

# ROSSELL INDIA LIMITED



22<sup>nd</sup> April, 2022

The Department of Corporate Services BSE Limited Ground Floor, P. J. Towers Dalal Street, Fort Mumbai – 400 001 Scrip Code : 533168	National Stock Exchange of India Ltd. Listing Department, Exchange Plaza, Bandra- Kurla Complex Bandra (E), Mumbai – 400 051 Symbol: ROSSELLIND
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Dear Sirs,

Sub.: **Submission of Scrutinizer's Report along with Voting Results of the Extraordinary General Meeting**

In continuation of our letter dated 21<sup>st</sup> April, 2022 enclosing therein the Proceedings of Extraordinary General Meeting (EGM) of the Company held through Video Conferencing / Other Audio Visual Means, please find enclosed further:

- i. The Consolidated Scrutinizer's Report in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as received from Mr. A.K. Labh & Co. Company Secretaries;
- ii. The Voting Results of the EGM of the Company in the format as prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is for your information and further dissemination.

Yours faithfully,  
For **ROSSELL INDIA LTD.**

(N. K. KHURANA)  
**DIRECTOR (FINANCE) AND  
COMPANY SECRETARY**

Encl.: As above

## A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)  
DIM, DHRD, PGHDSM, DIRPM  
Practising Company Secretary



## A. K. LABH & Co.

*Company Secretaries*

40, Weston Street, 3rd Floor, Kolkata - 700 013

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

### **CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014]

**The Chairman  
of the Extraordinary General Meeting of  
Russell India Limited  
Jindal Towers  
Block 'B', 4<sup>th</sup> Floor  
21/1A/3, Darga Road  
Kolkata - 700 017**

*Dear Sir,*

I, Atul Kumar Labh, Practising Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the Extra-ordinary General Meeting (“EGM”) of the members of “*Russell India Limited*” (“*Company*”) held on Thursday, the 21st day of April, 2022 at 04:00 P.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in terms of MCA General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021 and 20/2021 dated 8th December, 2021 (collectively referred as “MCA Circulars”) for the purpose of scrutinizing the electronic voting (“e-voting”) process through remote e-voting and e-voting at the EGM in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, MCA Circulars and the Rules relating to remote e-voting and e-voting at the EGM on the resolutions contained in the Notice of the EGM dated the 28th March, 2022. My responsibility as a scrutinizer for remote e-voting and e-voting at the EGM is restricted to make a Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited (“NSDL”), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the EGM.



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I submit my report as under:

1. The remote e-voting period remained open from 09.00 A.M. IST on Monday, the 18th day of April, 2022 up to 5.00 P.M. IST on Wednesday, the 20th day of April, 2022.
2. The shareholders holding shares as on the "cut off" date, i.e. the 14th day of April, 2022 were entitled to vote on the proposed 3 (Three) resolutions as mentioned in the Notice of the EGM dated the 28th March, 2022.
3. The Company had also provided e-voting facility at the EGM to enable the shareholders attending the EGM through VC / OAVM to cast the votes in case the same had not been cast by them through remote e-voting.
4. The votes were unblocked on Thursday, the 21st day of April, 2022 around 05:15 P.M. IST after the completion of the EGM in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711102 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata – 700060, who are not in employment of the Company.
5. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
6. The combined result of the remote e-voting and e-voting at the EGM [EVEN : 119611] are as under:





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## SPECIAL BUSINESS:

### a) Resolution 1 : Ordinary Resolution

*Re-classification of Authorised Share Capital and consequent alteration in the Memorandum of Association of the Company*

(i) *Voted in favour of the Resolution:*

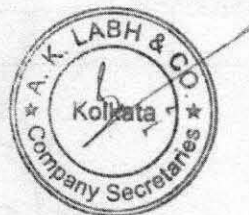
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	62	27594119	
E-voting at EGM	6	114	
<b>Total</b>	<b>68</b>	<b>27594233</b>	<b>99.9996%</b>

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	9	117	
E-voting at EGM	0	0	
<b>Total</b>	<b>9</b>	<b>117</b>	<b>0.0004%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	428665



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### b) Resolution 2 : Special Resolution

*Issuance of Compulsory Convertible Preference Shares to BMG Enterprises Limited, Holding Company being a part of the Promoter Group, on a preferential basis*

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	62	27594119	
E-voting at EGM	6	114	
<b>Total</b>	<b>68</b>	<b>27594233</b>	<b>99.9996%</b>

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	9	117	
E-voting at EGM	0	0	
<b>Total</b>	<b>9</b>	<b>117</b>	<b>0.0004%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	428665



