

ROSSELL INDIA LIMITED



August 08, 2014

Department of Corporate Services
BSE Limited
Ground Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai - 400 001

Dear Sirs,

Scrip Code : 533168
Scrip ID : ROSSELL INDIA
Outcome of 20th Annual General Meeting

We write to advise you that the Members of the Company, at the 20th Annual General Meeting (AGM) held on August 06, 2014, have approved all the following items by way of E-voting process:

1. Adoption of the Audited Financial Statement for the financial year ended March 31, 2014 and Reports of the Directors and Auditors thereon along with the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2014. (Proposed as an Ordinary Resolution - Passed Unanimously)
2. Payment of Dividend of Rs.0.50 per Equity Share of Rs.2 each i.e. 25% on the Equity Share Capital of the Company for the year ended March 31, 2014. (Proposed as an Ordinary Resolution - Passed Unanimously)
3. Appointment of M/s. S. S. Kothari & Co., Chartered Accountants, Kolkata as the Statutory Auditors of the Company till the conclusion of the next Annual General Meeting. (Proposed as an Ordinary Resolution - Passed Unanimously)
4. Appointment of Dr. S. S. Bajjal (DIN: 00027961) as an Independent Director of the Company for a period of 5 (five) consecutive years till the conclusion of the Annual General Meeting of the Company to be held in the year 2019. (Proposed as an Ordinary Resolution - Passed Unanimously)
5. Appointment of Mr. V. P. Agarwal (DIN: 00083912) as an Independent Director of the Company for a period of 5 (five) consecutive years till the conclusion of the Annual General Meeting of the Company to be held in the year 2019. (Proposed as an Ordinary Resolution - Passed Unanimously)
6. Appointment of Mr. H. M. Parekh (DIN: 00026530) as an Independent Director of the Company for a period of 5 (five) consecutive years till the conclusion of the Annual General Meeting of the Company to be held in the year 2019. (Proposed as an Ordinary Resolution - Passed Unanimously)

CONTINUATION

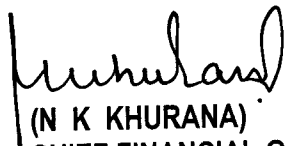


7. Ratification of remuneration payable to M/s. Shome and Banerjee, Cost Accountants, Cost Auditors for the financial year 2014-2015. (Proposed as an Ordinary Resolution – Passed Unanimously)
8. Adoption of new set of Articles of Association of the Company. (Proposed as Special Resolutions – Passed Unanimously)
9. Authorizing Board of Directors to mortgage or charge or dispose of the property of the Company for securing loan, issue of Debentures under Section 180 (1)(a) of the Companies Act, 2013. (Proposed as a Special Resolution – Passed Unanimously)
10. Authorizing Board of Directors of the Company to borrow from time to time any sum or sums of money from Banks, Companies, Bodies Corporate, Financial Institutions, other Lending Institutions, Firms or Persons pursuant to Section 180(1)(c) of the Companies Act, 2013. (Proposed as a Special Resolution – Passed Unanimously)

The signed Minutes of the said Meeting in terms of Clause 31(d) of the Listing Agreement shall be sent to you in due course.

Further, pursuant to Clauses 35A and 35B of the Listing Agreement, we enclose Report of Scrutinizer (E-voting) dated August 06, 2014 as issued by M/s. A. K. Labh & Co., Company Secretaries, for E-voting carried out for all the above Resolutions for your information and record.

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


(N K KHURANA)
CHIEF FINANCIAL OFFICER
-CUM-COMPANY SECRETARY

Encl: As above



A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), 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, 4063-0236, Fax : (033) 2221-9381
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REPORT OF SCRUTINIZER [E-VOTING]

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies
(Management and Administration) Rules, 2014]

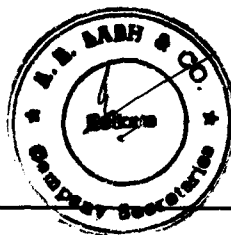
The Chairman
Rossell India Limited
"Jindal Towers", Block "B", 4th Floor,
21/1A/3, Darga Road,
Kolkata-700 017

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 20th Annual General Meeting of the members of "**Rossell India Limited**" ("*Company*") to be held on Wednesday, 6th August, 2014 at Kala Kunj Auditorium, 48, Shakespeare Sarani, Kolkata-700 017 at 3.00 P.M. for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and sub-rule (3) (xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

I submit my report as under:

1. The e-voting period remained open from 9.00 AM IST on Friday, the 1st day of August, 2014 up to 6.00 PM IST on Saturday, 2nd day of August, 2014.
2. The Shareholders holding shares as on the "cut off" date, i.e. 4th day of July, 2014 were entitled to vote on the proposed 10 (Ten) resolutions as mentioned in the notice dated 23rd day of June, 2014 of the Annual General Meeting of the Company.
3. The votes were unblocked on Monday, the 4th day of August, 2014 around 3.00 PM in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 who are not in employment of the company.



