

# ROSSELL INDIA LIMITED



Date: 4<sup>th</sup> August, 2017

|                                                                                                                                                              |                                                                                                                                                                    |                                                                                                  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|
| Department of Corporate Services<br>BSE Limited<br>Ground Floor, Phiroze Jeejeebhoy Towers,<br>Colaba Street, Fort<br>Mumbai - 400 001<br>Scrip Code: 533168 | National Stock Exchange of India Limited<br>Listing Department,<br>Exchange Plaza,<br>Bandra-Kurla Complex,<br>Bandra (E), Mumbai - 400 051<br>Symbol : ROSSELLIND | The Secretary<br>The Calcutta<br>Stock<br>Exchange Ltd.,<br>7, Lyons Range,<br>Kolkata - 700 001 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|

## **Sub: Outcome of 23<sup>rd</sup> Annual General Meeting**

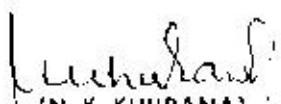
Further to intimation dated 3<sup>rd</sup> July, 2017, please be advised that the 23<sup>rd</sup> Annual General Meeting (AGM) of the Company as convened was held today, i.e. 4<sup>th</sup> August, 2017, at Kalp Kunj, 48, Shakespeare Sarani, Kolkata 700 017. In this regard, please find enclosed the following:

1. Brief proceedings of the 23<sup>rd</sup> AGM, in compliance with Regulation 30 (Part A) of Schedule I of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
2. 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;
3. The voting results of the 23<sup>rd</sup> 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.**

  
(N. K. KHURANA)  
CHIEF FINANCIAL OFFICER  
-cum-COMPANY SECRETARY

## CONTINUATION

### Brief proceedings of the 23<sup>rd</sup> Annual General Meeting



The 23<sup>rd</sup> Annual General Meeting (AGM) of the Members of Rossell India Limited was convened and held at 10.30 A.M. on Friday, 4<sup>th</sup> August, 2017 at Kala Kunj, 48, Shakespeare Sarani, Kolkata-700 017 and concluded at 12:00 Noon.

- Mr. H. M. Gupta, Executive Chairman, Chaired the Meeting. A total of 382 Members were present at the Meeting out of which 376 Members were present in Person, 2 Members were present through proxy and 4 Members were present through corporate representative. Hence the quorum being present, the Chairman declared the AGM open. The Notice convening the 23<sup>rd</sup> AGM was taken as read with the permission of the Members present.
- Thereafter, the Chairman delivered his speech highlighting inter alia, the industry scenario, current performance of the Company and future prospects of the various business segments of the Company.
- The Chairman advised the Members that in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility to its Members for transacting the businesses contained in the Notice calling this Meeting through the services of NSDL which was commenced on Monday, 31<sup>st</sup> July, 2017 (9.00 a.m.) and ended on Thursday 3<sup>rd</sup> August, 2017 (5.00 p.m.)
- The Chairman thereafter, gave opportunity to the Members to ask questions or seek clarifications on either the Accounts or the Directors' Report for the year ended 31<sup>st</sup> March, 2017 or any other business set out in the Notice calling the 23<sup>rd</sup> AGM. Some Members raised certain queries, the Chairman responded to the queries raised and provided clarifications to the Members to their satisfaction.

Thereafter, the following items of business as per the Notice calling the 23<sup>rd</sup> AGM were transacted:

#### ORDINARY BUSINESS

1. Adoption of (a) the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2017 together with the Reports of the Directors and Auditors thereon; and (b) The Audited Consolidated Financial Statement of the Company for the Financial year ended 31<sup>st</sup> March, 2017 together with the Report of the Auditors thereon.
2. Declaration of Dividend on the Equity Shares for the Financial Year ended 31<sup>st</sup> March, 2017, out of Reserves.
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.
4. Appointment of M/s. Khandelwal Ray & Co. Chartered Accountants, Kolkata (Firm Regn. No. 302035E), as Statutory Auditors of the Company.



SPECIAL BUSINESS

5. Appointment of Mr. N. K. Khurana (DIN - 00123297) as a Director of the Company with effect from 1<sup>st</sup> September, 2017.
6. Appointment of Mr. N. K. Khurana (DIN - 00123297) as Whole Time Director of the Company, with effect from 1<sup>st</sup> September, 2017.
7. Approval of payment of Commission to Non-Executive Directors.
8. Ratification of the remuneration payable to M/s. Shome & Banerjee, Cost Accountants as Cost Auditors for the financial year 2017-2018.

The Chairman announced to the Members that the Voting Results, along with the Scrutinizers Report, would be made available on the Company's website, website of the Stock Exchanges as well as on the website of NSDL.

The AGM concluded with a vote of thanks to the Chair.