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## c) Resolution 3 : Special Resolution

**Re-appointment of Mr. Krishan Katyal (DIN: 00765487) as an Independent Director**

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	62	27594041	
E-voting at EGM	6	114	
<b>Total</b>	<b>68</b>	<b>27594155</b>	<b>99.9993%</b>

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	9	195	
E-voting at EGM	0	0	
<b>Total</b>	<b>9</b>	<b>195</b>	<b>0.0007%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	428665





## A. K. LABH

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7. The resolutions proposed hereinabove have been passed with requisite majority.
8. The electronic data and e-voting registers shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly  
For A. K. LABH & Co.  
*Company Secretaries*



*(Signature)*  
(CS A. K. LABH)  
*Practising Company Secretary*  
FCS : 4848 / CP No. : 3238  
UIN : S1999WB026800  
PRCN : 1038/2020  
UDIN : F004848D000186425

Place : Kolkata  
Dated : 22.04.2022



# A. K. LABH

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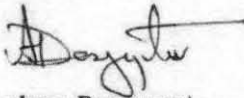
Website : [www.aklabh.com](http://www.aklabh.com)

*Witness:*

1. 

(Narayan Chandra Saha)  
108, Sarat Chatterjee Road  
Howrah - 711102

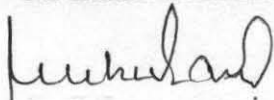


2. 

(Anushree Dasgupta)  
28/N, Dwijen Mukherjee Road, Behala  
Kolkata - 700060

Received the Report of the Scrutinizer

For Rossell India Limited



(N. K. Khurana)  
Director (Finance) and  
Company Secretary  
FCS : 2173





**CONTINUATION**



**ROSSELL INDIA LIMITED**

Date of EGM : 21st April,2022

No. of shareholders present in the meeting either in person or through proxy : NIL

No. of shareholders attended the meeting through Video Conferencing : 72

**RESOLUTION NO. "1"** Re-classification of Authorised Share Capital and consequent alteration in the Memorandum of Association of the Company

Resolution required : Ordinary

Whether promoter / promoter group are interested in the agenda / resolution : No

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
Promoter /Promoter Group	E-voting	27490233	27490233	100.00	27490233	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		27490233	27490233	100.00	27490233	0	100.00
Public -Institution	E-voting	1074929	428665	39.88	428665	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1074929	428665	39.88	428665	0	100.00
Public-Non Institution	E-voting	8131313	104117	1.28	104000	117	99.89	0.11
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8131313	104117	1.28	104000	117	99.89
<b>TOTAL</b>		<b>36696475</b>	<b>28023015</b>	<b>76.36</b>	<b>28022898</b>	<b>117</b>	<b>100.00</b>	<b>0.00</b>

**RESOLUTION NO. "2"** Issuance of Compulsory Convertible Preference Shares to BMG Enterprises Limited, Holding Company being a part of the Promoter Group, on a preferential basis

Resolution required : Special

Whether promoter / promoter group are interested in the agenda / resolution : Yes

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
Promoter /Promoter Group	E-voting	27490233	27490233	100.00	27490233	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		27490233	27490233	100.00	27490233	0	100.00
Public -Institution	E-voting	1074929	428665	39.88	428665	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1074929	428665	39.88	428665	0	100.00
Public-Non Institution	E-voting	8131313	104117	1.28	104000	117	99.89	0.11
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8131313	104117	1.28	104000	117	99.89
<b>TOTAL</b>		<b>36696475</b>	<b>28023015</b>	<b>76.36</b>	<b>28022898</b>	<b>117</b>	<b>100.00</b>	<b>0.00</b>



CONTINUATION



**RESOLUTION NO. "3"** Re-appointment of Mr. Krishan Katyal (DIN: 00765487) as an Independent Director

Resolution required : Special

Whether promoter / promoter group are interested in the agenda / resolution : No

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
Promoter /Promoter Group	E-voting		27490233	100.00	27490233	0	100.00	0
	Poll	27490233	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		27490233	27490233	100.00	27490233	0	100.00
Public -Institution	E-voting		428665	39.88	428665	0	100	0
	Poll	1074929	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		1074929	428665	39.88	428665	0	100
Public-Non Institution	E-voting		104117	1.28	103922	195	99.81	0.19
	Poll	8131313	0	-	0	0	-	-
	Postal Ballot (if applicable)							
	<b>Total</b>		8131313	104117	1.28	103922	195	99.81
<b>TOTAL</b>		36696475	28023015	76.36	28022820	195	100.00	0.00