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- Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com>)
- The result of the e-voting is as under:

<A> ORDINARY BUSINESS ::

a) Resolution 1

Adoption of Accounts for the year ended 31.03.2014

Type of Resolution : Ordinary Resolution

Total No. of Folios Cast in favour	Total No. of votes cast in favour	Total No. of Folios Cast in against	Total No. of votes cast in against	Result
15	2,75,24,783 (100%)	Nil	Nil	Carried Unanimously

b) Resolution 2

Declaration of Dividend

Type of Resolution : Ordinary Resolution

Total No. of Folios Cast in favour	Total No. of votes cast in favour	Total No. of Folios Cast in against	Total No. of votes cast in against	Result
15	2,75,24,783 (100%)	Nil	Nil	Carried Unanimously



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c) Resolution 3

Appointment of Auditors

Type of Resolution : Ordinary Resolution

Total No. of Folios Cast in favour	Total No. of votes cast in favour	Total No. of Folios Cast in against	Total No. of votes cast in against	Result
15	2,75,24,783 (100%)	Nil	Nil	Carried Unanimously

<A> **SPECIAL BUSINESS :**

d) Resolution 4

Appointment of Dr. S. S. Bajjal as an Independent Director

Type of Resolution : Ordinary Resolution

Total No. of Folios Cast in favour	Total No. of votes cast in favour	Total No. of Folios Cast in against	Total No. of votes cast in against	Result
15	2,75,24,783 (100%)	Nil	Nil	Carried Unanimously

e) Resolution 5

Appointment of Mr. V.P. Agarwal as an Independent Director

Type of Resolution : Ordinary Resolution

Total No. of Folios Cast in favour	Total No. of votes cast in favour	Total No. of Folios Cast in against	Total No. of votes cast in against	Result
15	2,75,24,783 (100%)	Nil	Nil	Carried Unanimously



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f) Resolution 6

Appointment of Mr. H. M. Parekh as an Independent Director

Type of Resolution : Ordinary Resolution

Total No. of Folios Cast in favour	Total No. of votes cast in favour	Total No. of Folios Cast in against	Total No. of votes cast in against	Result
15	2,75,24,783 (100%)	Nil	Nil	Carried Unanimously

g) Resolution 7

Ratification of remuneration payable to the Cost Auditor for the Financial Year 2014-2015

Type of Resolution : Ordinary Resolution

Total No. of Folios Cast in favour	Total No. of votes cast in favour	Total No. of Folios Cast in against	Total No. of votes cast in against	Result
15	2,75,24,783 (100%)	Nil	Nil	Carried Unanimously

h) Resolution 8

Adoption of new set of Articles of Association.

Type of Resolution : Special Resolution

Total No. of Folios Cast in favour	Total No. of votes cast in favour	Total No. of Folios Cast in against	Total No. of votes cast in against	Result
15	2,75,24,783 (100%)	Nil	Nil	Carried Unanimously



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i) Resolution 9

To create Charges & Mortgage on the assets of the Company

Type of Resolution : Special Resolution

Total No. of Folios Cast in favour	Total No. of votes cast in favour	Total No. of Folios Cast in against	Total No. of votes cast in against	Result
15	2,75,24,783 (100%)	Nil	Nil	Carried Unanimously

j) Resolution 10

To avail the borrowing limits

Type of Resolution : Special Resolution

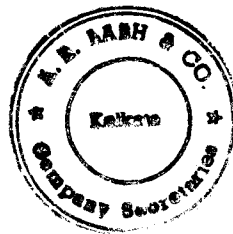
Total No. of Folios Cast in favour	Total No. of votes cast in favour	Total No. of Folios Cast in against	Total No. of votes cast in against	Result
15	2,75,24,783 (100%)	Nil	Nil	Carried Unanimously

6. The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Thanking You,

Yours truly
For A. K. LABH & Co.
Company Secretaries

(CS A. K. LABH)
Practising Company Secretary
FCS - 4848 / CP No. - 3238



Place: Kolkata
Dated: 06.08.2014

