

# ROSSELL INDIA LIMITED



Date: 9<sup>th</sup> August, 2019

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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Dear Sir,

**Sub: Submission of Scrutinizer's Report along with Voting Results of the 25<sup>th</sup> Annual General Meeting**

In continuation to our earlier letter of even date, 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 25<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  
Practicing 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](mailto:aklabh@aklabh.com) / [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com)

Website : [www.aklabh.com](http://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 25<sup>th</sup> Annual General Meeting of  
Russell India Limited  
Jindal Towers  
Block 'B', 4<sup>th</sup> Floor  
21/1A/3, Darga Road  
Kolkata-700017**

*Dear Sir,*

I, Atul Kumar Labh, Practicing 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 25<sup>th</sup> Annual General Meeting of the members of "**Russell India Limited**" ("**Company**") held on Friday, 9<sup>th</sup> August, 2019 at Kala Kunj, 48, Shakespeare Sarani, Kolkata-700017 at 10.30 A.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process 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 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 24<sup>th</sup> May, 2019. My responsibility as a scrutinizer for remote e-voting and voting through physical ballots 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) and of voting through physical ballots as provided by M/s. C B Management Services (P) Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.



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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 Tuesday, the 6<sup>th</sup> August, 2019 up to 5.00 P.M. IST on Thursday, the 8<sup>th</sup> August, 2019.
2. The Shareholders holding shares as on the "cut off" date, i.e. 2<sup>nd</sup> August, 2019 were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the Notice dated 24<sup>th</sup> May, 2019 of the Annual General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
4. The locked ballot box was subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Friday, the 9<sup>th</sup> August, 2019 around 12:50 P.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Rachana Agarwal, residing at 162/2, Benaras Road, Salkia, Howrah - 711106 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata - 700060 who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [EVEN : 110930] and votes casted through physical ballot papers distributed at the AGM venue are as under:



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## <A> ORDINARY BUSINESS:

### a) Resolution 1

*To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with the Reports of the Directors and Auditors thereon*

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

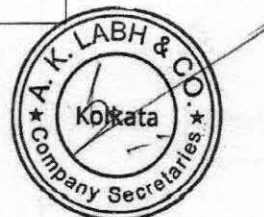
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	12	27480004	
Voting by ballot	11	162	
<b>Total</b>	<b>23</b>	<b>27480166</b>	<b>100.00000%</b>

(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	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00000%</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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### b) Resolution 2

*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	10	25602243	
Voting by ballot	11	162	
<b>Total</b>	<b>21</b>	<b>25602405</b>	<b>99.99996%</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	1	10	
Voting by ballot	0	0	
<b>Total</b>	<b>1</b>	<b>10</b>	<b>0.00004%</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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<B> **SPECIAL BUSINESS:**

c) **Resolution 3 : Ordinary Resolution**

*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	11	27479994	
Voting by ballot	11	162	
<b>Total</b>	<b>22</b>	<b>27480156</b>	<b>99.99996%</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	1	10	
Voting by ballot	0	0	
<b>Total</b>	<b>1</b>	<b>10</b>	<b>0.00004%</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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## d) Resolution 4 : Ordinary Resolution

*Appointment of Mr. Ajai Shukla (DIN: 06459352) 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	11	27479994	
Voting by ballot	11	162	
<b>Total</b>	<b>22</b>	<b>27480156</b>	<b>99.99996%</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	1	10	
Voting by ballot	0	0	
<b>Total</b>	<b>1</b>	<b>10</b>	<b>0.00004%</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 : Ordinary Resolution

### *Ratification of Cost Auditor's Remuneration*

(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	11	27479994	
Voting by ballot	11	162	
<b>Total</b>	<b>22</b>	<b>27480156</b>	<b>99.99996%</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	1	10	
Voting by ballot	0	0	
<b>Total</b>	<b>1</b>	<b>10</b>	<b>0.00004%</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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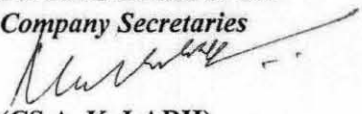
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8. All the resolutions proposed hereinabove have been passed with requisite majority.
9. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the 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)  
Practicing Company Secretary  
FCS - 4848 / CP No. - 3238



