

# ROSELABS FINANCE LIMITED

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

Date: 01<sup>st</sup> September, 2017

To,  
BSE Limited  
Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, P. J. Towers  
Dalal Street, Fort  
Mumbai 400 001

Ref : Twenty Third Annual General Meeting of the Company held on 31<sup>st</sup> August, 2017 for the financial year 2016-17

Dear Sir / Madam,

This is to inform that the Twenty Third Annual General Meeting ("AGM") of the members of the Company was held on Thursday, 31<sup>st</sup> August, 2017 at 401, Anand Mangal Complex , Behind Omkar House, C. G. Road, Navrangpura, Ahmedabad – 380 009.

Please find enclosed the following disclosures:

1. Voting results with respect to the business conducted at the AGM as required under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 alongwith the Scrutinizer report. The voting results and the Scrutinizer Report has been marked as **Annexure A** and **Annexure B** respectively.
2. Summary of the proceedings of the AGM as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 marked as **Annexure C**.

Kindly take the same in your records.

Thanking you.

For Roselabs Finance Limited



Nilesh Rawat  
Managing Director  
Din No.: 06705140



Encl.: A/a

**ANNEXURE - A**

**DETAILS OF VOTING RESULTS OF THE 23<sup>RD</sup> ANNUAL GENERAL MEETING OF ROSELABS FINANCE LIMITED HELD ON 31<sup>ST</sup> AUGUST, 2017**

<b>Date of the AGM</b>	31 <sup>st</sup> August, 2017
<b>Total number of shareholders on record date (i.e. 24<sup>th</sup> August, 2017 - Cut-off date for the purpose of Voting)</b>	1055
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group:	1
Public:	14
<b>No. of Shareholders attended the meeting through Video Conferencing:</b> Promoters and Promoter Group:	Not arranged
Public:	

**AGENDA-WISE DISCLOSURE**

<b>Item No. 1: Consider and adopt audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2017, and the reports of the Board of Directors' and Auditors' thereon.</b>								
<b>Resolution required: (Ordinary/ Special)</b>		Ordinary						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		No						
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter</b>	<b>E-Voting</b>	74,24,670	-	-	-	0	-	0
	<b>Poll</b>		74,24,670	100	74,24,670	0	100.00	-

<b>Group</b>	<b>Total</b>	74,24,670	74,24,670	100.00	74,24,670	0	100.00	0
<b>Public Institution s</b>	<b>E-Voting</b>	0	-	-	-	-	-	-
	<b>Poll</b>		-	-	-	-	-	-
	<b>Total</b>		-	-	-	-	-	-
<b>Public Non Institution s</b>	<b>E-Voting</b>	25,75,330	-	-	-	-	-	0
	<b>Poll</b>		9,35,534	36.33	9,35,534	-	100.00	0
	<b>Total</b>		9,35,534	36.33	9,35,534	0	100.00	0
<b>Total</b>		<b>10000000</b>	<b>83,60,204</b>	<b>83.60</b>	<b>83,60,204</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

**Item No. 2: Ratifying the appointment of M/s MSKA & Associates, Chartered Accountants as Statutory Auditors for FY 2017-18**

<b>Resolution required: (Ordinary/ Special)</b>		Ordinary						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		No						
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	74,24,670	-	-	-	0	-	0
	<b>Poll</b>		74,24,670	100	74,24,670	0	100.00	-
	<b>Total</b>		74,24,670	74,24,670	100.00	74,24,670	0	100.00
<b>Public Institution s</b>	<b>E-Voting</b>	0	-	-	-	-	-	-
	<b>Poll</b>		-	-	-	-	-	-
	<b>Total</b>		-	-	-	-	-	-
<b>Public Non Institution s</b>	<b>E-Voting</b>	25,75,330	-	-	-	-	-	0
	<b>Poll</b>		9,35,534	36.33	9,35,534	-	100.00	0

	<b>Total</b>	25,75,330	9,35,534	36.33	9,35,534	0	100.00	0
<b>Total</b>		<b>10000000</b>	<b>83,60,204</b>	<b>83.60</b>	<b>83,60,204</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

**Item No. 3: Appointment of Ms. Sanjyot Rangnekar (DIN 07128992) as a Director**

<b>Resolution required: (Ordinary/ Special)</b>		Ordinary						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		No						
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	74,24,670	-	-	-	0	-	0
	<b>Poll</b>		74,24,670	100	74,24,670	0	100.00	-
	<b>Total</b>	74,24,670	74,24,670	100.00	74,24,670	0	100.00	0
<b>Public Institution s</b>	<b>E-Voting</b>	0	-	-	-	-	-	-
	<b>Poll</b>		-	-	-	-	-	-
	<b>Total</b>	0	-	-	-	-	-	-
<b>Public Non Institution s</b>	<b>E-Voting</b>	25,75,330	-	-	-	-	-	0
	<b>Poll</b>		9,35,534	36.33	9,35,534	-	100.00	0
	<b>Total</b>	25,75,330	9,35,534	36.33	9,35,534	-	100.00	0
<b>Total</b>		<b>10000000</b>	<b>83,60,204</b>	<b>83.60</b>	<b>83,60,204</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

