

SHARATKUMAR K SHETTY & ASSOCIATES

PRACTISING COMPANY SECRETARY

(B.Com,ACS,LLB)

Mob: +919820746792

Office Address: L-111, Dreams Mall, LBS Marg,
Bhandup West, Mumbai -400078

FORM No. MGT-13

Consolidated Report of Scrutinizer

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20(4) (xii) and 21 (2) of the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of the 24th Annual General Meeting of the Shareholders of Roselabs Finance Limited held on Tuesday, September 25th, 2018 at 2.30 p.m. at 401, Akshat Complex, Nr. Parshwa Complex, Bodakdev, Gandhi Nagar, Sarkhej Highway, Ahmedabad- 380 015.

Dear Sir,

1. I, Sharatkumar Shetty, Company Secretary in Practice and Proprietor, Sharatkumar K Shetty & Associates, Practising Company Secretary, Mumbai have been appointed as Scrutinizer by the Board of Directors of Roselabs Finance Limited ("Company") for the purpose of scrutinizing remote e- voting process and voting through ballot process in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as mentioned in notice dated May 21st, 2018 convening 24th Annual General Meeting.
2. The Management of the Company is responsible for the compliance of Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. My responsibility is only to the extent of making Scrutinizer's Report for ascertaining the votes cast in favour or against for respective resolutions.
3. The Company had availed the remote e- voting facility provided by National Securities Depository Limited ("NSDL"), the agency authorized under the rules and engaged by the Company to provide e- voting facilities for voting through electronic means.

SHARATKUMAR K SHETTY & ASSOCIATES

PRACTISING COMPANY SECRETARY

(B.Com,ACS,LLB)

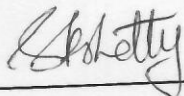
Mob: +919820746792

Office Address: L-111, Dreams Mall, LBS Marg,
Bhandup West, Mumbai -400078

4. The Shareholders holding equity shares as on the "cut- off date" i.e. September 18th, 2018 were entitled to vote on the resolutions proposed in the Notice calling the 24th Annual General Meeting of the Company. The remote e- voting commenced on September 20th, 2018 (9.00 A.M) and concluded on September 24th, 2018 (5.00 P.M).
5. Ballot box which was being kept for the purpose of voting through ballots was locked by me and was opened on closure of the meeting in my presence and in presence of Ms. Ishwari Chavan and Ms. Ankita Bhagat who are not in employment of the Company and all ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company.
6. The Members who have abstained from voting in polling process have been included in Invalid/ Abstain votes.
7. I am submitting herewith a consolidated report on the remote e- voting together with that of voting through ballot process at the venue of the meeting in Annexure 1.
8. The electronic data and all other relevant records relating to the remote e- voting and voting through ballot process is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.
9. All the resolutions as per the results given in Annexure 1 were passed with requisite majority.

Thanking you,

For Sharatkumar K Shetty & Associates,
Company Secretaries



Sharatkumar Shetty
Proprietor

COP no. 18123

Membership No. A31888

Place: Mumbai

Date: 26th September, 2018



SHARATKUMAR K SHETTY & ASSOCIATES

PRACTISING COMPANY SECRETARY

(B.Com,ACS,LLB)

Mob: +919820746792

Office Address: L-111, Dreams Mall, LBS Marg,
Bhandup West, Mumbai -400078

Annexure 1

Consolidated Report of the Remote E- Voting together with that of Voting through Ballot process at the venue of the meeting

- (a) **Item No.1: Ordinary Resolution** – To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the reports of the Board of Directors and Auditors thereon.

- (i) Voted in favour of the resolution:

Mode of Voting	Number of Members voting	Number of votes cast by them	% of total number of valid votes cast
Number of members voted through remote e- voting	5	7,424,693	93.21%
Number of members voted through ballot	15	540,483	6.79%
Total	20	7,965,176	100%

- (ii) Voted against the resolution:

Mode of Voting	Number of Members voting	Number of votes cast by them	% of total number of valid votes cast
Number of members voted through remote e- voting	--	--	--
Number of members voted through ballot	--	--	--
Total	--	--	--

- (iii) Invalid/ Abstain Votes:

Mode of Voting	Number of Members voting	Number of shares held
Number of members voted through remote e- voting	--	--
Number of members voted through ballot	--	--
Total	--	--

Based on the aforesaid results, ordinary resolution at Item No. 1 of the Notice dated May 21, 2018 has been passed by the members with requisite majority.

