

ROSSELL INDIA LIMITED



21st 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.: **Outcome of Extraordinary General Meeting of the Company**

Further to our letter dated 28th March, 2022, kindly be advised that in compliance with the various circulars issued by Ministry of Corporate Affairs (MCA), the Extraordinary General Meeting (EGM) of the Company, as convened, was held today, i.e. 21st April, 2022, from 4:00 P.M. (IST) onwards through two way Video Conference (VC)/ Other Audio Visual Means (OAVM) facility using NSDL virtual meeting platform.

In terms of Regulation 30 read with Para A, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the copy of the proceedings of EGM of the Company.

Kindly take the above on your record.

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


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

Encl.: as above



Proceedings of Extraordinary General Meeting ('EGM' or 'General Meeting') of Rossell India Limited (the Company) held on Thursday, 21st April 2022 at 4:00 PM through Video Conferencing/Other Audio-Visual Means (OAVM).

The EGM of Members of the Company was held today i.e. 21st April, 2022 through Video Conferencing/Other Audio-Visual Means at 4:00 p.m. (IST). Mr. N.K. Khurana, Director (Finance) and Company Secretary opened the proceedings and welcomed all the Members of the Company, Chairman as well as the Directors present and thereafter he handed over to Mr. H. M Gupta, Executive Chairman of the Company to conduct the Meeting.

Mr. H.M. Gupta, Executive Chairman chaired the proceedings of the Meeting. He informed that the EGM was conducted through VC/OAVM facility in accordance with the circulars issued by Ministry of Corporate Affairs (MCA) and advised that all out efforts were made by the Company under the prevailing circumstances to enable Members to participate through Video Conference and vote at this EGM.

The requisite quorum being present, the Meeting was called to order by the Chairman. At the request of the Chairman, all Directors introduced themselves. The Chairperson of the Nomination & Remuneration Committee, Stakeholders Relationship Committee and CSR Committee were present at the Meeting. The Chairman of the Audit Committee could not participate due to technical glitches. Thus, in effect all the Board Members were present at the Meeting except one. The Chairman confirmed the presence of Scrutinizer for the remote e-voting and e-voting during the EGM

The Company Secretary provided general instructions to the Members regarding participation in the Meeting and called upon the Chairman to address the Members.

The Chairman highlighted, the requirement of re-classification of Authorised Share Capital of the Company by creating Preference Shares and thereafter issue and allotment of 0.01% Compulsory Convertible Preference Share to BMG Enterprises Limited, the Holding Company and Re-appointment of one of the Independent Director of the Company Mr. Kishan Katyal for his second term. The attention of the Members were also drawn towards the intimation given to Stock Exchanges viz. NSE and BSE on 21st March, 2022, about the proposal for scheme of Arrangement between our Company and the Holding Company, BMG Enterprises Limited and indicated that their consent shall be sought for the proposal in due course.

Thereafter, with the consent of the shareholders, Chairman announced that the Notice convening the EGM along with corrigendum were taken as read. The agenda items of the Notice of EGM were stated for information of the members.

The Chairman informed that pursuant to the provisions of the Companies Act, 2013, the rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility to the members to cast their vote through remote evoting which commenced from Monday, 18th April, 2022 (9.00 a.m. IST) and ended on Wednesday, 20th April, 2022 (5.00 p.m. IST). During this period, all Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, 14th April, 2022, had the opportunity to cast their votes electronically. The Members were informed that the facility for voting through e-voting system provided by NSDL was made available during the General Meeting and shall continue for 30 minutes after the conclusion of the EGM for Members, who had not cast their vote prior to the Meeting.



CONTINUATION



At this stage, the Chairman invited Members who had pre-registered themselves as speakers, to raise queries, offer comments or seek clarifications, if any. A total of 3 Members sought clarification on various issues which covered, inter alia, the rationale behind fund infusion by the promoters of the Company and updates on Company's Aviation Business as well as Tea Business.

The Chairman, thereafter, thanked all the Members for raising meaningful and pertinent questions. The Chairman and the Whole Time Director responded to the queries raised by the Members and provided clarifications/ explanation wherever required.

The Chairman then announced that Mr. A. K. Labh, Practicing Company Secretary, was appointed as the Scrutinizer to scrutinize the e-voting process and requested the Members to continue to vote through electronic system, if not already voted through remote e-voting. He stated that e-voting results along with the Consolidated Scrutinizers Report shall be advised to the Stock Exchanges and also be placed on website of the Company and on the website of NSDL, the e-voting agency within two working days.

At the end, Chairman thanked and expressed his gratitude towards all the stakeholders of the Company including the shareholders, business associates, employees, customers and other Directors for their valuable contribution to the Company.

The meeting was concluded by the Company Secretary by extending a hearty vote of thanks to the Chair and other Directors for attending this Meeting.

The Company Secretary also thanked all the Members for attending this General Meeting.

The meeting finally concluded at 4:40 P.M.

