



8th April, 2024

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 on Postal Ballot through remote e-Voting System**

Further to our letter dated 7th March, 2024 enclosing therein the Notice of Postal Ballot dated 5th February, 2024 for seeking approval of the Members for (a) appointment of Ms. Samara Gupta (DIN: 09801530) as a Director, (b) appointment of Ms. Samara Gupta (DIN: 09801530) as a Whole time Director and (c) Alteration in Articles of Association of the Company, please find enclosed further:

1. The Scrutinizer's Report in compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and relevant circulars issued of Ministry of Corporate Affairs, as received from M/s. A.K. Labh & Co. Company Secretaries, the Scrutinizer appointed for that purpose;
2. The Voting Results on Postal Ballot through remote e-Voting System 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

SCRUTINIZER'S REPORT

To
The Board of Directors
Rossell India Limited
Jindal Towers, Block 'B', 4th Floor
21/1A/3, Darga Road
Kolkata - 700 017

Dear Sir,

- (1) We have been appointed as Scrutinizer by the Company in connection with Postal Ballot conducted in terms of MCA Circular No. 14/2020 dated 8th April, 2020, MCA Circular No. 17/2020 dated 13th April, 2020, MCA Circular No. 22/2020 dated 15th June, 2020, MCA Circular No. 33/2020 dated 28th September, 2020, MCA Circular No. 39/2020 dated 31st December, 2020, MCA Circular No. 10/2021 dated 23rd June, 2021, MCA Circular No. 20/2021 dated 8th December, 2021, MCA Circular No. 3/2022 dated 5th May, 2022, MCA Circular No. 11/2022 dated 28th December, 2022 and MCA Circular No. 09/2023 dated 25th September, 2023 (collectively referred as "MCA Circulars") for the purpose of scrutinizing the electronic voting process through remote e-voting ("e-voting") in a fair and transparent manner in terms of the resolution of the Board of Directors of the Company dated 5th February, 2024.
- (2) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, MCA Circulars and Rules relating to e-voting on the resolutions contained in the Notice of Postal Ballot dated 5th February, 2024. Our responsibility as a scrutinizer for the voting process through e-voting 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 e-voting facility.
- (3) We submit our report as under:
 - (a) The Company has completed dispatch of the Notice of Postal Ballot through electronic mode on 7th March, 2024 to its Members, whose name(s) appeared on the Register of Members / list of beneficiaries as on the close of business hours on 1st March, 2024.
 - (b) Members were provided the opportunity to cast their vote(s) through electronic voting system in terms of the platform as provided by NSDL e-voting system (www.evoting.nsdl.com).
 - (c) The e-voting period remained open from 09:00 A.M. IST on Saturday, 9th March, 2024 up to 5:00 P.M. IST on Sunday, 7th April, 2024.



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- (d) The shareholders holding shares as on the "cut off" date, i.e. Friday, 1st March, 2024 were entitled to vote on the proposed resolutions as mentioned in the Notice of Postal Ballot dated 5th February, 2024.
- (e) The result of the e-voting was downloaded after 5:00 p.m. on Sunday, 7th April, 2024 from NSDL website providing the platform for e-voting system (www.evoting.nsdl.com) and were unblocked in the presence of two witnesses, namely, Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata – 700060 and Ms. Pratyusha Sen, residing at 157, Garia Gardens, Kolkata – 700084, and has been included in our report.
- (f) The summary of the votes casted through e-voting (EVEN: 128064) is as follows :-

SPECIAL BUSINESS:

Resolution No. 1: Ordinary Resolution

Appointment of Ms. Samara Gupta (DIN: 09801530) as a Director

(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	131	28523648	99.9983%

(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	15	472	0.0017%

(iii) *Invalid Votes:*

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	710



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Resolution No. 2: Special Resolution

Appointment of Ms. Samara Gupta (DIN: 09801530) as a Whole-time Director

(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	129	28522567	99.9982%

(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	16	509	0.0018%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	710

Resolution No. 3: Special Resolution

Alteration in Articles of Association 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	128	28536464	99.9938%



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(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	19	1762	0.0062%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	710

4. The proposed resolutions have therefore been passed with requisite majority by the Shareholders of the Company.
5. You may accordingly declare the result of Postal Ballot through e-voting.
6. The electronic data and e-voting registers shall remain in our safe custody until the Chairman considers, approves and signs the minutes of Postal Ballot through e-voting.