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**A. K. LABH**

Practising Company Secretary (FCS - 4848, CP - 3238)  
10, 12, 101A, 101B, 101C, 101D  
Practising Company Secretary



**A. K. LABH & Co.**

*Company Secretaries*

20, 20A, 20B, 20C, 20D, 20E, 20F, 20G, 20H, 20I, 20J, 20K, 20L, 20M, 20N, 20O, 20P, 20Q, 20R, 20S, 20T, 20U, 20V, 20W, 20X, 20Y, 20Z, 20AA, 20AB, 20AC, 20AD, 20AE, 20AF, 20AG, 20AH, 20AI, 20AJ, 20AK, 20AL, 20AM, 20AN, 20AO, 20AP, 20AQ, 20AR, 20AS, 20AT, 20AU, 20AV, 20AW, 20AX, 20AY, 20AZ, 20BA, 20BB, 20BC, 20BD, 20BE, 20BF, 20BG, 20BH, 20BI, 20BJ, 20BK, 20BL, 20BM, 20BN, 20BO, 20BP, 20BQ, 20BR, 20BS, 20BT, 20BU, 20BV, 20BW, 20BX, 20BY, 20BZ, 20CA, 20CB, 20CC, 20CD, 20CE, 20CF, 20CG, 20CH, 20CI, 20CJ, 20CK, 20CL, 20CM, 20CN, 20CO, 20CP, 20CQ, 20CR, 20CS, 20CT, 20CU, 20CV, 20CW, 20CX, 20CY, 20CZ, 20DA, 20DB, 20DC, 20DD, 20DE, 20DF, 20DG, 20DH, 20DI, 20DJ, 20DK, 20DL, 20DM, 20DN, 20DO, 20DP, 20DQ, 20DR, 20DS, 20DT, 20DU, 20DV, 20DW, 20DX, 20DY, 20DZ, 20EA, 20EB, 20EC, 20ED, 20EE, 20EF, 20EG, 20EH, 20EI, 20EJ, 20EK, 20EL, 20EM, 20EN, 20EO, 20EP, 20EQ, 20ER, 20ES, 20ET, 20EU, 20EV, 20EW, 20EX, 20EY, 20EZ, 20FA, 20FB, 20FC, 20FD, 20FE, 20FF, 20FG, 20FH, 20FI, 20FJ, 20FK, 20FL, 20FM, 20FN, 20FO, 20FP, 20FQ, 20FR, 20FS, 20FT, 20FU, 20FV, 20FW, 20FX, 20FY, 20FZ, 20GA, 20GB, 20GC, 20GD, 20GE, 20GF, 20GG, 20GH, 20GI, 20GJ, 20GK, 20GL, 20GM, 20GN, 20GO, 20GP, 20GQ, 20GR, 20GS, 20GT, 20GU, 20GV, 20GW, 20GX, 20GY, 20GZ, 20HA, 20HB, 20HC, 20HD, 20HE, 20HF, 20HG, 20HH, 20HI, 20HJ, 20HK, 20HL, 20HM, 20HN, 20HO, 20HP, 20HQ, 20HR, 20HS, 20HT, 20HU, 20HV, 20HW, 20HX, 20HY, 20HZ, 20IA, 20IB, 20IC, 20ID, 20IE, 20IF, 20IG, 20IH, 20II, 20IJ, 20IK, 20IL, 20IM, 20IN, 20IO, 20IP, 20IQ, 20IR, 20IS, 20IT, 20IU, 20IV, 20IW, 20IX, 20IY, 20IZ, 20JA, 20JB, 20JC, 20JD, 20JE, 20JF, 20JG, 20JH, 20JI, 20JJ, 20JK, 20JL, 20JM, 20JN, 20JO, 20JP, 20JQ, 20JR, 20JS, 20JT, 20JU, 20JV, 20JW, 20JX, 20JY, 20JZ, 20KA, 20KB, 20KC, 20KD, 20KE, 20KF, 20KG, 20KH, 20KI, 20KJ, 20KK, 20KL, 20KM, 20KN, 20KO, 20KP, 20KQ, 20KR, 20KS, 20KT, 20KU, 20KV, 20KW, 20KX, 20KY, 20KZ, 20LA, 20LB, 20LC, 20LD, 20LE, 20LF, 20LG, 20LH, 20LI, 20LJ, 20LK, 20LL, 20LM, 20LN, 20LO, 20LP, 20LQ, 20LR, 20LS, 20LT, 20LU, 