SHARATKUMAR K SHETTY & ASSOCIATES

PRACTISING COMPANY SECRETARY

(B.Com,ACS,LLB)

Mob: +919820746792

Office Address: L-111, Dreams Mall, LBS Marg,
Bhandup West, Mumbai -400078

- (b) **Item No.2: Ordinary Resolution** – To appoint a director in place of Ms. Sanjyot Rangnekar (DIN: 07128992), who retires by rotation and being eligible, offers herself for re-appointment.

- (i) Voted in favour of the resolution:

Mode of Voting	Number of Members voting	Number of votes cast by them	% of total number of valid votes cast
Number of members voted through remote e- voting	5	7,424,693	93.21%
Number of members voted through ballot	15	540,483	6.79%
Total	20	7,965,176	100%

- (ii) Voted against the resolution:

Mode of Voting	Number of Members voting	Number of votes cast by them	% of total number of valid votes cast
Number of members voted through remote e- voting	--	--	--
Number of members voted through ballot	--	--	--
Total	--	--	--

- (iii) Invalid/ Abstain Votes:

Mode of Voting	Number of Members voting	Number of shares held
Number of members voted through remote e- voting	--	--
Number of members voted through ballot	--	--
Total	--	--

Based on the aforesaid results, ordinary resolution at Item No. 2 of the Notice dated May 21, 2018 has been passed by the members with requisite majority.

SHARATKUMAR K SHETTY & ASSOCIATES

PRACTISING COMPANY SECRETARY

(B.Com,ACS,LLB)

Mob: +919820746792

Office Address: L-111, Dreams Mall, LBS Marg,
Bhandup West, Mumbai -400078

- (c) **Item No.3: Ordinary Resolution** – To appoint Mr. Prakash Vaghela (DIN: 07768595) as an Independent Director.

- (i) Voted in favour of the resolution:

Mode of Voting	Number of Members voting	Number of votes cast by them	% of total number of valid votes cast
Number of members voted through remote e- voting	5	7,424,693	93.21%
Number of members voted through ballot	15	540,483	6.79%
Total	20	7,965,176	100%

- (ii) Voted against the resolution:

Mode of Voting	Number of Members voting	Number of votes cast by them	% of total number of valid votes cast
Number of members voted through remote e- voting	--	--	--
Number of members voted through ballot	--	--	--
Total	--	--	--

- (iii) Invalid/ Abstain Votes:

Mode of Voting	Number of Members voting	Number of shares held
Number of members voted through remote e- voting	--	--
Number of members voted through ballot	--	--
Total	--	--

Based on the aforesaid results, ordinary resolution at Item No. 3 of the Notice dated May 21, 2018 has been passed by the members with requisite majority.

SHARATKUMAR K SHETTY & ASSOCIATES

PRACTISING COMPANY SECRETARY

(B.Com,ACS,LLB)

Mob: +919820746792

Office Address: L-111, Dreams Mall, LBS Marg,
Bhandup West, Mumbai -400078

- (d) **Item No. 4: Ordinary Resolution** – To appoint Mr. Mayank Padiya (DIN: 07145403) as an Independent Director.

- (i) Voted in favour of the resolution:

Mode of Voting	Number of Members voting	Number of votes cast by them	% of total number of valid votes cast
Number of members voted through remote e- voting	5	7,424,693	93.21%
Number of members voted through ballot	15	540,483	6.79%
Total	20	7,965,176	100%

- (ii) Voted against the resolution:

Mode of Voting	Number of Members voting	Number of votes cast by them	% of total number of valid votes cast
Number of members voted through remote e- voting	--	--	--
Number of members voted through ballot	--	--	--
Total	--	--	--

- (iii) Invalid/ Abstain Votes:

Mode of Voting	Number of Members voting	Number of shares held
Number of members voted through remote e- voting	--	--
Number of members voted through ballot	--	--
Total	--	--

Based on the aforesaid results, ordinary resolution at Item No. 4 of the Notice dated May 21, 2018 has been passed by the members with requisite majority.