Thanking You,

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

(CS A. K. LABH)
Practising Company Secretary
FCS - 4848 / CP No. - 3238
UIN : S1999WB026800
PRCN : 1038/2020
UDIN : F004848F000059276



Place : Kolkata
Dated : 08-04-2024



A. K. LABH

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DIM, DHRD, PGHDSM, DIRPM
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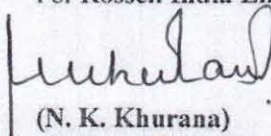
Witness:

1. 
(Anushree Dasgupta)
28/N, Dwijen Mukherjee Road, Behala
Kolkata - 700060

2. 
(Pratyusha Sen)
157, Garia Gardens
Kolkata - 700084



Received the Report of the Scrutinizer
For Rossell India Limited


(N. K. Khurana)
Director (Finance) and
Company Secretary
FCS 2173



ROSSELL INDIA LIMITED

Start date of e-Voting on Postal Ballot

9th March, 2024

End date of e-Voting on Postal Ballot

: 7th April, 2024

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

: NA

No. of shareholders attended the meeting through Video Conferencing

: NA

RESOLUTION NO. "1"	Appointment of Ms. Samara Gupta (DIN: 09801530) as a Director
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Resolution required

: ORDINARY RESOLUTION

Whether promoter / promoter group are interested in the agenda / resolution

: YES

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	28198233	28183233	99.9468	28183233	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	28198233	28183233	99.9468	28183233	0	100.00	0
Public -Institution	E-voting	1744810	185000	10.6029	185000	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1744810	185000	10.6029	185000	0	100.00	0
Public-Non Institution	E-voting	7753432	156597	2.0197	156125	472	99.6986	0.3014
	Poll			-	0	0	-	-
	Postal Ballot (if applicable)							
	Total	7753432	156597	2.0197	156125	472	99.6986	0.3014
TOTAL		37696475	28524830	75.6698	28524358	472	99.9983	0.0017



RESOLUTION NO. "2"	Appointment of Ms. Samara Gupta (DIN: 09801530) as a Whole time Director
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Resolution required : SPECIAL RESOLUTION

Whether promoter / promoter group are interested in the agenda / resolution : YES

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		28183233	99.9468	28183233	0	100.00	0
	Poll	28198233	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	28198233	28183233	99.9468	28183233	0	100.00	0
Public -Institution	E-voting		185000	10.6029	185000	0	100.00	0
	Poll	1744810	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1744810	185000	10.6029	185000	0	100.00	0
Public-Non Institution	E-voting		155553	2.0062	155044	509	99.6728	0.3272
	Poll	7753432		-	0	0	-	-
	Postal Ballot (if applicable)							
	Total	7753432	155553	2.0062	155044	509	99.6728	0.3272
TOTAL		37696475	28523786	75.6670	28523277	509	99.9982	0.0018

RESOLUTION NO. "3"	Alteration in Articles of Association of the Company
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Resolution required : SPECIAL RESOLUTION

Whether promoter / promoter group are interested in the agenda / resolution : YES

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		28198233	100.00	28198233	0	100.00	0
	Poll	28198233	0	0	0	0	0	0



	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	28198233	28198233	100.00	28198233	0	100.00	0
Public -Institution	E-voting		185000	10.6029	185000	0	100.00	0
	Poll	1744810	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1744810	185000	10.6029	185000	0	100.00	0
Public-Non Institution	E-voting		155703	2.0082	153941	1762	98.8684	1.1316
	Poll	7753432		-	0	0	-	-
	Postal Ballot (if applicable)							
	Total	7753432	155703	2.0082	153941	1762	98.8684	1.1316
TOTAL		37696475	28538936	75.7072	28537174	1762	99.9938	0.0062

