

ROSSELL INDIA LIMITED



11th August, 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.: **Submission of Scrutinizer's Report along with Voting Results of the 28th Annual General Meeting of the Company**

In continuation of our letter dated 9th August, 2022 enclosing therein the Proceedings of 28th Annual General Meeting (AGM) 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, the Scrutinizer appointed for that purpose;
2. The Voting Results of the 28th 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.**

(NIRMAL KUMAR 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 28th Annual General Meeting of
Rossell India Limited
Jindal Towers, Block 'B', 4th 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 28th Annual General Meeting (“AGM”) of the members of “*Rossell India Limited*” (“*Company*”) held on Tuesday, the 9th day of August, 2022 at 02:30 P.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in terms of MCA Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021 and 02/2022 dated 5th May, 2022 (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 27th day of May, 2022. 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 09:00 A.M. IST on Friday, the 5th day of August, 2022 up to 5:00 P.M. IST on Monday, the 8th day of August, 2022.
2. The shareholders holding shares as on the "cut off" date, i.e. the 31st day of July, 2022 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the Notice of the AGM dated the 27th day of May, 2022.
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 Tuesday, the 9th day of August, 2022 around 05:15 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 : 120410] are as under:



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<A> ORDINARY BUSINESS:

a) Resolution 1

To consider and adopt a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the Reports of the Directors and Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the Reports of the 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	110	27572353	
E-voting at AGM	7	254361	
Total	117	27826714	99.99996%

(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	5	11	
E-voting at AGM	0	0	
Total	5	11	0.00004%

(iii) *Invalid Votes:*

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	556525



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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, 2022

(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	110	27572353	
E-voting at AGM	7	254361	
Total	117	27826714	99.99996%

(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	5	11	
E-voting at AGM	0	0	
Total	5	11	0.00004%

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c) Resolution 3

To appoint a Director in place of Mr. N. K. Khurana (DIN: 00123297), 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	107	27563433	
E-voting at AGM	7	254361	
Total	114	27817794	99.99996%

(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	5	11	
E-voting at AGM	0	0	
Total	5	11	0.00004%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	556525



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d) Resolution 4 : Ordinary Resolution

To re-appoint the Statutory Auditors 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	110	27572353	
E-voting at AGM	7	254361	
Total	117	27826714	99.99996%

(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	5	11	
E-voting at AGM	0	0	
Total	5	11	0.00004%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	556525



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 SPECIAL BUSINESS:

e) Resolution 5 : Special Resolution

To re-appoint Mr. Rahul Bhatnagar (DIN: 07268064) as an Independent Director of the Company

(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	110	27572353	
E-voting at AGM	7	254361	
Total	117	27826714	99.99996%

(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	5	11	
E-voting at AGM	0	0	
Total	5	11	0.00004%

(iii) *Invalid* Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	556525



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f) Resolution 6 : Special Resolution

To approve the payment of Commission to Non-Executive Directors

(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	108	27571853	
E-voting at AGM	4	23576	
Total	112	27595429	99.16880%

(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	511	
E-voting at AGM	3	230785	
Total	10	231296	0.83120%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	556525



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g) Resolution 7 : Ordinary Resolution

To ratify the remuneration payable to M/s. Shome & Banerjee, Cost Accountants as Cost Auditors, for the Financial Year 2022-2023

(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	110	27572353	
E-voting at AGM	7	254361	
Total	117	27826714	99.99996%

(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	5	11	
E-voting at AGM	0	0	
Total	5	11	0.00004%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	556525



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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)
Practicing Company Secretary
FCS - 4848 / CP No. - 3238
UIN : S1999WB026800
PRCN : 1038/2020
UDIN : F004848D000781800

Place: Kolkata
Dated: 11.08.2022



A. K. LABH

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DIM, DHRD, PGHDSM, DIRPM
Practising Company Secretary



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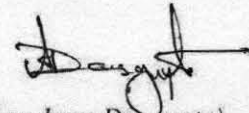
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

Witness:

1. 

