

# ROSELABS FINANCE LIMITED

Lodha Excelus, N.M Joshi Marg, Mahalaxmi, Mumbai 400 011, India

September 29, 2015

Ref: CS/2015/194/29/09/407

The Listing Dept,  
BSE Limited,  
Phiroze Jeejebhoy Towers,  
Dalal Street,  
Mumbai - 400001

Dear Sir,

**Sub: Voting Results of the 21<sup>st</sup> Annual General Meeting of the Members of the Company -  
under Clause 35A of the Listing Agreement.**

Pursuant to Clause 35A of the Listing Agreement, as amended from time to time, please find enclosed below the details regarding the voting results, in respect of all the resolutions as set out in notice dated August 28, 2015 convening the 21<sup>st</sup> Annual General Meeting of the members held on September 28, 2015 at 12.30 p.m. at 401, Anand Mangal Complex I, Behind Omkar House, C. G. Road, Navrangpura, Ahmedabad - 380 009.

Also enclosed herewith is the Scrutinizer(s) Report for the e-voting process and ballot at the Annual General Meeting.

This disclosure may also be considered as compliance of Clause 31(d) of the Listing Agreement.

We request you to kindly take the same on your record.

**For Roselabs Finance Limited**

  
Nilesh Rawat  
Managing Director.



Encl: - As Above

# ROSELABS FINANCE LIMITED

Lodha Excelus, N.M Joshi Marg, Mahalaxmi, Mumbai 400 011, India

Name of the Company: Roselabs Finance Limited

Date of the AGM: Monday, September 28, 2015 at 12.30 p.m.

Total number of shareholders as on record date/cut-off date for e-voting purpose: 1104

No. of Shareholders present in the meeting either in person or through proxy: 17

Promoter and Promoter Group: 1

Public: 16

No. of Shareholders attended the meeting through Video- Conferencing: Nil

Promoter and Promoter Group: Not Applicable

Public: Not Applicable

## Details of Agenda:

Item No.	Description	Type of Resolution	Mode of voting	Remarks
1	Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors for the year ended March 31, 2015	Ordinary	Through a) e-voting b) Poll (Ballot Paper) at the Annual General Meeting	The resolution was passed with requisite majority
2	To appoint a director in place of Ms. Purnima Pavle (DIN: 06705133), who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary		The resolution was passed with requisite majority
3	Ratifying the Appointment and fixing of remuneration of Statutory Auditor for the FY 2015-16	Ordinary		The resolution was passed with requisite majority

For details of the said results pursuant to e-voting and ballot at AGM, please refer annexure attached in the prescribed format.

# ROSELABS FINANCE LIMITED

Lodha Excelus, N.M. Joshi Marg, Mahalaxmi, Mumbai 400 011, India

1 Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors for the year ended March 31, 2015.

Promoter / Public	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	7,424,670	7,424,670	100.00	7,424,670	0	100.00	0.00
Public Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public - Others	2,575,330	949,311	36.86	949,311	0	100.00	0.00
Total	10,000,000	83,73,981	83.74	83,73,981	0	100.00	0.00

2 To appoint a director in place of Ms. Purnima Pavle (DIN: 06705133), who retires by rotation and being eligible, offers herself for re-appointment

Promoter / Public	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	7,424,670	7,424,670	100.00	7,424,670	0	100.00	0.00
Public Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public - Others	2,575,330	949,311	36.86	949,311	0	100.00	0.00
Total	10,000,000	8,373,981	83.74	8,373,981	0	100.00	0.00

Regd. Off: 416, Anand Mangal Complex, B/H, Omkar House, C.G. Road, Navrangpura, Ahmedabad - 380009

Tel.: +91.22.23024400 Fax: +91.22.23024550

Website: [www.roselabsfinance.com](http://www.roselabsfinance.com), E-mail: [roselabsfinance@lodhagroup.com](mailto:roselabsfinance@lodhagroup.com)

