

# ROSSELL INDIA LIMITED



10<sup>th</sup> September, 2021

Department of Corporate Services BSE Limited Ground Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai – 400 001 Scrip Code: 533168	National Stock Exchange of India Limited Listing Department, Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051 Symbol : ROSSELLIND	The Secretary The Calcutta Stock Exchange Ltd., 7, Lyons Range, Kolkata – 700 001
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**Sub: Submission of Scrutinizer's Report along with Voting Results of the 27<sup>th</sup> Annual General Meeting**

Dear Sir,

In continuation of our letter dated 9<sup>th</sup> September, 2021 enclosing therein the Proceedings of 27<sup>th</sup> Annual General Meeting of the Company held through Video Conferencing / Other Audio Visual Means, 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 M/s. A.K. Labh & Co., Company Secretaries.
- 2) The Voting Results of the 27<sup>th</sup> AGM 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 27<sup>th</sup> Annual General Meeting of  
Rossell 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 27<sup>th</sup> Annual General Meeting (“AGM”) of the members of “*Rossell India Limited*” (“*Company*”) held on Thursday, the 9<sup>th</sup> day of September, 2021 at 02:00 P.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in terms of MCA Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 read with earlier MCA Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 20/2020 dated 5th May, 2020 (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 AGM 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 AGM on the resolutions contained in the Notice of the AGM dated the 29<sup>th</sup> day of June, 2021. My responsibility as a scrutinizer for remote e-voting and e-voting at the AGM 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 AGM.



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I submit my report as under :

1. The remote e-voting period remained open from 9.00 A.M. IST on Monday, the 6<sup>th</sup> day of September, 2021 up to 5.00 P.M. IST on Wednesday, the 8<sup>th</sup> day of September, 2021.
2. The shareholders holding shares as on the "cut off" date, i.e. the 1<sup>st</sup> day of September, 2021 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the Notice of the AGM dated the 29<sup>th</sup> day of June, 2021.
3. The Company had also provided e-voting facility at the AGM to enable the shareholders attending the AGM 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 9<sup>th</sup> day of September, 2021 around 04:15 P.M. IST after the completion of the AGM 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 AGM [EVEN : 116682] are as under:



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## <A> ORDINARY BUSINESS:

### a) Resolution 1

To consider and adopt the Audited Standalone and Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2021 together with the Reports of the Directors and Auditors thereon

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	106	27511789	
E-voting at AGM	1	150	
<b>Total</b>	<b>107</b>	<b>27511939</b>	<b>99.9980%</b>

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	534	
E-voting at AGM	2	4	
<b>Total</b>	<b>9</b>	<b>538</b>	<b>0.0020%</b>

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



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## b) Resolution 2

*To declare Dividend of Re. 0.30 per Equity Share of Rs. 2/- each for the Financial Year ended 31st March, 2021*

(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	107	27511829	
E-voting at AGM	1	150	
<b>Total</b>	<b>108</b>	<b>27511979</b>	<b>99.9980%</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	7	534	
E-voting at AGM	2	4	
<b>Total</b>	<b>9</b>	<b>538</b>	<b>0.0020%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



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## c) Resolution 3

*To appoint a Director in place of Mr. H. M. Gupta (DIN - 00065973), who retires by rotation and, being eligible, offers himself for re-appointment*

(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	103	24156187	
E-voting at AGM	3	154	
<b>Total</b>	<b>106</b>	<b>24156341</b>	<b>99.9977%</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	7	552	
E-voting at AGM	0	0	
<b>Total</b>	<b>7</b>	<b>552</b>	<b>0.0023%</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	769203



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## <B> SPECIAL BUSINESS:

### d) Resolution 4 : Special Resolution

*To re-appoint Mr. H. M. Gupta (DIN - 00065973) as the Managing Director designated as Executive Chairman of the Company*

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

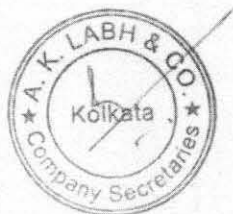
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	103	24156187	
E-voting at AGM	3	154	
<b>Total</b>	<b>106</b>	<b>24156341</b>	<b>99.9977%</b>

#### (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	7	552	
E-voting at AGM	0	0	
<b>Total</b>	<b>7</b>	<b>552</b>	<b>0.0023%</b>

#### (iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



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## e) Resolution 5 : Special Resolution

*To re-appoint Mr. R. M. Gupta (DIN - 05259454) as a Whole Time Director 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	103	24156187	
E-voting at AGM	3	154	
<b>Total</b>	<b>106</b>	<b>24156341</b>	<b>99.9977%</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	7	552	
E-voting at AGM	0	0	
<b>Total</b>	<b>7</b>	<b>552</b>	<b>0.0023%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0





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## f) Resolution 6 : Ordinary Resolution

*To ratify the remuneration payable to M/s. Shome & Banerjee, Cost Accountants as Cost Auditors, for the Financial Year 2021-2022*

(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	104	27511051	
E-voting at AGM	3	154	
<b>Total</b>	<b>107</b>	<b>27511205</b>	<b>99.9952%</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	10	1312	
E-voting at AGM	0	0	
<b>Total</b>	<b>10</b>	<b>1312</b>	<b>0.0048%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



## A. K. LABH

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7. All 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

(CS A. K. LABH)  
Practising Company Secretary  
FCS : 4848 / CP No. : 3238  
UIN : S1999WB026800  
PRCN : 1038/2020  
UDIN : F004848C000930344



Place: Kolkata

Dated: 10.09.2021



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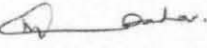
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*Witness :*

1. 

