



29<sup>th</sup> August, 2023

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 meeting of the Equity Shareholders of RosSELL India Limited held pursuant to the direction of the Hon'ble National Company Law Tribunal, Kolkata Bench ('Hon'ble Tribunal' / "NCLT") vide their Order dated 13<sup>th</sup> July, 2023**

In continuation of our letter dated 25<sup>th</sup> August, 2023 enclosing therein the proceedings of the meeting of the Equity Shareholders of RosSELL India Limited (the Company) held on 25<sup>th</sup> August, 2023 at 11:00 A.M. pursuant to the direction of the Hon'ble National Company Law Tribunal, Kolkata Bench ('Hon'ble Tribunal' / "NCLT") vide their Order dated 13<sup>th</sup> July, 2023 in the Company Application (CAA) No.133/KB/2023 ('Order'), please find enclosed further:

1. 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 Ms. *Neha Somani, Practicing Company Secretary*, the Scrutinizer appointed by NCLT for that purpose;
2. The Voting Results of the said meeting of the Company in the format as prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Voting Results along with the Scrutinizer's Report is also available on the website of the Company at [www.rossellindia.com](http://www.rossellindia.com) and on the website of the National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

You are requested to take the above on records.

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

**NIRMAL KUMAR KHURANA  
DIRECTOR (FINANCE) AND  
COMPANY SECRETARY**



Encl: As above

**Neha Somani**

(Practising Company Secretary, L.L.B.)

8, Camac Street,  
Shantiniketan, 8<sup>th</sup> Floor, Room no.813,  
Kolkata -700017  
Contact No. - +91 9051441471  
Email ID - neha\_somani07@yahoo.in

**SCRUTINIZER'S REPORT**

To,

**Mr. Rahul Auddy, Advocate**

(Chairperson appointed by the Hon'ble National Company Law Tribunal,  
Kolkata Bench (NCLT), in Company Application (CAA) No. 133/KB/2023)

Sir,

**Sub: Consolidated Scrutinizer's Report on Remote E-voting and E-voting at the Hon'ble National Company Law Tribunal, Kolkata Bench, (NCLT) Convened Meeting of ROSSELL INDIA LIMITED held on Friday 25<sup>th</sup> August, 2023**

[In accordance with Section 230(4) read with Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I, **Neha Somani, Practising Company Secretary** had been appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT") vide the order dated July 13, 2023 ("the Order"), in Company Application (CAA) No. 133/KB/2023, for the meeting of the equity shareholders of ROSSELL INDIA LIMITED ("the Company"), in connection with the Scheme of Amalgamation between the Company (Transferee Company) and BMG Enterprises Limited (Transferor Company) and their

respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 ("Scheme"), and provisions

*Somani*

# Neha Somani

(Practising Company Secretary, L.L.B.)

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Kolkata -700017  
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of Section 230 (4) and Section 108 of the Companies Act, 2013 ("Act") and rules made thereunder and Secretarial Standard-2 issued by the Institute of the Company Secretaries of India and in accordance with the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of scrutinizing the votes cast through remote e-voting and e-voting at the meeting by the equity shareholders of the Company in respect of the resolution proposed to be passed at the meeting of the equity shareholders, held on Friday 25<sup>th</sup> August, 2023 at 11 a.m. (IST), through video-conferencing/other audio-visual means ("VC/OAVM"), do hereby submit my report as follows:

- a) The meeting started at 11 a.m. and the equity shareholders present through the VC facility at that time, constituted the valid quorum, as per the Order of the Hon'ble NCLT. The meeting concluded at 11:25 a.m. (including the time allowed for e-voting at the meeting and 30 minutes after the proceedings of the meeting were concluded by the Chairperson)
- b) The notice dated July 24, 2023 along with the statement under Section 230 read with Section 102 and other applicable provisions of the Act and Rule 6 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and accompanying documents as confirmed by the Company, was sent to those equity shareholders of the Company, whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories, through electronic mode, whose e-mail addresses were available with the Company/Depository Participant/ Registrar and Transfer Agent ("RTA"), as the case may be on July 24, 2023.

*Somani*

# Neha Somani

(Practising Company Secretary, L.L.B.)

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- c) The equity shareholders who cast their votes through remote e-voting or e-voting at the meeting, were the equity shareholders as on the cut off date being August 18, 2023, as per the Order of the Hon'ble NCLT.
- d) The Company had appointed National Securities Depository Limited ("NSDL") as the Service Provider, who provided the facilities for casting votes through remote e-voting and e-voting at the meeting.
- e) The remote e-Voting period commenced from Tuesday, August 22, 2023 at 9 a.m. (IST) and ended on Thursday, August 24, 2023 at 5 p.m. (IST).
- f) The e-voting during the meeting ended after 30 minutes from the conclusion of the meeting at 11:25 a.m.
- g) The management of the Company is responsible to ensure compliance with the requirements of the Act and rules made thereunder and the Order relating to voting through remote e-voting and e-voting at the meeting on the resolution stated in the said Notice.
- h) My responsibility as the Scrutinizer for the voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and submit a Scrutinizer's Report on the votes cast "in favour" or "against" the resolution stated in the notice, based on the reports generated from the electronic voting system provided by the NSDL.