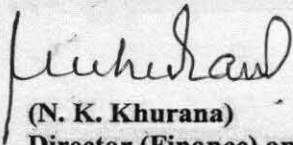
(Narayan Chandra Saha)
108, Sarat Chatterjee Road
Howrah - 711102

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 August, 2022

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

No. of shareholders attended the meeting through Video Conferencing : 94

RESOLUTION NO. "1"	To consider and adopt a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the Reports of the Directors and Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the Reports of the Auditors 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	27490233	27490233	100.00	27490233	0	100.00	0
	Poll		-	-	-	-	-	0
	Postal Ballot (if applicable)		-	-	-	-	-	0
	Total	27490233	27490233	100.00	27490233	0	100.00	0
Public -Institution	E-voting	1223308	556525	45.4934	556525	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1223308	556525	45.4934	556525	0	100.00	0.00
Public-Non Institution	E-voting	7982934	336492	4.2151	336481	11	99.9967	0.0033
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	7982934	336492	4.2151	336481	11	99.9967	0.0033
TOTAL		36696475	28383250	77.3460	28383239	11	100.00	0.00



RESOLUTION NO. "2"	To declare Dividend of Re. 0.30 per Equity Share of Rs. 2/- each for the Financial Year ended 31st March, 2022
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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	100.00	27490233	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		27490233	27490233	100.00	27490233	0	100.00
Public -Institution	E-voting	1223308	556525	45.4934	556525	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1223308	556525	45.4934	556525	0	100.00
Public-Non Institution	E-voting	7982934	336492	4.2151	336481	11	99.9967	0.0033
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		7982934	336492	4.2151	336481	11	99.9967
TOTAL		36696475	28383250	77.3460	28383239	11	100.00	0.00



RESOLUTION NO. "3"	To appoint a Director in place of Mr. N. K. Khurana (DIN - 00123297), who retires by rotation, and, being eligible, offers himself for re- appointment.
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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	100.00	27490233	0	100.00	0
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total	27490233	27490233	100.00	27490233	0	100.00	0
Public -Institution	E-voting	1223308	556525	45.4934	556525	0	100.00	0.00
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total	1223308	556525	45.4934	556525	0	100.00	0.00
Public-Non Institution	E-voting	7982934	327572	4.1034	327561	11	99.9966	0.0034
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total	7982934	327572	4.1034	327561	11	99.9966	0.0034
TOTAL		36696475	28374330	77.3217	28374319	11	100.00	0.00



RESOLUTION NO. "4" To re-appoint the Statutory Auditors of the Company.

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	100.00	27490233	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		27490233	27490233	100.00	27490233	0	100.00
Public -Institution	E-voting	1223308	556525	45.4934	0	556525	0.00	100.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1223308	556525	45.4934	0	556525	0.00
Public-Non Institution	E-voting	7982934	336492	4.2151	336481	11	99.9967	0.0033
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		7982934	336492	4.2151	336481	11	99.9967
TOTAL		36696475	28383250	77.3460	27826714	556536	98.0392	1.9608



RESOLUTION NO. "5"	To re-appoint Mr. Rahul Bhatnagar (DIN: 07268064) as an Independent Director of the Company.
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Resolution required : Special

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	100.00	27490233	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		27490233	27490233	100.00	27490233	0	100.00
Public -Institution	E-voting	1223308	556525	45.4934	556525	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1223308	556525	45.4934	556525	0	100.00
Public-Non Institution	E-voting	7982934	336492	4.2151	336481	11	99.9967	0.0033
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		7982934	336492	4.2151	336481	11	99.9967
TOTAL		36696475	28383250	77.3460	28383239	11	100.00	0.00



RESOLUTION NO. "6"	To approve the payment of Commission to Non-Executive Directors.
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Resolution required : Special

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	100.00	27490233	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		27490233	27490233	100.00	27490233	0	100.00
Public -Institution	E-voting	1223308	556525	45.4934	556525	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1223308	556525	45.4934	556525	0	100.00
Public-Non Institution	E-voting	7982934	336492	4.2151	105196	231296	31.2626	68.7374
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		7982934	336492	4.2151	105196	231296	31.2626
TOTAL		36696475	28383250	77.3460	28151954	231296	99.1851	0.8149



RESOLUTION NO. "7"	To ratify the remuneration payable to M/s. Shome & Banerjee, Cost Accountants as Cost Auditors, for the Financial Year 2022-2023.
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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	100.00	27490233	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		27490233	27490233	100.00	27490233	0	100.00
Public -Institution	E-voting	1223308	556525	45.4934	0	556525	0.00	100.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1223308	556525	45.4934	0	556525	0.00
Public-Non Institution	E-voting	7982934	336492	4.2151	336481	11	99.9967	0.0033
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		7982934	336492	4.2151	336481	11	99.9967
TOTAL		36696475	28383250	77.3460	27826714	556536	98.0392	1.9608