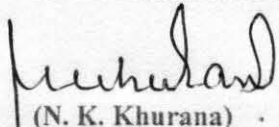
(Narayan Chandra Saha)  
108, Sarat Chatterjee Road  
Howrah - 711102

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



**ROSSELL INDIA LIMITED**

Date of AGM

: 9th September, 2021

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

: NIL

No. of shareholders attended the meeting through Video Conferencing

: 81

<b>RESOLUTION NO. "1"</b>	<b>To consider and adopt the Audited Standalone and Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2021 together with the Reports of the Directors and Auditors thereon.</b>
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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	100.0000	27490233	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	27490233	27490233	100.0000	27490233	0	100.0000	0
Public -Institution	E-voting	92524	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	92524	0	0	0	0	0	0
Public-Non Institution	E-voting	9113718	22244	0.2441	21706	538	97.5814	2.42
	Poll		-	-	0	0	-	-
	Postal Ballot (if applicable)							
	<b>Total</b>	9113718	22244	0.2441	21706	538	97.5814	2.42
<b>TOTAL</b>		36696475	27512477	74.9731	27511939	538	99.9980	0.0020



RESOLUTION NO. "2"	To declare Dividend of Re. 0.30 per Equity Share of Rs. 2/- each for the Financial Year ended 31st March, 2021.
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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	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	93.1657	27490233	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	27490233	27490233	93.1657	27490233	0	100.0000	0
Public -Institution	E-voting	92524	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	92524	0	0	0	0	0	0
Public-Non Institution	E-voting	9113718	22284	0.2445	21746	538	97.5857	2.41
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)							
	Total	9113718	22284	0.2445	21746	538	97.5857	2.41
<b>TOTAL</b>		<b>36696475</b>	<b>27512517</b>	<b>74.9732</b>	<b>27511979</b>	<b>538</b>	<b>99.9980</b>	<b>0.0020</b>



<b>RESOLUTION NO. "3"</b>	<b>To appoint a Director in place of Mr. H. M. Gupta (DIN - 00065973), who retires by rotation, and, being eligible offers himself for re-appointment.</b>
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Resolution required : Ordinary

Whether promoter / promoter gorup 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 fvour on votes polled	% of Votes against on votes polled
Promoter /Promoter Group	E-voting	27490233	24134609	87.7934	24134609	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	27490233	24134609	87.7934	24134609	0	100.0000	0
Public -Institution	E-voting	92524	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	92524	0	0	0	0	0	0
Public-Non Institution	E-voting	9113718	22284	0.2445	21732	552	97.5229	2.48
	Poll		0	-	0	0	#DIV/0!	-
	Postal Ballot (if applicable)							
	Total	9113718	22284	0.2445	21732	552	97.5229	2.48
<b>TOTAL</b>		<b>36696475</b>	<b>24156893</b>	<b>65.8289</b>	<b>24156341</b>	<b>552</b>	<b>99.9977</b>	<b>0.00229</b>



<b>RESOLUTION NO. "4"</b>	<b>To re-appoint Mr. H. M. Gupta (DIN: 00065973) as the Managing Director designated as Executive Chairman of the Company</b>
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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	27490233	24134609	87.7934	24134609	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	27490233	24134609	87.7934	24134609	0	100.0000	0
Public -Institution	E-voting	92524	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	92524	0	0	0	0	0	0
Public-Non Institution	E-voting	9113718	22284	0.2445	21732	552	97.5229	2.48
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)							
	Total	9113718	22284	0.2445	21732	552	97.5229	2.48
<b>TOTAL</b>		<b>36696475</b>	<b>24156893</b>	<b>65.8289</b>	<b>24156341</b>	<b>552</b>	<b>99.9977</b>	<b>0.00229</b>



<b>RESOLUTION NO. "5"</b>	<b>To re-appoint Mr. R. M. Gupta (DIN - 05259454) as a Whole Time Director of the Company.</b>
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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	27490233	24134609	87.7934	24134609	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	27490233	24134609	87.7934	24134609	0	100.0000	0
Public -Institution	E-voting	92524	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	92524	0	0	0	0	0	0
Public-Non Institution	E-voting	9113718	22284	0.2445	21732	552	97.5229	2.48
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)							
	Total	9113718	22284	0.2445	21732	552	97.5229	2.48
<b>TOTAL</b>		<b>36696475</b>	<b>24156893</b>	<b>65.8289</b>	<b>24156341</b>	<b>552</b>	<b>99.9977</b>	<b>0.00229</b>





<b>RESOLUTION NO. "6"</b>	<b>To ratify the remuneration payable to M/s. Shome &amp; Banerjee, Cost Accountants as Cost Auditors, for the Financial Year 2021-2022.</b>
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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	100.0000	27490233	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	27490233	27490233	100.0000	27490233	0	100.0000	0
Public -Institution	E-voting	92524	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	92524	0	0	0	0	0	0
Public-Non Institution	E-voting	9113718	22284	0.2445	20972	1312	94.1124	5.89
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)							
	Total	9113718	22284	0.2445	20972	1312	94.1124	5.89
<b>TOTAL</b>		<b>36696475</b>	<b>27512517</b>	<b>74.9732</b>	<b>27511205</b>	<b>1312</b>	<b>99.9952</b>	<b>0.00477</b>