CIN No. L67120GJ1995PLC024070

# ROSELABS FINANCE LIMITED

Lodha Excelus, N.M Joshi Marg, Mahalaxmi, Mumbai 400 011, India

## 3 Ratifying the Appointment and fixing of remuneration of Statutory Auditor for the FY 2015-16.

Promoter / Public	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	7,424,670	7,424,670	100.00	7,424,670	0	100.00	0.00
Public Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public - Others	2,575,330	949,311	36.86	949,311	0	100.00	0.00
<b>Total</b>	<b>10,000,000</b>	<b>8,373,981</b>	<b>83.74</b>	<b>8,373,981</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

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Website: [www.roselabsfinance.com](http://www.roselabsfinance.com)

CIN No. L67120GJ1995PLC024070

# **Darshit Joshi & Associates**

Chartered Accountants

Mobile : 98250 65318

Website: www.darshitjoshi.com

Phone: (079) 26461631, ~~4004887~~

E-mail : d\_joshi\_associates@yahoo.com

301, Anandmangal, B/h Omkar House, C.G. Road, Navrangpura, Ahmedabad-380009.

## **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,  
The Chairman  
21<sup>st</sup> Annual General Meeting  
Roselabs Finance Limited  
401 Anand Mangal Complex,  
B/H. Omkar House, C.G.Road, Navarangpura,  
Ahmedabad-380009

Sir,

I, Darshit Joshi, Practicing Chartered Accountant (Membership No. 047550) was appointed as a Scrutinizer for the purpose of the poll taken on the resolutions as per the Annexure attached, at the 21<sup>st</sup> Annual General Meeting of the Equity Shareholders of Roselabs Finance Limited held on 28<sup>th</sup> September,2015 at 12.30 p.m at 401, Anand Mangal Complex I, B/H. Omkar House, C.G. Road, Navarangpura, Ahmedabad-380009. I hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box was kept for polling and the same was locked in my presence with due identification marks placed on the same.
2. The locked ballot box was subsequently opened in my presence (along with presence of two witness viz. Mr. Hardik Patel and Ms. Riddhi Rami, both are not in employment of the company) and poll papers were diligently scrutinized. The poll papers were reconciled with records maintained by the Company / Registrars and Transfer Agents of the company and the authorizations / lodged with the company. The Signature of Members and No. of Shares held by respective members were scrutinized and confirmed by the Registrar and Transfer Agent, i.e. Link Intime Private Limited.
3. I did not find any poll papers invalid.



# **Darshit Joshi & Associates**

Chartered Accountants

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301, Anandmangal, B/h Omkar House, C.G. Road, Navrangpura, Ahmedabad-380009.

4. The result of the poll is as per annexure attached herewith.
5. The list of equity shareholders who voted 'for' or 'against' and those whose votes were declared 'invalid' for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Chairman of the Meeting Mr. Kunti Prakash Inani for keeping under safe custody.

Thanking you,  
Yours truly,

For, **Darshit Joshi & Associates**  
Chartered Accountants

Darshit Joshi  
Practicing Chartered Accountant  
Membership No. 047550  
FRN : 113981W



*D. R. Joshi*  
D. R. Joshi  
Proprietor

Place : Ahmedabad

Dated : 28.09.2015

**Witness:**

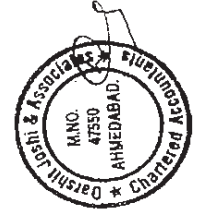
We the undersigned witnessed that the ballot box was opened in our presence after meeting and was diligently scrutinized at the office of the Company by Scrutinizer, Mr. Darshit Joshi, Practicing Chartered Accountant.