20LV, 20LW, 20LX, 20LY, 20LZ, 20MA, 20MB, 20MC, 20MD, 20ME, 20MF, 20MG, 20MH, 20MI, 20MJ, 20MK, 20ML, 20MM, 20MN, 20MO, 20MP, 20MQ, 20MR, 20MS, 20MT, 20MU, 20MV, 20MW, 20MX, 20MY, 20MZ, 20NA, 20NB, 20NC, 20ND, 20NE, 20NF, 20NG, 20NH, 20NI, 20NJ, 20NK, 20NL, 20NM, 20NN, 20NO, 20NP, 20NQ, 20NR, 20NS, 20NT, 20NU, 20NV, 20NW, 20NX, 20NY, 20NZ, 20OA, 20OB, 20OC, 20OD, 20OE, 20OF, 20OG, 20OH, 20OI, 20OJ, 20OK, 20OL, 20OM, 20ON, 20OO, 20OP, 20OQ, 20OR, 20OS, 20OT, 20OU, 20OV, 20OW, 20OX, 20OY, 20OZ, 20PA, 20PB, 20PC, 20PD, 20PE, 20PF, 20PG, 20PH, 20PI, 20PJ, 20PK, 20PL, 20PM, 20PN, 20PO, 20PP, 20PQ, 20PR, 20PS, 20PT, 20PU, 20PV, 20PW, 20PX, 20PY, 20PZ, 20QA, 20QB, 20QC, 20QD, 20QE, 20QF, 20QG, 20QH, 20QI, 20QJ, 20QK, 20QL, 20QM, 20QN, 20QO, 20QP, 20QQ, 20QR, 20QS, 20QT, 20QU, 20QV, 20QW, 20QX, 20QY, 20QZ, 20RA, 20RB, 20RC, 20RD, 20RE, 20RF, 20RG, 20RH, 20RI, 20RJ, 20RK, 20RL, 20RM, 20RN, 20RO, 20RP, 20RQ, 20RR, 20RS, 20RT, 20RU, 20RV, 20RW, 20RX, 20RY, 20RZ, 20SA, 20SB, 20SC, 20SD, 20SE, 20SF, 20SG, 20SH, 20SI, 20SJ, 20SK, 20SL, 20SM, 20SN, 20SO, 20SP, 20SQ, 20SR, 20SS, 20ST, 20SU, 20SV, 20SW, 20SX, 20SY, 20SZ, 20TA, 20TB, 20TC, 20TD, 20TE, 20TF, 20TG, 20TH, 20TI, 20TJ, 20TK, 20TL, 20TM, 20TN, 20TO, 20TP, 20TQ, 20TR, 20TS, 20TT, 20TU, 20TV, 20TW, 20TX, 20TY, 20TZ, 20UA, 20UB, 20UC, 20UD, 20UE, 20UF, 20UG, 20UH, 20UI, 20UJ, 20UK, 20UL, 20UM, 20UN, 20UO, 20UP, 20UQ, 20UR, 20US, 20UT, 20UU, 20UV, 20UW, 20UX, 20UY, 20UZ, 20VA, 20VB, 20VC, 20VD, 20VE, 20VF, 20VG, 20VH, 20VI, 20VJ, 20VK, 20VL, 20VM, 20VN, 20VO, 20VP, 20VQ, 20VR, 20VS, 20VT, 20VU, 20VV, 20VW, 20VX, 20VY, 20VZ, 20WA, 20WB, 20WC, 20WD, 20WE, 20WF, 20WG, 20WH, 20WI, 20WJ, 20WK, 20WL, 20WM, 20WN, 20WO, 20WP, 20WQ, 20WR, 20WS, 20WT, 20WU, 20WV, 20WW, 20WX, 20WY, 20WZ, 20XA, 20XB, 20XC, 20XD, 20XE, 20XF, 20XG, 20XH, 20XI, 20XJ, 20XK, 20XL, 20XM, 20XN, 20XO, 20XP, 20XQ, 20XR, 20XS, 20XT, 20XU, 20XV, 20XW, 20XX, 20XY, 20XZ, 20YA, 20YB, 20YC, 20YD, 20YE, 20YF, 20YG, 20YH, 20YI, 20YJ, 20YK, 20YL, 20YM, 20YN, 20YO, 20YP, 20YQ, 20YR, 20YS, 20YT, 20YU, 20YV, 20YW, 20YX, 20YY, 20YZ, 20ZA, 20ZB, 20ZC, 20ZD, 20ZE, 20ZF, 20ZG, 20ZH, 20ZI, 20ZJ, 20ZK, 20ZL, 20ZM, 20ZN, 20ZO, 20ZP, 20ZQ, 20ZR, 20ZS, 20ZT, 20ZU, 20ZV, 20ZW, 20ZX, 20ZY, 20ZZ