**Item No. 4: Appointment of Mr. Nilesh Rawat (DIN: 06705140) as Managing Director of the Company.**

<b>Resolution required: (Ordinary/ Special)</b>		Ordinary						
<b>Whether promoter/ promoter group are interested in the</b>		No						

agenda/resolution?								
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	74,24,670	-	-	-	0	-	0
	Poll		74,24,670	100	74,24,670	0	100.00	-
	Total	74,24,670	74,24,670	100.00	74,24,670	0	100.00	0
Public Institutions	E-Voting	0	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	0	-	-	-	-	-	-
Public Non Institutions	E-Voting	25,75,330	-	-	-	-	-	0
	Poll		9,35,534	36.33	9,35,534	-	100.00	0
	Total	25,75,330	9,35,534	36.33	9,35,534	-	100.00	0
<b>Total</b>		<b>10000000</b>	<b>83,60,204</b>	<b>83.60</b>	<b>83,60,204</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

**Item No. 5: Change of registered office of the Company from the State of Gujarat to the State of Maharashtra.**

Resolution required: (Ordinary/Special)			Special					
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	74,24,670	-	-	-	0	-	0
	Poll		74,24,670	100	74,24,670	0	100.00	-
	Total	74,24,670	74,24,670	100.00	74,24,670	0	100.00	0

<b>Public Institution s</b>	<b>E-Voting</b>	0	-	-	-	-	-	-
	<b>Poll</b>		-	-	-	-	-	-
	<b>Total</b>	0	-	-	-	-	-	-
<b>Public Non Institution s</b>	<b>E-Voting</b>	25,75,330	-	-	-	-	-	0
	<b>Poll</b>		9,35,534	36.33	9,35,534	-	100.00	0
	<b>Total</b>	25,75,330	9,35,534	36.33	9,35,534	-	100.00	0
<b>Total</b>		<b>10000000</b>	<b>83,60,204</b>	<b>83.60</b>	<b>83,60,204</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

# 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 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]

To,

The Chairperson of the 23<sup>rd</sup> Annual General Meeting of the Shareholders of Roselabs Finance Limited held on Thursday, August 31, 2017 at 2.30 p.m. at 401, Anand Mangal Complex, Behind Omkar House, C. G. Road, Navrangpura, Ahmedabad - 380009

Dear Madam,

1. I, Mr. Sharatkumar Shetty, Practicing Company Secretary, Mumbai was 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 June 30<sup>th</sup>, 2017 convening 23<sup>rd</sup> 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 and 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.
4. The Shareholders holding equity shares as on the "cut- off date" i.e. August 24<sup>th</sup>, 2017 were entitled to vote on the resolutions proposed in the Notice calling the 23<sup>rd</sup> Annual General Meeting of the Company. The remote e- voting commenced on August 28<sup>th</sup>, 2017 (9.00 A.M) and concluded on August 30<sup>th</sup>, 2017 (5.00 P.M).

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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. Bhagyashree Mange and Mr. Champalal Kumawat 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 as under in Annexure 1.
8. The electronic data and all other relevant records relating to the remote e- voting and poll is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairperson considers, approves and signs the minutes of the AGM.
9. All the aforesaid resolutions 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: 1<sup>st</sup> September, 2017**



# SHARATKUMAR K SHETTY & ASSOCIATES

PRACTISING COMPANY SECRETARY

(B.Com,ACS,LLB)

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## 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 consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31<sup>st</sup>, 2017 and the reports of 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	-	-	-
Number of members voted through ballot	14	8,360,204	100
<b>Total</b>	<b>14</b>	<b>8,360,204</b>	<b>100</b>

- (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	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

- (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	1	5
<b>Total</b>	<b>1</b>	<b>5</b>

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- (b) **Item No.2: Ordinary Resolution** – To ratify appointment of M/s. MSKA & Associates (earlier known as MZSK & Associates), Chartered Accountants as Statutory Auditors of the Company for financial year ended March 31<sup>st</sup>, 2018.

- (i) Voted in favour of the resolution:

<b>Mode of Voting</b>	<b>Number of Members voting</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Number of members voted through remote e- voting	-	-	-
Number of members voted through ballot	14	8,360,204	100
<b>Total</b>	<b>14</b>	<b>8,360,204</b>	<b>100</b>

- (ii) Voted against the resolution:

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

- (iii) Invalid/ Abstain Votes:

<b>Mode of Voting</b>	<b>Number of Members voting</b>	<b>Number of shares held</b>
Number of members voted through remote e- voting	-	-
Number of members voted through ballot	1	5
<b>Total</b>	<b>1</b>	<b>5</b>

# SHARATKUMAR K SHETTY & ASSOCIATES

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- (c) **Item No.3: Ordinary Resolution** – To appoint Ms. Sanjyot Rangnekar (DIN: 07128992) as Director of the Company, who is liable to retire by rotation.

