

ROSSELL INDIA LIMITED



29th 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 of the meeting of the Unsecured Creditors of Rosell 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 13th July, 2023

In continuation of our letter dated 25th August, 2023 enclosing therein the proceedings of the meeting of the Unsecured Creditor of Rosell India Limited (the Company) held on 25th August, 2023 at 3:00 P.M. pursuant to the direction of the Hon'ble National Company Law Tribunal, Kolkata Bench ('**Hon'ble Tribunal**' / "**NCLT**") vide their Order dated 13th July, 2023 in the Company Application (CAA) No.133/KB/2023 ('**Order**'), please find enclosed further:

1. The Scrutinizer's Report in compliance with the applicable provisions of Companies Act, 2013 as received from Ms. Neha Somani, Practicing Company Secretary, the Scrutinizer appointed by NCLT for that purpose;

The Scrutinizer's Report is also available on the website of the Company at www.rossellindia.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, 8th 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: Report of the Scrutinizer on the results of voting in the meeting conducted physically of the Unsecured Creditors of ROSSELL INDIA LIMITED, pursuant to the directions issued by the Hon'ble National Company Law Tribunal, Kolkata Bench, in C.A. (CAA) NO. 133/KB/2023, on Friday, 25th August, 2023 at 3 p.m. at Jindal Towers, Block "B" 4th Floor, 21/1A/3, Darga Road, Kolkata-700017.

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 Unsecured Creditors 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

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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 by the Unsecured Creditors of the Company in respect of the resolution proposed to be passed at the physical meeting of Unsecured Creditors, held on Friday, 25th August, 2023 at 3 p.m. (IST), do hereby submit my report as follows:

- a) The meeting started at 3 p.m. and the Unsecured Creditors present at that time constituted the valid quorum, as per the Order of the Hon'ble NCLT. The meeting concluded at 3:45 p.m.
- 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, were issued to the Unsecured Creditors whose names appeared in the List of Unsecured Creditors as on December 31, 2022 which was certified by the statutory auditor and annexed to the Company Application.
- c) The Company had provided, to its Unsecured Creditors, facility to exercise their right to vote on the resolution contained in the Notice calling the Meeting through polling paper at the venue of the meeting.
- d) The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and

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Rules thereunder relating to voting through polling paper at the meeting on the resolution contained in the Notice.

- e) My responsibility as a scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and give my report, based on the ballots submitted by the Unsecured Creditors/proxies/representatives at the Meeting.

Further to above, I submit my report as under:

- f) The Unsecured Creditors of the Company as on the "cut-off" date, as specified in the Notice, i.e., December 31, 2022 were entitled to vote on the resolution as set out in the Notice calling the Meeting and their voting rights were in proportion to their outstanding amount as on the cut-off date.
- g) After the time fixed for closure of the Ballot box by the Chairman, the ballots were reconciled with the records maintained by the Company and the authorizations lodged with the Company.
- h) The votes cast through polling paper at the meeting were scrutinized by me after the conclusion of the Meeting.
- i) The resolution as set out in the Notice calling the meeting of Unsecured Creditors ("**Resolution**") is reproduced below:-

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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/POD-2/P/CIR/2023/93 dated 20 June 2023 (SEBI Master Circular) and other applicable SEBI Circulars, 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;

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j) The results of voting at the Meeting, on the Resolution, scrutinized by me, are as under:

VOTES CAST BY UNSECURED CREDITORS

Sl. No.	Name of the Unsecured Creditors	Amount	No. of votes
		Outstanding as on 31.12.2022 (Rs.)	
1.	ICICI Bank	100,000,000	100,000,000
2.	Shyam Traders	4,174,354	4,174,354
3.	Rajshahi Bianijya Pvt Ltd	1,660,408	1,660,408
4.	ABC Tea Workers Welfate Services	975,498	975,498
5.	Agricultural Services	447,456	447,456
6.	Machine Parts Manufacturing Co	252,042	252,042
7.	Swastika Enterprises	236,549	236,549
8.	Crop Care	182,784	182,784
9.	Subir Paul	174,813	174,813
10.	Holtzman Systems Pvt Ltd	61,456	61,456
11.	Eastern India Tea Spares	50,313	50,313
12.	Tide Water Oil Co (India) Ltd	47,177	47,177
13.	Assam (Road) Travels Pvt Ltd	27,148	27,148
14.	M V Vinimpex	15,045	15,045
TOTAL		108,305,043	108,305,043

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VOTES REJECTED BEING DEFECTIVE

Sl. No.	Name of the Unsecured Creditors	Amount Outstanding (Rs.)	No. of votes
	NIL	NIL	NIL

Mode of voting	Votes in favour of the Resolution			Invalid Votes			Votes against the Resolution
	No. of Creditors	No of Valid Votes	%	No. of Creditors	No of invalid votes	%	No. of Votes
Ballot at the meeting	14	14	100%	0	0	0	0
Total	14	14	100%	0	0	0	0

k) In view of the above scrutiny, I hereby certify that the abovementioned resolution has been approved and passed by requisite majority by the Unsecured Creditors of the Company present and voting as required under the provisions of the Companies Act, 2013.

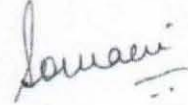
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- 1) The polling papers, copies of the authorization letters, Aadhar cards, attendance slips are collectively annexed hereto and marked as "Annexure-A".



NEHA SOMANI

Practising Company Secretary

Membership No. A44522

COP No. 17322

UDIN: A044522E000878047

Date: 28.8.2023

Place : Kolkata