

# ROSSELL INDIA LIMITED



3<sup>rd</sup> August, 2015

The Department of Corporate Services BSE Limited Ground Floor, P.J. Towers Dalal Street, Fort Mumbai – 400 001 Scrip ID : ROSSELLINDIA Scrip Code : 533168	National Stock Exchange of India Ltd. Listing Department, Exchange Plaza, Bandra-Kurla Complex Bandra (E), Mumbai – 400 051	The Secretary, Calcutta Stock Exchange Limited 7, Lyons Range, Kolkata – 700 001
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## Outcome of the 21<sup>st</sup> Annual General Meeting

Dear Sir,

We write to advise you that the members of the Company, at the 21<sup>st</sup> Annual General Meeting (AGM) held on 31<sup>st</sup> July, 2015, have approved all the following items by way of remote e-voting process as well as voting at the Meeting through ballot paper:

1. Adoption of (a) The Audited Financial Statement for the financial year ended 31st March, 2015 and Reports of the Directors and Auditors thereon and (b) The Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2015. (Proposed as an Ordinary Resolution – Passed with requisite majority).
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 31<sup>st</sup> March, 2015. (Proposed as an Ordinary Resolution – Passed with requisite majority).
3. Appointment of a Director in place of Mr. H.M. Gupta (DIN 00065973), who retires by rotation and being eligible offers himself for re-appointment. (Proposed as an Ordinary Resolution – Passed with requisite majority).
4. Appointment of M/s. S. S. Kothari & Co., Chartered Accountants, Kolkata as Auditors of the Company till the conclusion of the next Annual General Meeting. (Proposed as an Ordinary Resolution – Passed with requisite majority).
5. Appointment of Ms. Nayantara Palchoudhuri (DIN: 00581440) as Director. (Proposed as an Ordinary Resolution – Passed with requisite majority).

**CONTINUATION**



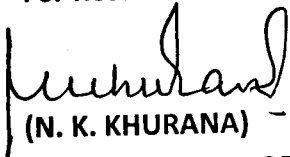
6. Re-appointment of Mr. H. M. Gupta, (DIN: 00065973) as Managing Director. (Proposed as a Special Resolution – Passed with requisite majority).
7. Re-appointment of Mr. Rishab Mohan Gupta as a regular employee in the company. (Proposed as an Ordinary Resolution – Passed with requisite majority).
8. Ratification of the remuneration payable to M/s. Shome & Banerjee, Cost Accountants as Cost Auditors for the financial year 2015-2016. (Proposed as an Ordinary Resolution – Passed with requisite majority).

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 clause 35A and 35B of the Listing Agreement, we enclose herewith the report of Scrutinizer (remote e-voting and voting by poll at the Meeting) dated 3<sup>rd</sup> August, 2015 as issued by Mr. 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 Limited**

  
(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  
Practicing 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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e-mail aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

### **SCRUTINIZER'S REPORT**

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

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

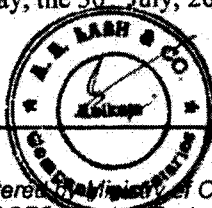
*Dear Sir,*

I, Atul Kumar Labh, 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 21<sup>st</sup> Annual General Meeting of the members of **Rossell India Limited** ("Company") held on Friday, 31<sup>st</sup> day of July, 2015 at 11:00 AM at the Williamson Magor Hall, The Bengal Chamber of Commerce and Industry, 6, Netaji Subhas Road, Kolkata - 700 001 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 on remote e-voting and voting through physical ballot process carried out 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 e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 29<sup>th</sup> May, 2015. My responsibility as a scrutinizer for the voting process through electronic means and 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 CB Management Services Private Limited, the agencies engaged by the Company to provide e-voting and physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 10:00 AM IST on Monday, the 27<sup>th</sup> July, 2015 up to 5.00 PM IST on Thursday, the 30<sup>th</sup> July, 2015.



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Practicing Company Secretary



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2. The Shareholders holding shares as on the "cut off" date, i.e. 24<sup>th</sup> July, 2015 were entitled to vote on the proposed 8 (Eight) resolutions as mentioned in the notice dated 29<sup>th</sup> day of May, 2015 of the Annual General Meeting of the Company.
3. The votes were unblocked on Friday, the 31<sup>st</sup> day of July, 2015 around 4.00 PM after the completion of the Annual General Meeting 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.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of NSDL (<https://www.evoting.nsdl.com>).
5. The result of the remote e-voting [EVEN : 102029] is as under:

<A> **ORDINARY BUSINESS:**

a) **Resolution 1**

*To consider & adopt the Audited Financial Statements and Audited Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2015 and Reports of the Directors' and Auditors' thereon.*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
30955158	30955008	150

b) **Resolution 2**

*To declare Dividend on the Equity Shares for the year ended 31<sup>st</sup> March, 2015*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
30955158	30955008	150



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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

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
27664104	27663954	150

### d) Resolution 4

To re-appoint M/s S. S. Kothari & Co., Chartered Accountants as Statutory Auditors of the Company and to authorize the Board of Directors to fix their remuneration.