Place: Kolkata  
Dated: 09.08.2019



## A. K. LABH

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*Witness:*

1. *Rachana Agarwal*

(Rachana Agarwal)  
162/2, Benaras Road, Salkia  
Howrah 711106

2. *Anushree Dasgupta*

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



Received the Report of the Scrutinizer  
For Rossell India Limited

*N. K. Khurana*

(N. K. Khurana)  
Director (Finance) and  
Company Secretary



ROSSELL INDIA LIMITED

Date of AGM / EGM

: 9th August, 2019

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

:  
:  
: 2  
: 172

No. of shareholders attended the meeting through Video Conferencing

:  
:  
: NIL  
: NIL

RESOLUTION NO. "1"	Adoption of the Audited Financial Statements relating to the Financial Year ended 31st March 2019, and Auditors Report and Directors report thereon
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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		27475233	100.0000	27475233	0	100.0000	0
	Poll	27475233	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	27475233	27475233	100.0000	27475233	0	100.0000	0
Public -Institution	E-voting		0	0	0	0	0	0
	Poll	2939049	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2939049	0	0	0	0	0	0
Public-Non Institution	E-voting		4771	0.0759	4771	0	96.7160	-
	Poll	6282193	162	0.0026	162	0	3.2840	-
	Postal Ballot (if applicable)							
	Total	6282193	4933	0.0785	4933	0	100.0000	-
<b>TOTAL</b>		<b>36696475</b>	<b>27480166</b>	<b>74.8850</b>	<b>27480166</b>	<b>0</b>	<b>100.0000</b>	<b>-</b>



<b>RESOLUTION NO. "2"</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 group are interested in the agenda / resolution : Yes

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	27475233	25597482	93.1657	25597482	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	27475233	25597482	93.1657	25597482	0	100.0000	0
Public -Institution	E-voting	2939049	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2939049	0	0	0	0	0	0
Public-Non Institution	E-voting	6282193	4771	0.0759	4761	10	96.5133	0.20
	Poll		162	0.0026	162	0	3.2840	-
	Postal Ballot (if applicable)							
	Total	6282193	4933	0.0785	4923	10	99.7973	0.20
<b>TOTAL</b>		<b>36696475</b>	<b>25602415</b>	<b>69.7680</b>	<b>25602405</b>	<b>10</b>	<b>100.0000</b>	<b>0.0000</b>

<b>RESOLUTION NO. "3"</b>	<b>To appointment Mr Krishan Katyal (DIN 00765487) as an Independent Director of the Company</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		27475233	100.0000	27475233	0	100.0000	0

	Poll	27475233	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	27475233	27475233	100.0000	27475233	0	100.0000	0
<b>Public -Institution</b>	E-voting		0	0	0	0	0	0
	Poll	2939049	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	2939049	0	0	0	0	0	0
<b>Public-Non Institution</b>	E-voting		4771	0.0759	4761	10	96.5133	0.20
	Poll	6282193	162	0.0026	162	0	100.0000	-
	Postal Ballot (if applicable)							
	<b>Total</b>	6282193	4933	0.0785	4923	10	99.7973	0.20
<b>TOTAL</b>		36696475	27480166	74.8850	27480156	10	100.0000	0.00004

<b>RESOLUTION NO. "4"</b>	<b>To appointment Mr Ajai Shukla (DIN 06459352) as an Independent Director of the Company.</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		27475233	100.0000	27475233	0	100.0000	0
	Poll	27475233	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	27475233	27475233	100.0000	27475233	0	100.0000	0
Public -Institution	E-voting		0	0	0	0	0	0
	Poll	2939049	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	2939049	0	0	0	0	0	0
Public-Non Institution	E-voting		4771	0.0759	4761	10	96.5133	0.20
	Poll	6282193	162	0.0026	162	0	3.2840	-
	Postal Ballot (if applicable)							
	<b>Total</b>	6282193	4933	0.0785	4923	10	99.7973	0.20

*Handwritten signature*

<b>TOTAL</b>		36696475	27480166	74.8850	27480156	10	100.0000	0.00004
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**RESOLUTION NO. "5"** To ratify the remuneration payable to M/s Shome & Banerjee, Cost Accountants as Cost Auditors.

Resolution required : Ordinary

Whether promoter / promoter gorup 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		27475233	100.0000	27475233	0	100.0000	0
	Poll	27475233	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	27475233	27475233	100.0000	27475233	0	100.0000	0
Public -Institution	E-voting		0	0	0	0	0	0
	Poll	2939049	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	2939049	0	0	0	0	0	0
Public-Non Institution	E-voting		4771	0.0759	4761	10	96.5133	0.20
	Poll	6282193	162	0.0026	162	0	3.2840	-
	Postal Ballot (if applicable)							
	<b>Total</b>	6282193	4933	0.0785	4923	10	99.7973	0.20
<b>TOTAL</b>		36696475	27480166	74.8850	27480156	10	100.0000	0.00004