

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

January 5, 2019

The Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street, Fort,
Mumbai – 400001

Scrip Code: 507649

Sub. : Voting Results of Postal Ballot under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to above, we hereby inform you that pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and as per Postal Ballot Notice dated 29th November, 2018, the members of the Company have passed the following resolutions with requisite majority through Postal Ballot process, results of which were declared today i.e. Saturday, 5th January, 2019.

1. Special Resolution to approve the Voluntary Delisting of Equity Shares of the Company from BSE Limited.

The aforesaid Special Resolution was passed by the shareholders with requisite majority as per Regulation 8(1)(b) of the SEBI (Delisting of Equity Shares) Regulation, 2009.

2. Special Resolution for approval of appointment of Mr. Raghu Nandan Mody as a Non-Executive Director and Chairman of the Company after 31st March, 2019.
3. Ordinary Resolution to approve the appointment of Mr. Naresh Patangi as an Executive Director of the Company for a period of 3(three) years with effect from 7th September, 2018 to 6th September, 2021.

The results of the postal ballot along with the Scrutinizer's Report are enclosed for your information and record.

The postal ballot results are also being hosted on the Company's website at www.rasoigroup.in/postal_ballot.php and will be published in newspapers.

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
Executive Director
Company Secretary and Compliance
DIN: 05244530 & Membership No: FCS – 8112



Encl: As stated above
Website: www.rasoigroup.in | E-mail: secdept@rasoigroup.in

CIN : L25190WB1905PLC001594

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Postal Ballot Voting Result	
Company Name	RASOI LIMITED
Date of Notice of Postal Ballot	29-November-2018
Date of Declaration of Results of Postal Ballot	05-January-2018
Total number of shareholders on cut-off date (30.11.2018)	1845
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoters Group:	
Public:	
No. of shareholders attended the meeting through Video Conferencing:	Not Applicable
Promoters and Promoters Group:	
Public:	

Resolution No. 1

Resolution required: (Ordinary/ Special Resolution)		Voluntary Delisting of Equity Shares of the Company from BSE Limited.						
Whether Promoter/Promoter group are interested in the agenda / resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	72375	628	0.87	628	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		71747	99.13	71747	0	100.00	0.00
	Total		72375	72375	100.00	72375	0	100.00
Public - Institutions	E-Voting	3	0	0.00	0	0	0.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		3	0	0.00	0	0	0.00
Public - Non Institutions	E-Voting	24222	2101	8.67	2043	58	97.24	2.76
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		52	0.21	27	25	51.92	48.08
	Total		24222	2153	8.89	2070	83	96.14
Total		96600	74528	77.15	74445	83	99.89	0.11

Invalid Votes: 1 (One)

The aforesaid Special Resolution has been passed with requisite majority.



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Resolution No. 2

Resolution required: (Ordinary/ Special Resolution)			Approval for appointment of Mr. Raghu Nandan Mody as a Non-Executive Director and Chairman of the Company after 31st March, 2019.					
Whether Promoter/Promoter group are interested in the agenda / resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	72375	352	0.49	352	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		71747	99.13	71747	0	100.00	0.00
	Total	72375	72099	99.62	72099	0	100.00	0.00
Public - Institutions	E-Voting	3	0	0.00	0	0	0.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	3	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	24222	2101	8.67	2067	34	98.38	1.62
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		52	0.21	37	15	71.15	28.85
	Total	24222	2153	8.89	2104	49	97.72	2.28
Total		96600	74252	76.87	74203	49	99.93	0.07

Invalid Votes: 1 (One)

The aforesaid Special Resolution has been passed with requisite majority.



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Resolution No. 3

Resolution required: (Ordinary / Special Resolution)			Approval for the appointment of Mr. Naresh Patangi as an Executive Director of the Company for a period of 3(three) years with effect from 7th September, 2018 to 6th September, 2021.					
Whether Promoter/Promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	72375	628	0.87	628	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		71747	99.13	71747	0	100.00	0.00
	Total		72375	72375	100.00	72375	0	100.00
Public - Institutions	E-Voting	3	0	0.00	0	0	0.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		3	0	0.00	0	0	0.00
Public - Non Institutions	E-Voting	24222	2101	8.67	2081	20	99.05	0.95
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		52	0.21	37	15	71.15	28.85
	Total		24222	2153	8.89	2118	35	98.37
Total		96600	74528	77.15	74493	35	99.95	0.05

Invalid Votes: 1 (One)

The aforesaid Ordinary Resolution has been passed with requisite majority.

For Rasoi Limited

Naresh Patangi

Naresh Patangi

Executive Director

Company Secretary & Compliance Officer

DIN: 05244530 & Membership No: FCS – 8112



Place: Kolkata

Date: 05.01.2019

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
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E Mail: goenkamohan@hotmail.com
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	--	--	--

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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	--	--	--

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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

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