SHARATKUMAR K SHETTY & ASSOCIATES

PRACTISING COMPANY SECRETARY

(B.Com,ACS,LLB)

Mob: +919820746792

Office Address: L-111, Dreams Mall, LBS Marg,
Bhandup West, Mumbai -400078

- (e) **Item No. 5: Special Resolution** – To change Registered office of the Company from State of Gujarat to State of Maharashtra

- (i) Voted in favour of the resolution:

Mode of Voting	Number of Members voting	Number of votes cast by them	% of total number of valid votes cast
Number of members voted through remote e- voting	5	7,424,693	93.21%
Number of members voted through ballot	15	540,483	6.79%
Total	20	7,965,176	100%

- (ii) Voted against the resolution:

Mode of Voting	Number of Members voting	Number of votes cast by them	% of total number of valid votes cast
Number of members voted through remote e- voting	--	--	--
Number of members voted through ballot	--	--	--
Total	--	--	--

- (iii) Invalid/ Abstain Votes:

Mode of Voting	Number of Members voting	Number of shares held
Number of members voted through remote e- voting	--	--
Number of members voted through ballot	--	--
Total	--	--

Based on the aforesaid results, special resolution at Item No. 5 of the Notice, dated May 21, 2018 has been passed by the members with requisite majority.

SHARATKUMAR K SHETTY & ASSOCIATES

PRACTISING COMPANY SECRETARY

(B.Com,ACS,LLB)

Mob: +919820746792

Office Address: L-111, Dreams Mall, LBS Marg,
Bhandup West, Mumbai -400078

(f) Item No. 6: Special Resolution – To alter Object Clause of the Company.

(i) Voted in favour of the resolution:

Mode of Voting	Number of Members voting	Number of votes cast by them	% of total number of valid votes cast
Number of members voted through remote e- voting	5	7,424,693	93.21%
Number of members voted through ballot	15	540,483	6.79%
Total	20	7,965,176	100%

(ii) Voted against the resolution:

Mode of Voting	Number of Members voting	Number of votes cast by them	% of total number of valid votes cast
Number of members voted through remote e- voting	--	--	--
Number of members voted through ballot	--	--	--
Total	--	--	--

(iii) Invalid/ Abstain Votes:

Mode of Voting	Number of Members voting	Number of shares held
Number of members voted through remote e- voting	--	--
Number of members voted through ballot	--	--
Total	--	--

Based on the aforesaid results, special resolution at Item No. 6 of the Notice dated May 21, 2018 has been passed by the members with requisite majority.

SHARATKUMAR K SHETTY & ASSOCIATES

PRACTISING COMPANY SECRETARY

(B.Com,ACS,LLB)

Mob: +919820746792

Office Address: L-111, Dreams Mall, LBS Marg,
Bhandup West, Mumbai -400078

(g) Item No. 7: Special Resolution – To change the name of the Company.

(i) Voted in favour of the resolution:

Mode of Voting	Number of Members voting	Number of votes cast by them	% of total number of valid votes cast
Number of members voted through remote e- voting	5	7,424,693	93.21%
Number of members voted through ballot	15	540,483	6.79%
Total	20	7,965,176	100%

(ii) Voted against the resolution:

Mode of Voting	Number of Members voting	Number of votes cast by them	% of total number of valid votes cast
Number of members voted through remote e- voting	--	--	--
Number of members voted through ballot	--	--	--
Total	--	--	--

(iii) Invalid/ Abstain Votes:

Mode of Voting	Number of Members voting	Number of shares held
Number of members voted through remote e- voting	--	--
Number of members voted through ballot	--	--
Total	--	--

Based on the aforesaid results, special resolution at Item No. 7 of the Notice dated May 21, 2018 has been passed by the members with requisite majority.

SHARATKUMAR K SHETTY & ASSOCIATES

PRACTISING COMPANY SECRETARY

(B.Com,ACS,LLB)

Mob: +919820746792

Office Address: L-111, Dreams Mall, LBS Marg,
Bhandup West, Mumbai -400078

Thanking you,

For Sharatkumar K Shetty & Associates,
Company Secretaries



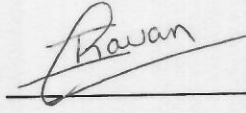
Sharatkumar Shetty
Proprietor
COP no. 18123
Membership No. A31888
Place: Mumbai
Date: 26th September, 2018

Countersigned by:

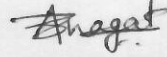
Witness 1

Witness 2

Nilesh Rawat
Chairman of 24th AGM



Ishwari Chavan



Ankita Bhagat