated Report of the Scrutinizer on the result of the Voting by way of Postal Ballot, Voting by means of Electronic means and voting conducted at the venue, in connection with the resolution detailed in the Notice dated 30<sup>th</sup> November, 2019 convening Meeting of the Equity Shareholders of Rockon Enterprises Limited held on Wednesday, 8<sup>th</sup> January, 2020 at 02.00 PM at 412, Solaris Hubtown, Sai wadi, Andheri (East), Mumbai-400069, in pursuance of directions issued by Hon'ble National Company Law Tribunal, Mumbai Bench vide order dated 6<sup>th</sup> Day of November, 2019 in Company Scheme Application No. 1795 of 2019.

I, Manish Kankani, Chartered Accountant (Membership No. 158020), Partner in DMKH & Co. Chartered Accountants, was appointed as scrutinizer for the purpose of the voting taken on the below mentioned resolution(s), at National Company Law Tribunal convened meeting of the Equity Shareholders of Rockon Enterprises Limited, held on Wednesday, 8<sup>th</sup> January, 2020 at 02.00 PM at 412, Solaris Hubtown, Sai wadi, Andheri (East), Mumbai-400069, submit our report as under:

Notices were issued to the Shareholders whose names appeared in the Register of Members as at the close of business hours as on Friday, 29<sup>th</sup> November, 2019 and voting rights were reckoned as on the close of business hours of Friday, 29<sup>th</sup> November, 2019, being the cut-off date for the purpose of deciding the entitlement of members to vote.

In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and as per directions issued by Hon'ble NCLT, the Company had provided Remote E voting facility through NSDL and also the facility to vote by way of Postal Ballot, before the NCLT Convened Meeting.







The Company had also provided voting by way of poll (Ballot Papers) at the venue of the NCLT Convened Meeting. Remote E-Voting and Voting by way of Postal Ballot, to facilitate voting by the Equity Shareholders of the Company as at cut-off date as on business hours of Friday, 29<sup>th</sup> November, 2019, commenced on Monday, 9<sup>th</sup> December, 2019 (9.00 a.m.) and ended on Tuesday, 7<sup>th</sup> January, 2020 (5.00 p.m.)

Additionally, the Equity shareholders of the Company as at the cut-off date of 29<sup>th</sup> November, 2019, who had not voted either by way of remote e-voting or Postal Ballot earlier were allowed to vote by way of poll (Ballot Papers) at the NCLT Convened Meeting.

Pursuant to the provisions of the Companies Act, 2013, I unblocked the remote e-voting results on the NSDL platform on 8<sup>th</sup> January, 2018 at 5.45 PM in the presence of Urvi Gala and Shivkumar Prajapati, who are not in the employment of the Company. We have relied on the information provided by NSDL, the Registrar and Share transfer Agent (RTA) of the Company with regard to details regarding number of shares held and verification of specimen signatures of Shareholders.

As per the order of the NCLT dated 6<sup>th</sup> November, 2019, the quorum of the said meeting of the shareholders is 15 (Fifteen).

The total number of the members present in person and by proxy at the NCLT convened meeting of the shareholders were Thirty Four (35) and the details of the members present in person were (34) and by proxy were (1).

After the announcement was made by the chairman appointed for the meeting, members and proxies present at the NCLT convened meeting (other than those who have voted by remote e-voting or by postal ballot) voted by poll (Ballot Papers) facility provided at the venue of the meeting.

1. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling was locked in our presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/ proxies lodged with the Company.
3. We did not find any poll papers invalid.
4. We hereby submit our consolidated report as under:

(a) Resolution No. 1





“RESOLVED THAT pursuant to the provisions of Section 230 read with Section 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of the Companies Act, 2013, Circular No. CFD/DIL3/CIR/2017/21 Dated 10th March, 2017 read with Circular No. CFD/DIL3/CIR/2018/22 Dated 3rd January, 2018, issued by the Securities and Exchange Board of India, the observation letter issued by BSE Limited, Dated 8th April, 2019 and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Mumbai Bench of the National Company Law Tribunal, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Mumbai Bench of the National Company Law Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (herein after referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorized by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Merger of Proaim Enterprises Limited, (First Transferor Company) and Axon Ventures Limited, (Second Transferor Company) and Rockon Enterprises Limited, (Third Transferor Company) with Banas Finance Limited, (Transferee Company) and their respective shareholders (“the Scheme”) placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the merger embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Mumbai Bench of the National Company Law Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as maybe required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”

TAKE FURTHER NOTICE that you may attend and vote at the said meeting in person or by proxy provided that a proxy in the prescribed form, duly signed by you or your authorised representative, is deposited at the office of the Applicant Company at E-109, Crystal Plaza, New Link Road, Andheri (West), Mumbai - 400053 not later than 48 (forty eight) hours before the time fixed for the aforesaid meeting. The form of proxy can be obtained free of charge from the office of the Applicant Company or at the office of its Advocates at M/s Rajesh Shah & Co. at Office No-16, Oriental Building, 30, Nagindas Master Road, Opposite Welcome Hotel, Fort, Mumbai, Maharashtra 400001.

TAKE FURTHER NOTICE that in compliance with the provisions of (i) Section 230(3) and 230(4) read with Sections 102, 108 and 110 of the Companies Act, 2013; (ii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 22 read







with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; (iv) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (v) Circular No. CFD/ DIL3/CIR/2017/21 dated 10th day of March, 2017 read with Circular No. CFD/DIL3/CIR/2018/2 dated the 3rd day of January 2018, issued by the Securities and Exchange Board of India (referred to as "SEBI Circular"), the Applicant Company has provided the facility of voting by equity shareholders of the Applicant Company to the Scheme through e-voting or postal ballot or polling paper at the venue of the meeting to be held on 8th January, 2020.

Summary of voting through remote e-voting, postal ballot and voting at venue of the meeting:

(i) Voted in favour of resolution.

Mode of Voting	Number of Members validly Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	20	2979393	99.982
Voting by Postal Ballot	0	0	0
Voting at venue by Poll	25	479	0.016
<b>Total</b>	<b>45</b>	<b>2979872</b>	<b>99.998</b>

(ii) Voted against the resolution

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	2	50	0.002
Voting by Postal Ballot	0	0	0
Voting at venue by Poll	0	0	0

(iii) Invalid votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0






5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

The compliance with the relevant provisions of the Companies Act, 2013, the Rules there under and the order of the Hon'ble NCLT dated 6<sup>th</sup> November, 2019 in relation to voting in person / through Postal Ballot or Remote E-Voting or by proxy or by authorized representative at the NCLT convened Meeting on the proposed resolution is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process in all modes are conducted in a fair and transparent manner and render scrutinizer's report, based on reports generated from the electronic voting platform provided by NSDL, the physical counting of votes by way of Postal Ballots and Poll (Ballot Paper) facility provided at the meeting.

Thanking you,  
Yours faithfully,

 Manish Kankani Practicing Chartered Accountants M.N. 158020   UDIN: 20158020AAAAA19516	 Chairman Girraj Kishor Agrawal (Rockon Enterprises Limited)
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Date:

Place: Mumbai