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## **CONSOLIDATED SCRUTINIZER'S REPORT**

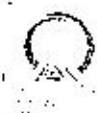
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

**The Chairman  
of the 23<sup>rd</sup> Annual General Meeting of  
Russell India Limited  
Jindal Towers  
Block 'B', 4th Floor  
21/1A/3, Durga Road  
Kolkata - 700 017**

*Dear Sir,*

I, Anil 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 23<sup>rd</sup> Annual General Meeting of the members of "**Russell India Limited**" ("Company") held on Friday, 4<sup>th</sup> August, 2017 at Kala Kunj, 48, Shakespeare Sarani, Kolkata 700017 at 10:30 A.M. 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 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 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 25<sup>th</sup> May 2017. My responsibility as a scrutinizer for remote e-voting and voting through physical ballot 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. C.B. Management Services (P) Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.



## A. K. LABH

Chartered Accountant (Firm) & Co.,  
17, Dada Bhai Phule, 1st Floor,  
Prachinagar, Company Secretaries



## A. K. LABH & Co.

Company Secretaries

40, Westside Street, 3rd Floor, Kolkata - 700 011

Tel: (033) 2221-9381 Fax: (033) 2221-9381

Mob: 98300-55686

E-mail: aklabh@aklabh.com aklabhcs@gmail.com

Website: [www.aklabh.com](http://www.aklabh.com)

I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Monday, the 31<sup>st</sup> July, 2017 up to 5.00 P.M. IST on Thursday, the 3<sup>rd</sup> August, 2017.
2. The Shareholders holding shares as on the "cut off" date, i.e. 28<sup>th</sup> July, 2017 were entitled to vote on the proposed 8 (Eight) resolutions as mentioned in the notice dated 25<sup>th</sup> May, 2017 of the Annual General Meeting of the Company.
3. 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.
4. The locked ballot boxes were subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
5. The votes were unlocked on Friday, the 1<sup>st</sup> August, 2017 around 01:00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108/1, Sarat Chatterjee Road, Howrah - 711102 and Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata - 700050 who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [EVEN : 106333] and votes casted through physical ballot papers distributed at the AGM venue are as under.



For the Company Secretary, A. K. Labh & Co., Chartered Accountants (Firm) & Co.,  
17, Dada Bhai Phule, 1st Floor, Prachinagar, Company Secretaries



**A. K. LABH**

BOS. ACMA, CA, MBA, MCA, AFS, FICSI  
 DPM, DHRD, FPDHSM, DIRM  
 Practising Company Secretary

**A. K. LABH & Co.****Company Secretaries**

40, Western Street, 3rd Floor, Kolkata - 700 011

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Mobile: 98306 60664

E-mail: [aklabh@rediffmail.com](mailto:aklabh@rediffmail.com)Website: [www.aklabh.com](http://www.aklabh.com)**<A> ORDINARY BUSINESS:****a) Resolution 1**

**To consider & adopt the Audited Financial Statements and Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Reports of the Directors and Auditors thereon**

**(i) Voted in favour of the Resolution:**

| <b>Mode of voting</b> | <b>Number of Members voted</b> | <b>Number of votes cast by them</b> | <b>% of total number of valid votes cast</b> |
|-----------------------|--------------------------------|-------------------------------------|----------------------------------------------|
| Remote e-voting       | 19                             | 27454972                            |                                              |
| Voting by ballot      | 13                             | 32                                  |                                              |
| <b>Total</b>          | <b>32</b>                      | <b>27455004</b>                     | <b>99.9999%</b>                              |

**(ii) Voted against the Resolution:**

| <b>Mode of voting</b> | <b>Number of Members voted</b> | <b>Number of votes cast by them</b> | <b>% of total number of valid votes cast</b> |
|-----------------------|--------------------------------|-------------------------------------|----------------------------------------------|
| Remote e-voting       | 0                              | 0                                   |                                              |
| Voting by ballot      | 11                             | 14                                  |                                              |
| <b>Total</b>          | <b>11</b>                      | <b>14</b>                           | <b>0.0001%</b>                               |

**(iii) Invalid Votes:**

| <b>Total number of members whose votes were declared invalid</b> | <b>Total number of votes cast by them</b> |
|------------------------------------------------------------------|-------------------------------------------|
| 0                                                                | 0                                         |



**b) Resolution 2**

*To declare Dividend on the Equity Shares for the Financial Year ended 31st March, 2017, out of reserves*

(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  | 19                      | 27454972                     |                                       |
| Voting by ballot | 13                      | 32                           |                                       |
| <b>Total</b>     | <b>32</b>               | <b>27455004</b>              | <b>99.9999%</b>                       |

(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  | 0                       | 0                            |                                       |
| Voting by ballot | 11                      | 14                           |                                       |
| <b>Total</b>     | <b>11</b>               | <b>14</b>                    | <b>0.0001%</b>                        |

(iii) Invalid Votes.