*Somani*

# Neha Somani

(Practising Company Secretary, L.L.B.)

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- i) The photocopies of board resolutions under Section 113 of the Act of the corporate shareholders as received from the Company via e-mail are annexed hereto and collectively marked as "**Annexure-A**".

I now submit my consolidated report as under on the result of the remote e-voting and e-voting conducted at the meeting.

## (A) Votes cast by equity shareholders of the Company

	Number of votes (shares) cast through Remote E-voting (1)	Number of Votes (shares) cast through e-voting during the meeting (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
(1) Voted in favour of the resolution	17,53,989	1,000	17,54,989	99.99965
(2) Voted against the resolution	61	NIL	61	0.00035
<b>Total</b>	17,54,050	1,000	17,55,050	100
(3) Invalid votes:	NIL	NIL	NIL	NIL

(B) Votes cast by public shareholders (excluding promoter & promoter group, subsidiaries and associates of the Company) as required under Part 1(A)(10)(b) of the SEBI Scheme Circular.

*Somani*

# Neha Somani

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	Number of votes (shares) cast by public shareholders through Remote E-voting (1)	Number of Votes (shares) cast through e-voting by public shareholders during the meeting (2)	Total (1)+(2)=(3)	% of total number of valid votes cast by public shareholde rs
(1) Voted in favour of the resolution	17,53,989	1,000	17,54,989	99.99965
(2) Voted against the resolution	61	NIL	61	0.00035
<b>Total</b>	<b>17,54,050</b>	<b>1,000</b>	<b>17,55,050</b>	<b>100.0000</b>
(3) Invalid votes:	NIL	NIL	NIL	NIL

Since majority of the equity shareholders, representing more than three-fourths in value of the equity shares of the Company, have voted for the resolution, and the votes cast by the public shareholders in favour of the proposed resolution are more than the number of votes cast by the public shareholders against it, as required under the SEBI Scheme Circular, the proposed resolution stated hereunder is declared as passed with requisite majority:

*Neha Somani*

# Neha Somani

(Practising Company Secretary, L.L.B.)

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***"RESOLVED THAT*** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI Master Circular No. SEBI/HO/CFD/POD2/P/CIR/2023/93 dated 20 June 2023 (SEBI Master Circular) and other applicable SEBI Circulars, the Observation Letter issued by the Stock Exchanges viz. BSE Limited and the National Stock Exchange of India Limited, in this regard (including any statutory modification(s) or re-enactment(s) and circulars issued thereof, for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Kolkata Bench ("Tribunal") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Amalgamation between BMG Enterprises Limited and Rossell India Limited and their respective shareholders ("Scheme"), be and is hereby approved."

*Somani*

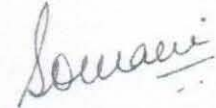


# **Neha Somani**

**(Practising Company Secretary, L.L.B.)**

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All the records pertaining to the remote e-voting and e-voting, as downloaded from the NSDL's portal have been handed over to the Company Secretary, Mr. N.K. Khurana.



**NEHA SOMANI**

**Practising Company Secretary**

**Membership No. A44522**

**COP No. 17322**

**UDIN: A044522E000878047**

**Date: 28.8.2023**

**Place : Kolkata**



ROSSELL INDIA LIMITED

Date of NCLT Convened General Meeting

25TH August, 2023

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

NIL

No. of shareholders attended the meeting through Video Conferencing

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<b>RESOLUTION NO. "1"</b>	Approve the Scheme of Amalgamation between BMG Enterprises Limited ("The Transferor Company") and Rossell India Limited ("The Transferee Company") and their respective shareholders ("Scheme") pursuant to the provisions of Sections 230-232 read with Section 66 and other relevant provisions of the Companies Act, 2013 and rules there under
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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	28198233	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	28198233	0	0.00	0	0	0.00	0.00
Public -Institution	E-voting	1743858	1097700	62.95	1097700	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	1743858	1097700	62.95	1097700	0	100.00	0.00
Public-Non Institution	E-voting	7754384	657350	8.48	657289	61	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	7754384	657350	8.48	657289	61	99.99	0.01
<b>TOTAL</b>		<b>37696475</b>	<b>1755050</b>	<b>4.66</b>	<b>1754989</b>	<b>61</b>	<b>100.00</b>	<b>0.00</b>