- (i) Voted in favour of the resolution:

<b>Mode of Voting</b>	<b>Number of Members voting</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Number of members voted through remote e- voting	-	-	-
Number of members voted through ballot	14	8,360,204	100
<b>Total</b>	<b>14</b>	<b>8,360,204</b>	<b>100</b>

- (ii) Voted against the resolution:

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

- (iii) Invalid/ Abstain Votes:

<b>Mode of Voting</b>	<b>Number of Members voting</b>	<b>Number of shares held</b>
Number of members voted through remote e- voting	-	-
Number of members voted through ballot	1	5
<b>Total</b>	<b>1</b>	<b>5</b>

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- (d) **Item No. 4: Ordinary Resolution** – To appoint Mr. Nilesh Rawat (DIN: 06705140) as Managing Director of the Company

- (i) Voted in favour of the resolution:

<b>Mode of Voting</b>	<b>Number of Members voting</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Number of members voted through remote e- voting	-	-	-
Number of members voted through ballot	14	8,360,204	100
<b>Total</b>	<b>14</b>	<b>8,360,204</b>	<b>100</b>

- (ii) Voted against the resolution:

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

- (iii) Invalid/ Abstain Votes:

<b>Mode of Voting</b>	<b>Number of Members voting</b>	<b>Number of shares held</b>
Number of members voted through remote e- voting	-	-
Number of members voted through ballot	1	5
<b>Total</b>	<b>1</b>	<b>5</b>

# SHARATKUMAR K SHETTY & ASSOCIATES

PRACTISING COMPANY SECRETARY

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- (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:

<b>Mode of Voting</b>	<b>Number of Members voting</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Number of members voted through remote e- voting	-	-	-
Number of members voted through ballot	14	8,360,204	100
<b>Total</b>	<b>14</b>	<b>8,360,204</b>	<b>100</b>

- (ii) Voted against the resolution:

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

- (iii) Invalid/ Abstain Votes:

<b>Mode of Voting</b>	<b>Number of Members voting</b>	<b>Number of shares held</b>
Number of members voted through remote e- voting	-	-
Number of members voted through ballot	1	5
<b>Total</b>	<b>1</b>	<b>5</b>

# SHARATKUMAR K SHETTY & ASSOCIATES

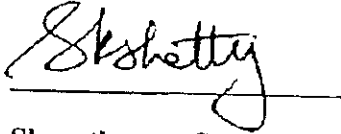
PRACTISING COMPANY SECRETARY  
(B.Com,ACS,LLB)

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

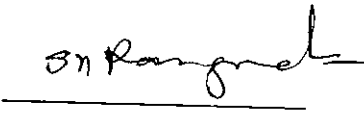
Place: Mumbai

Date: 1<sup>st</sup> September, 2017

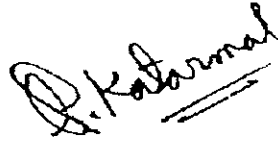
Countersigned by:

Witness 1

Witness 2



Sanjyot Rangnekar  
Chairperson of 23<sup>rd</sup> AGM



Bhagyashree Mange



Champalal Kumawat

# ROSELABS FINANCE LIMITED

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

## ANNEXURE - C

### SUMMARY OF THE PROCEEDINGS OF THE 23<sup>RD</sup> ANNUAL GENERAL MEETING

1. The 23<sup>rd</sup> Annual General meeting ("AGM") of the Company was held on 31<sup>st</sup> August, 2017 at 2.30 p.m. at 401, Anand Mangal Complex , Behind Omkar House, C. G. Road, Navrangpura, Ahmedabad – 380 009.
2. The Chairperson informed the members that the quorum as required for the Annual General Meeting was present.
3. The following resolutions set out in the notice of AGM were proposed and seconded by the members:

Resolution No.	Details of the resolution	Type of resolution
1.	Adoption of Audited Financial Statements for the year ended March 31, 2017 and the Report of Board of Director's and Auditor's thereon.	Ordinary
2.	Ratifying the appointment statutory Auditor	Ordinary
3.	Appointment of Ms. Sanjyot Rangnekar (DIN 07128992) as a Director	Ordinary
4.	Appointment of Mr. Nilesh Rawat (DIN: 06705140) as Managing Director of the Company.	Ordinary
5.	Change of registered office of the Company from the State of Gujarat to the State of Maharashtra.	Special

4. The Chairperson informed that Mr. Sharatkumar Shetty, Company Secretary in Practice was appointed as the Scrutinizer for scrutinizing the remote e-voting and voting process through ballot paper at the AGM.
5. The Chairperson informed the members that the e-voting facility was open during the period from 28<sup>th</sup> August, 2017 (9:00 am) to 30<sup>th</sup> August, 2017 (5:00 pm).
6. All the above resolutions set out in the Notice of AGM were passed with requisite majority.

Thanking you.

For Roselabs Finance Limited

  
Nilesh Rawat  
Managing Director  
Din No.: 06705140