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------|------------------------------------|
| 0                                                         | 0                                  |



**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*

**(i) Voted in favour of the Resolution:**

| <i>Made 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       | 18                             | 25601187                            |                                              |
| Voting by ballot      | 13                             | 32                                  |                                              |
| <b>Total</b>          | <b>31</b>                      | <b>25601219</b>                     | <b>99.9999%</b>                              |

**(ii) Voted against the Resolution:**

| <i>Made 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       | 0                              | 0                                   |                                              |
| Voting by ballot      | 11                             | 14                                  |                                              |
| <b>Total</b>          | <b>11</b>                      | <b>14</b>                           | <b>0.0001%</b>                               |

**(iii) Invalid Votes:**

| <i>Total number of members whose votes were declared invalid</i> | <i>Total number of votes cast by them</i> |
|------------------------------------------------------------------|-------------------------------------------|
| 0                                                                | 0                                         |



d) **Resolution 4 : Ordinary Resolution**

To appoint M/s. Khandelwal Ray & Co., Chartered Accountants, Kolkata (Firm Registration No. 302035E) as the Auditors of the Company for 5 years

(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       | 19                             | 27454972                            |                                              |
| Voting by ballot      | 13                             | 32                                  |                                              |
| <b>Total</b>          | <b>32</b>                      | <b>27455004</b>                     | <b>99.9999%</b>                              |

(iv) ***Voted against the Resolution:***

| <i>Made 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       | 0                              | 0                                   |                                              |
| Voting by ballot      | 11                             | 14                                  |                                              |
| <b>Total</b>          | <b>11</b>                      | <b>14</b>                           | <b>0.0001%</b>                               |

(iii) Invalid Votes:

| Total number of<br>members whose votes<br>were declared invalid | Total number of<br>votes cast by them |
|-----------------------------------------------------------------|---------------------------------------|
| 0                                                               | 0                                     |

**<B> SPECIAL BUSINESS:****e) Resolution 5 : Ordinary Resolution****To appoint Mr. N. K. Khurana (DIN: 00123297) as a 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  | 19                      | 27452072                     |                                       |
| Voting by ballot | 13                      | 32                           |                                       |
| <b>Total</b>     | <b>32</b>               | <b>27452104</b>              | <b>99.9999%</b>                       |

**(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  | 0                       | 0                            |                                       |
| Voting by ballot | 11                      | 14                           |                                       |
| <b>Total</b>     | <b>11</b>               | <b>14</b>                    | <b>0.0001%</b>                        |

**(iii) Invalid Votes:**

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------|------------------------------------|
| 0                                                         | 0                                  |



**(i) Resolution 6 : Special Resolution**

**To appoint Mr. N. K. Khurana (DIN: 00123297) as Whole Time Director of the Company designated as Director (Finance) and Company Secretary for 3 years**

**(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  | 19                      | 27452072                     |                                       |
| Voting by ballot | 13                      | 32                           |                                       |
| <b>Total</b>     | <b>32</b>               | <b>27452104</b>              | <b>99.9999%</b>                       |

**(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  | 0                       | 0                            |                                       |
| Voting by ballot | 11                      | 14                           |                                       |
| <b>Total</b>     | <b>11</b>               | <b>14</b>                    | <b>0.0001%</b>                        |

**(iii) Invalid Votes:**

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------|------------------------------------|
| 0                                                         | 0                                  |



**g) Resolution 7 : Ordinary Resolution**

**Approval of Members for payment of Commission to Non-Executive Directors**

(i) Voted in favour of the Resolution:

| <i>Mode of voting</i> | <i>Number of<br/>Members voted</i> | <i>Number of votes<br/>cast by them</i> | <i>% of total<br/>number of<br/>valid votes<br/>cast</i> |
|-----------------------|------------------------------------|-----------------------------------------|----------------------------------------------------------|
| Remote e-voting       | 18                                 | 27454962                                |                                                          |
| Voting by ballot      | 13                                 | 32                                      |                                                          |
| <b>Total</b>          | <b>31</b>                          | <b>27454994</b>                         | <b>99.9999%</b>                                          |

(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       | 1                              | 10                                  |                                              |
| Voting by ballot      | 11                             | 14                                  |                                              |
| <b>Total</b>          | <b>12</b>                      | <b>24</b>                           | <b>0.0001%</b>                               |

## iii. Invalid Votes.

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------|------------------------------------|
| 0                                                         | 0                                  |

~~Confidential~~

**h) Resolution 8 : Ordinary Resolution**

**To ratify the remuneration of M/s. Shome and Banerjee, Cost Accountants (Firm Registration No. 000001) for conducting Audit of Cost Accounting records for the Financial Year ending 31st March, 2018**

(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  | 19                      | 27454972                     |                                       |
| Voting by ballot | 13                      | 32                           |                                       |
| <b>Total</b>     | <b>32</b>               | <b>27455004</b>              | <b>99.9999%</b>                       |

(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  | 0                       | 0                            |                                       |
| Voting by ballot | 11                      | 14                           |                                       |
| <b>Total</b>     | <b>11</b>               | <b>14</b>                    | <b>0.0001%</b>                        |

(iii) Invalid Votes.