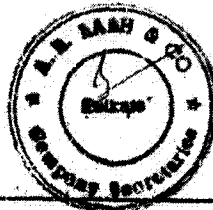
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
30955158	30955008	150

### <B> SPECIAL BUSINESS:

### e) Resolution 5

To confirm appointment of Ms. Nayantara Palchoudhuri (DIN: 00581440) as Director of the Company

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
30955098	30954948	150



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### f) Resolution 6

*To confirm re-appointment of Mr. H. M. Gupta (DIN : 00065973), Managing Director designated as Executive Chairman*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
27664104	27663804	300

### g) Resolution 7

*To confirm re-appointment of Mr. Rishab Mohan Gupta as regular employee of the Company in Vice President cadre*

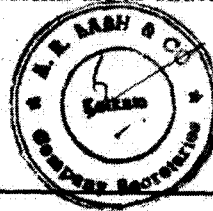
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
27664104	27663954	150

### h) Resolution 8

*To fix the remuneration of M/s. Shome and Banerjee, Cost Accountants for conducting the audit of the cost records of the Company*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
30955158	30955008	150

- 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.
- The result of the voting through ballot forms are as under :



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## <A> ORDINARY BUSINESS:

### a) Resolution 1

To consider & adopt the Audited Financial Statements and Audited Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2015 and Reports of the Directors' and Auditors' thereon.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1923	1918	5

### b) Resolution 2

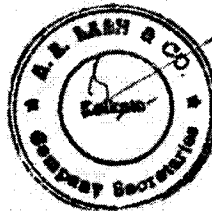
To declare Dividend on the Equity Shares for the year ended 31<sup>st</sup> March, 2015

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1773	1768	5

### 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

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1773	1768	5



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### d) Resolution 4

*To re-appoint M/s S. S. Kothari & Co., Chartered Accountants as Statutory Auditors of the Company and to authorize the Board of Directors to fix their remuneration.*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1773	1768	5

### <B> SPECIAL BUSINESS:

### e) Resolution 5

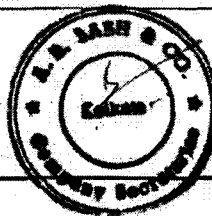
*To confirm appointment of Ms. Nayantara Palchoudhuri (DIN: 00581440) as Director of the Company*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1772	1768	4

### f) Resolution 6

*To confirm re-appointment of Mr. H. M. Gupta (DIN : 00065973), Managing Director designated as Executive Chairman*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
268	268	0



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## g) Resolution 7

*To confirm re-appointment of Mr. Rishab Mohan Gupta as regular employee of the Company in Vice President cadre*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
268	268	0

## h) Resolution 8

*To fix the remuneration of M/s. Shome and Banerjee, Cost Accountants for conducting the audit of the cost records of the Company*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
268	268	0

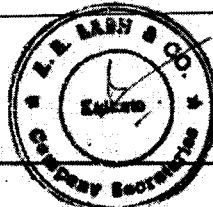
8. Thus, the combined result of the remote e-voting [EVEN : 102029] and votes casted through physical ballot papers distributed at the venue are as under:

### <A> ORDINARY BUSINESS:

#### a) Resolution 1

*To consider & adopt the Audited Financial Statements and Audited Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2015 and Reports of the Directors' and Auditors' thereon.*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
30957081	30956926 (99.9995%)	155 (0.0005%)



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## b) Resolution 2

*To declare Dividend on the Equity Shares for the year ended 31<sup>st</sup> March, 2015*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
30956931	30956776 (99.9995%)	155 (0.0005%)

## c) Resolution 3

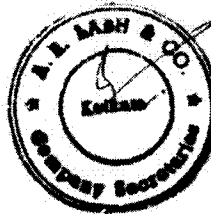
*To appoint a Director in place of Mr. H. M. Gupta (DIN- 00065973), who retires  
by rotation and being eligible offers himself for re-appointment*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
27665877	27665722 (99.9994%)	155 (0.0006%)

## d) Resolution 4

*To re-appoint M/s S. S. Kothari & Co., Chartered Accountants as Statutory  
Auditors of the Company and to authorize the Board of Directors to fix their  
remuneration.*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
30956931	30956776 (99.9995%)	155 (0.0005%)



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## <B> SPECIAL BUSINESS:

### e) Resolution 5

To confirm appointment of Ms. Nayantara Palchoudhuri (DIN: 00581440) as Director of the Company

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
30956870	30956716 (99.9995%)	154 (0.0005%)

### f) Resolution 6

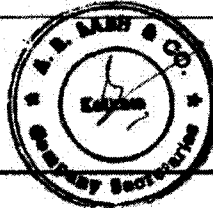
To confirm re-appointment of Mr. H. M. Gupta (DIN : 00065973), Managing Director designated as Executive Chairman

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
27664372	27664072 (99.9989%)	300 (0.0011%)

### g) Resolution 7

To confirm re-appointment of Mr. Rishab Mohan Gupta as regular employee of the Company in Vice President cadre

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
27664372	27664222 (99.9995%)	150 (0.0005%)



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### h) Resolution 8

To fix the remuneration of M/s. Shome and Banerjee, Cost Accountants for conducting the audit of the cost records of the Company

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
30955426	30955276 (99.9995%)	150 (0.0005%)

9. All the resolutions proposed hereinabove have been passed with requisite majority.
10. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes in this regard.

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: 03.08.2015

Verified the contents and received the Report of the Scrutinizer  
For Rossell India Limited

  
(N. K. Khurana)

Chief-Financial Officer-cum-Company Secretary