*Hardik Patel*  
Mr. Hardik Patel

*Riddhi Rami*  
Ms. Riddhi Rami

**Annexure to the Scrutinizer's Report  
Result of Voting (through Poll)**

Resolu tion No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid Votes/ Abstain		
			Voting in Favour (Assent)			Voting in Against (Dissent)			No. of Members Voting	No. of Members Voting	
			No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes			
1	Consider and adopt the Audited Financial Statement, Reports of the Board of Directors and Auditors for the year ended March 31, 2015	Ordinary	9	453741	100	0	0	0	0	0	0
2	To appoint a director in place of Ms. Purnima Pavle (DIN: 06705133), who retires by rotation and being eligible, offers herself for re-appointment	Ordinary	9	453741	100	0	0	0	0	0	0
3	Ratifying the Appointment and fixing of remuneration of Statutory Auditor for the FY 2015-16	Ordinary	9	453741	100	0	0	0	0	0	0



ROSELABS FINANCE LIMITED

Register of Poll

Nominal /Face Value per share Rs. 10/-

Shares with Differential Voting Rights: The Company does not have any shares with differential voting rights. All shares rank pari passu.

Sr.No.	Folio No./DP ID/CLIENT ID	Name of Shareholder	Total No. of Shares Held	Resolution No. 1 of NOTICE			Resolution No. 2 of NOTICE			Resolution No. 3 of NOTICE		
				VOTED			VOTED			VOTED		
				FOR	AGAINST	INVALID	FOR	AGAINST	INVALID	FOR	AGAINST	INVALID
1	IN30160411350868	KUNTI PRAKASH INANI	1	1	0	0	1	0	0	1	0	0
2	1206140000084590	SHWETA AGRAWAL	1	1	0	0	1	0	0	1	0	0
3	1206140000079690	DHIREN DHARAMDAS AGRAWAL HUF	1	1	0	0	1	0	0	0	0	0
4	1301240000120250	ASHWINI HI - RISE AND FARMS PRIVATE LIMITED	1	1	0	0	1	0	0	1	0	0
5	1301240000120470	SURVASHAYA FARMS AND DEVELOPERS PVT LTD	442223	442223	0	0	442223	0	0	442223	0	0
6	1301490000011120	POONAM FAST FOODS PVT LTD	1	1	0	0	1	0	0	1	0	0
7	12010700000000630 IN30012610070709	NIMESH SURESH RATHOD	11505	11505	0	0	11505	0	0	11505	0	0
8	IN30051319696719	ASIF Y MANSURI	3	3	0	0	3	0	0	3	0	0
9	IN30160411242440	KASAMBHAI IBRAHIMBHAI MANSURI	5	5	0	0	5	0	0	5	0	0
		<b>Total</b>	<b>453741</b>	<b>453741</b>	<b>0</b>	<b>0</b>	<b>453741</b>	<b>0</b>	<b>0</b>	<b>453741</b>	<b>0</b>	<b>0</b>





**NEHAL DOSHI**  
COMPANY SECRETARY

C-506, Parivartan CHS,  
VallabhBaugExtn. Lane  
Ghatkopar (East)  
Mumbai - 400075.

Tel. : 9821232094

Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies  
(Management and Administration) Rules, 2014 read with amendments made thereto]

To,  
Mr. Kuntiprakash Inani  
Chairman of 21<sup>ST</sup> AGM  
Roselabs Finance Limited  
416, Anand Mangal Complex,  
Behind Omkar House,  
C. G. Road, Navrangpura,  
Ahmedabad- 380 009.

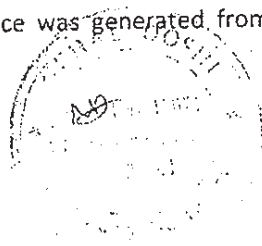
Dear Sir,

I, Nehal Doshi, Practicing Company Secretary, have been appointed as a scrutinizer by the Board of Directors of Roselabs Finance Limited for the purpose of scrutinizing the remote E-voting on the resolutions contained in the Notice convening the 21<sup>ST</sup> AGM of Roselabs Finance Limited and ascertaining the requisite majority as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

The compliance with the provisions of the Companies Act, 2013 and Rules made thereunder relating to voting through electronic means on the resolutions contained in the said Notice is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and submit a Scrutinizer's Report on the voting to the Chairman of Roselabs Finance Limited on the resolutions based on the reports generated from the electronic voting system provided by the National Securities Depository Limited (NSDL), the agency appointed to provide E-voting facilities.