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------|------------------------------------|
| 0                                                         | 0                                  |



## A. K. LABH

CS. AGMAK N. MPA 17/11/11 FCS No. 4848  
Practicing Company Secretary



## A. K. LABH & Co.

Company Secretaries

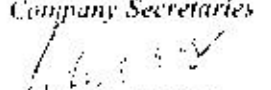
40, Wavel Street, 2nd Floor, Kolkata - 700017  
Tel: (033) 22014001 Fax: (033) 22014001  
Mobile: 9884888888  
E-mail: aklabh@rediffmail.com  
Website: [www.aklabh.com](http://www.aklabh.com)

7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. The physical ballot forms, remote e-voting register and other related papers / registers and records 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 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



Place: Kolkata  
Dated: 04.08.2017



**ROSSELL INDIA LIMITED**

Resolution-wise Figures of Regulation 44(3) of SEBI LODR Regulation 2015 pursuant to the 23rd Annual General Meeting held on 04-AUG-2017

Total No. of Shareholders as of record date (28.07.2017) : 7316

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

Promoter and Promoter Group 4  
Public 378

No. of shareholders attended the meeting through Video Conferencing

Promoter and Promoter Group NIL  
Public NIL

| RESOLUTION NO. "1" | Adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March 2017, and the Reports of the Board of Directors and the Auditors thereon |
|--------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|--------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

| CATEGORY                 | TOTAL HOLDING | Total Vote Cast  |           |                               |                  | Votes in favour |                                      |                  |           | Votes Against                      |    |    |      | % of Votes AGAINST on votes polled |
|--------------------------|---------------|------------------|-----------|-------------------------------|------------------|-----------------|--------------------------------------|------------------|-----------|------------------------------------|----|----|------|------------------------------------|
|                          |               | Total A3 (A1+A2) |           | % on Total Outstanding Shares | Total B3 (B1+B2) |                 | % of Votes in FAVOUR on votes polled | Total C3 (C1+C2) |           | % of Votes AGAINST on votes polled |    |    |      |                                    |
|                          |               | e-Voting A1      | Ballot A2 |                               | e-Voting B1      | Ballot B2       |                                      | e-Voting C1      | Ballot C2 |                                    |    |    |      |                                    |
| Promoter /Promoter Group | 27425663      | 27425663         | 0         | 27425663                      | 100.00           | 27425663        | 0                                    | 27425663         | 100.00    | 0                                  | 0  | 0  | 0.00 |                                    |
| Public-Institution       | 3707851       | 0                | 0         | 0                             | 0.00             | 0               | 0                                    | 0                | 0.00      | 0                                  | 0  | 0  | 0.00 |                                    |
| Public-Non Institution   | 5562961       | 29309            | 46        | 29355                         | 0.53             | 29309           | 32                                   | 29341            | 99.95     | 0                                  | 14 | 14 | 0.05 |                                    |
| TOTAL                    | 36696475      | 27454972         | 46        | 27455018                      | 74.82            | 27454972        | 32                                   | 27455004         | 100.00    | 0                                  | 14 | 14 | 0.00 |                                    |

Declaration of Dividend for the Financial Year ended 31st March, 2017, out of reserves

| CATEGORY                 | TOTAL HOLDING | Total Vote Cast |           |                  |                               | Votes in Favour |           |                  |                                      | Votes Against |           |                  | % of votes AGAINST on votes polled |
|--------------------------|---------------|-----------------|-----------|------------------|-------------------------------|-----------------|-----------|------------------|--------------------------------------|---------------|-----------|------------------|------------------------------------|
|                          |               | e-Voting A1     | Ballot A2 | Total A3 (A1+A2) | % on Total Outstanding Shares | e-Voting B1     | Ballot B2 | Total B3 (B1+B2) | % of Votes in FAVOUR on votes polled | e-Voting C1   | Ballot C2 | Total C3 (C1+C2) |                                    |
| Promoter /Promoter Group | 27425663      | 27425663        | 0         | 27425663         | 100.00                        | 27425663        | 0         | 27425663         | 100.00                               | 0             | 0         | 0                | 0.00                               |
| Public Institution       | 3707851       | 0               | 0         | 0                | 0.00                          | 0               | 0         | 0                | 0.00                                 | 0             | 0         | 0                | 0.00                               |
| Public-Non Institution   | 5562961       | 29309           | 46        | 29355            | 0.53                          | 29309           | 32        | 29341            | 99.95                                | 0             | 14        | 14               | 0.95                               |
| TOTAL                    | 36696475      | 27454972        | 46        | 27455018         | 74.82                         | 27454972        | 32        | 27455004         | 100.00                               | 0             | 24        | 24               | 0.00                               |

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

| CATEGORY                 | TOTAL HOLDING | Total Vote Cast |           |                  |                               | Votes in favour |           |                  |                                      | Votes Against |           |                  |    | % of votes AGAINST on votes polled |
|--------------------------|---------------|-----------------|-----------|------------------|-------------------------------|-----------------|-----------|------------------|--------------------------------------|---------------|-----------|------------------|----|------------------------------------|
|                          |               | e-Voting A1     | Ballot A2 | Total A3 (A1+A2) | % on Total Outstanding Shares | e-Voting B1     | Ballot B2 | Total B3 (B1+B2) | % of Votes in FAVOUR on votes polled | e-Voting C1   | Ballot C2 | Total C3 (C1+C2) |    |                                    |
| Promoter /Promoter Group | 27425663      | 25571878        | 0         | 25571878         | 93.24                         | 25571878        | 0         | 25571878         | 100.00                               | 0             | 0         | 0                | 0  |                                    |
| Public-Institution       | 3707851       | 0               | 0         | 0                | 0.00                          | 0               | 0         | 0                | 0.00                                 | 0             | 0         | 0                | 0  |                                    |
| Public-Non Institution   | 5562961       | 79309           | 46        | 29355            | 0.53                          | 79309           | 32        | 29341            | 99.95                                | 0             | 14        | 14               | 14 |                                    |
| TOTAL                    | 36696475      | 25601187        | 46        | 25601233         | 68.76                         | 25601187        | 32        | 25601219         | 100.00                               | 0             | 14        | 14               | 14 |                                    |

**RESOLUTION NO. "4"** Appointment of M/S Khandelwal Ray & Co. Chartered Accountants, Kolkata (Firm registration no. 302035E), as the Auditors of the company for 5 years

| CATEGORY                 | TOTAL HOLDING   | Total Vote Cast |           |                  | Votes In Favour               |                 |           | Votes Against    |                                      |                                    |
|--------------------------|-----------------|-----------------|-----------|------------------|-------------------------------|-----------------|-----------|------------------|--------------------------------------|------------------------------------|
|                          |                 | e-Voting A1     | Ballot A2 | Total A3 (A1+A2) | % on Total Outstanding Shares | e-Voting B1     | Ballot B2 | Total B3 (B1+B2) | % of Votes in FAVOUR on votes polled | % of Votes AGAINST on votes polled |
| Promoter /Promoter Group | 27425663        | 27425663        | 0         | 27425663         | 100.00                        | 27425663        | 0         | 27425663         | 100.00                               | 0                                  |
| Public-Institution       | 3707851         | 0               | 0         | 0                | 0.00                          | 0               | 0         | 0                | 0.00                                 | 0                                  |
| Public-Non Institution   | 5562981         | 26409           | 46        | 26455            | 0.09                          | 26409           | 32        | 26441            | 99.95                                | 14                                 |
| <b>TOTAL</b>             | <b>36696475</b> | <b>27454972</b> | <b>46</b> | <b>27455018</b>  | <b>74.82</b>                  | <b>27454972</b> | <b>32</b> | <b>27455004</b>  | <b>100.00</b>                        | <b>14</b>                          |

**RESOLUTION NO. "5"** Appointment of Mr N K Khurana (DIN 00123297) as Director of the Company.

| CATEGORY                 | TOTAL HOLDING   | Total Vote Cast |           |                  | Votes In Favour               |                 |           | Votes Against    |                                      |                                    |
|--------------------------|-----------------|-----------------|-----------|------------------|-------------------------------|-----------------|-----------|------------------|--------------------------------------|------------------------------------|
|                          |                 | e-Voting A1     | Ballot A2 | Total A3 (A1+A2) | % on Total Outstanding Shares | e-Voting B1     | Ballot B2 | Total B3 (B1+B2) | % of Votes in FAVOUR on votes polled | % of Votes AGAINST on votes polled |
| Promoter /Promoter Group | 27425663        | 27425663        | 0         | 27425663         | 100.00                        | 27425663        | 0         | 27425663         | 100.00                               | 0                                  |
| Public-Institution       | 3707851         | 0               | 0         | 0                | 0.00                          | 0               | 0         | 0                | 0.00                                 | 0                                  |
| Public-Non Institution   | 5562981         | 26409           | 46        | 26455            | 0.09                          | 26409           | 32        | 26441            | 99.95                                | 14                                 |
| <b>TOTAL</b>             | <b>36696475</b> | <b>27452072</b> | <b>46</b> | <b>27452118</b>  | <b>74.81</b>                  | <b>27452072</b> | <b>32</b> | <b>27452104</b>  | <b>100.00</b>                        | <b>14</b>                          |