Further to above, I submit my report as under:

1. The remote E-voting commenced on Friday, 25th September, 2015 (9:00 am) and concluded on Sunday, 27th September, 2015 (5:00 pm).
2. On completion of the voting at the venue of the AGM and counting of the votes cast at the meeting, the e-voting summary of the votes cast on the agenda items contained in the AGM Notice was generated from the electronic voting system provided by the



**NEHAL DOSHI**  
COMPANY SECRETARY

C-506, Parivartan CHS,  
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NSDL.

3. The votes cast through e-voting were unblocked in the presence of 2 witnesses, Mr. Chanak Doshi and Mr. Mayur Gawade who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Chanak Doshi

Mayur Gawade

4. Voting rights of Members have been reckoned in proportion to their shares of the paid-up equity share capital of the Company as on Monday, 21st September, 2015.

The result of e-voting is as under:

**Item No. 1- As an Ordinary Resolution:**

**To Consider and Adopt Audited Financial Statements, Reports of the Board of Directors and Auditors.**

(i) Voted in favour of the resolution:

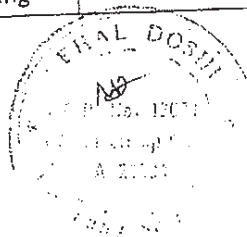
Mode of Voting	Number of members voting	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Number of Members voted through remote e-voting	8	79,20,240	100%

(ii) Voted against the resolution:

Mode of Voting	Number of members voting	Number of votes cast against the resolution	% of total number of valid votes cast
Number of Members voted through remote e-voting	-	-	-

(iii) Invalid votes:

Mode of Voting	Number of members voting	Number of votes cast against the resolution	% of total number of valid votes cast
Number of Members voted through remote e-voting	-	-	-



**NEHAL DOSHI**  
COMPANY SECRETARY

C-506, Parivartan CHS,  
VallabhBaugExtn. Lane  
Ghatkopar (East)  
Mumbai - 400075.

Tel. : 9821232094

**Item No. 2: As an Ordinary Resolution:**

To Re-appoint of Ms. Purnima Pavle as Director, retiring by rotation.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voting	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Number of Members voted through remote e-voting	8	79,20,240	100%

(ii) Voted against the resolution:

Mode of Voting	Number of members voting	Number of votes cast against the resolution	% of total number of valid votes cast
Number of Members voted through remote e-voting	-	-	-

(iii) Invalid votes:

Mode of Voting	Number of members voting	Number of votes cast against the resolution	% of total number of valid votes cast
Number of Members voted through remote e-voting	-	-	-



**NEHAL DOSHI**  
COMPANY SECRETARY

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Mumbai - 400075.

Tel. : 9821232094

**Item No. 3: As an Ordinary Resolution:**

To Ratify the Appointment of Auditors and fix their remuneration.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voting	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Number of Members voted through remote e-voting	8	79,20,240	100%

(ii) Voted against the resolution:

Mode of Voting	Number of members voting	Number of votes cast against the resolution	% of total number of valid votes cast
Number of Members voted through remote e-voting	-	-	-

(iii) Invalid votes:

Mode of Voting	Number of members voting	Number of votes cast against the resolution	% of total number of valid votes cast
Number of Members voted through remote e-voting	-	-	-

Thanking you,

Place: Mumbai

Date: 29<sup>th</sup> September, 2015

Yours faithfully

*Nehal Doshi*

Nehal Doshi, ACS 21304

Practicing Company Secretary

Scrutinizer for Remote E-voting

Countersigned by

*Inani*  
Mr. Kuntiprakash Inani  
Chairman of 21<sup>ST</sup> AGM