**RESOLUTION NO. "6"** Appointment of Mr N K Khurana (DIN 00123297) as Whole Time Director of the Company, designated as Director(Finance) and Company Secretary for 3 years

| CATEGORY                 | TOTAL HOLDING   | Total Vote Cast |           |                  | Votes In Favour               |                 |           | Votes Against    |                                      |                                    |
|--------------------------|-----------------|-----------------|-----------|------------------|-------------------------------|-----------------|-----------|------------------|--------------------------------------|------------------------------------|
|                          |                 | e-Voting A1     | Ballot A2 | Total A3 (A1+A2) | % on Total Outstanding Shares | e-Voting B1     | Ballot B2 | Total B3 (B1+B2) | % of Votes in FAVOUR on votes polled | % of Votes AGAINST on votes polled |
| Promoter /Promoter Group | 27425663        | 27425663        | 0         | 27425663         | 100.00                        | 27425663        | 0         | 27425663         | 100.00                               | 0                                  |
| Public-Institution       | 3707851         | 0               | 0         | 0                | 0.00                          | 0               | 0         | 0                | 0.00                                 | 0                                  |
| Public-Non Institution   | 5562981         | 26409           | 46        | 26455            | 0.09                          | 26409           | 32        | 26441            | 99.95                                | 14                                 |
| <b>TOTAL</b>             | <b>36696475</b> | <b>27452072</b> | <b>46</b> | <b>27452118</b>  | <b>74.81</b>                  | <b>27452072</b> | <b>32</b> | <b>27452104</b>  | <b>100.00</b>                        | <b>14</b>                          |

**RESOLUTION NO. "7" Approval of Members for payment of Commission to Non-Executive Directors**

| CATEGORY                 | Total Vote Cast |           |                  |                               | Votes In favour |           |                  |                                      | Votes Against |           |                  |                                    |
|--------------------------|-----------------|-----------|------------------|-------------------------------|-----------------|-----------|------------------|--------------------------------------|---------------|-----------|------------------|------------------------------------|
|                          | e-Voting A1     | Ballot A2 | Total A3 (A1+A2) | % on Total Outstanding Shares | e-Voting B1     | Ballot B2 | Total B3 (B1+B2) | % of Votes in FAVOUR on votes polled | e-Voting C1   | Ballot C2 | Total C3 (C1+C2) | % of Votes AGAINST on votes polled |
| Promoter /Promoter Group | 27425663        | 0         | 27425663         | 100.00                        | 27425663        | 0         | 27425663         | 100.00                               | 0             | 0         | 0                | 0.00                               |
| Public-Institution       | 3707853         | 0         | 3707853          | 0.00                          | 0               | 0         | 0                | 0.00                                 | 0             | 0         | 0                | 0.00                               |
| Public-Non Institution   | 5662563         | 46        | 5662609          | 0.53                          | 292570          | 37        | 292607           | 99.94                                | 10            | 14        | 24               | 0.08                               |
| <b>TOTAL</b>             | <b>36696079</b> | <b>46</b> | <b>36696125</b>  | <b>74.82</b>                  | <b>27425663</b> | <b>37</b> | <b>27425700</b>  | <b>100.00</b>                        | <b>10</b>     | <b>14</b> | <b>24</b>        | <b>0.00</b>                        |

**RESOLUTION NO. "8" Ratification of Remuneration of M/s. Shome & Banerjee, Cost Accountants (Firm Registration No.: 0000001) for conducting Audit of Cost Accounting records for the Financial Year ending 31st March, 2018**

| CATEGORY                 | Total Vote Cast |           |                  |                               | Votes In favour |           |                  |                                      | Votes Against |           |                  |                                    |
|--------------------------|-----------------|-----------|------------------|-------------------------------|-----------------|-----------|------------------|--------------------------------------|---------------|-----------|------------------|------------------------------------|
|                          | e-Voting A1     | Ballot A2 | Total A3 (A1+A2) | % on Total Outstanding Shares | e-Voting B1     | Ballot B2 | Total B3 (B1+B2) | % of Votes in FAVOUR on votes polled | e-Voting C1   | Ballot C2 | Total C3 (C1+C2) | % of Votes AGAINST on votes polled |
| Promoter /Promoter Group | 27425663        | 0         | 27425663         | 100.00                        | 27425663        | 0         | 27425663         | 100.00                               | 0             | 0         | 0                | 0.00                               |
| Public-Institution       | 3707853         | 0         | 3707853          | 0.00                          | 0               | 0         | 0                | 0.00                                 | 0             | 0         | 0                | 0.00                               |
| Public-Non Institution   | 5662563         | 46        | 5662609          | 0.53                          | 292570          | 37        | 292607           | 99.95                                | 10            | 14        | 24               | 0.05                               |
| <b>TOTAL</b>             | <b>36696079</b> | <b>46</b> | <b>36696125</b>  | <b>74.82</b>                  | <b>27425663</b> | <b>37</b> | <b>27425700</b>  | <b>100.00</b>                        | <b>10</b>     | <b>14</b> | <b>24</b>        | <b>0.00</b>                        |