

ROSSELL INDIA LIMITED



11th August, 2022

National Stock Exchange of India Limited
Listing Compliance Department,
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400051
Symbol: ROSSELLIND

Dear Sir

Sub.: **Clarification in respect of announcement submitted on 9th August, 2022 informing about proceedings of 28th Annual General Meeting of the Company held 9th August, 2022**

We are in receipt of your e-mail dated 10th August, 2021 requiring us to submit the brief details of items deliberated at 28th Annual General Meeting (AGM) of the Company and results thereof.

In this connection, once again we enclose the proceeding of 28th AGM along with the copy of voting results which includes both the brief details of items deliberated at 28th AGM as well as results thereof for your kind consideration and updation of your record as fully compliant in this regard.

Yours Faithfully
For ROSSELL INDIA LIMITED

(NIRMAL KUMAR KHURANA)
DIRECTOR (FINANCE) AND
COMPANY SECRETARY

REGISTERED OFFICE : JINDAL TOWERS, BLOCK 'B', 4TH FLOOR, 21/1A/3, DARGA ROAD, KOLKATA - 700 017
CIN : L01132WB1994PLC063513, WEBSITE : www.rossellindia.com
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ROSSELL INDIA LIMITED



9th 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.: **Outcome of 28th Annual General Meeting of the Company**

Kindly be advised that in compliance with the various circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI), the 28th Annual General Meeting (28th AGM) of the Company, as convened, was held today, i.e. 9th August, 2022, from 2:30 P.M. (IST) onwards through two way Video Conference (VC)/ Other Audio Visual Means (OAVM) facility using NSDL virtual meeting platform.

In terms of Regulation 30 read with Para A, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the copy of the proceedings of 28th AGM of the Company.

Kindly take the above on your record.

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

(N. K. KHURANA)
DIRECTOR (FINANCE) AND
COMPANY SECRETARY

Encl.: as above



Proceedings of 28th Annual General Meeting (AGM) of Rossell India Limited (the Company) held on Tuesday, 9th August 2022 at 2:30 PM through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

The 28th AGM of Members of the Company was held today i.e. 9th August, 2022 through Video Conferencing / Other Audio Visual Means at 2:30 p.m. (IST). Mr. N. K. Khurana, Director (Finance) and Company Secretary opened the proceedings and welcomed all the Members of the Company, Chairman as well as Directors present. He, thereafter, handed over the proceedings to Mr. H. M Gupta, Executive Chairman of the Company to conduct the Meeting.

Mr. H.M. Gupta, Executive Chairman chaired the proceedings of the Meeting. The requisite quorum being present, the Meeting was called to order by the Chairman. At the request of the Chairman, all Directors introduced themselves. The Chairperson of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibilities (CSR) Committee were present at the Meeting. Thus, in effect all the Board Members were present at the Meeting. The Chairman confirmed the presence of Statutory Auditors' as well as Secretarial Auditors, who is also the Scrutinizer for the remote e-voting and e-voting during the AGM.

The Company Secretary informed that the AGM was conducted through VC/OAVM facility in accordance with the circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI). He explained the general instructions to the Members regarding participation in the Meeting and called upon the Chairman to address the Members.

The Chairman highlighted, the performance of various Business Divisions of the Company during the financial year 2021-22 and the prospects during the current financial year 2022-23. The attention of the Members were also drawn towards the intimation given to Stock Exchanges viz. NSE and BSE on 12th July, 2022 immediately upon conclusion of the Meeting of the Board Directors, in respect of approval of Draft Scheme of Amalgamation (Scheme) between BMG Enterprises Limited, The Holding Company ("the Transferor Company") and Rossell India Limited ("the Transferee Company") and their respective shareholders, subject to the Shareholders and Regulatory approvals. It was confirmed that the aforesaid Scheme of Amalgamation shall not only lead to simplification of the Shareholding structure and reduction of Shareholding tiers but also demonstrate the Promoter Group's direct commitment to and engagement with the Company. Further the Scheme shall have no financial implications on the Company as all the expenses for this exercise would be borne by the Transferor Company and its shareholders.

The Chairman thereafter stated that based on the approvals obtained from the Members in the Extraordinary General Meeting of the Company held on 21st April, 2022 and resolution passed by circulation on 27th June, 2022 by the Board of Directors, Company allotted 10,00,000 0.01% Compulsorily Convertible Preference Shares of Rs. 10 each at a premium of Rs. 146 per Share to BMG Enterprises Ltd., the Holding Company, thereby raising the Paid Up Capital of the Company by Rs. 1 Crore and Reserves and Surplus by Rs. 14.60 Crores.





The Chairman also highlighted, the performance of the Company for the first Quarter ended 30th June, 2022.

Thereafter, with the consent of the Shareholders, Chairman announced that the Notice convening the AGM and the Auditors' Report were taken as read. The 7 (seven) agenda items of the Notice of 28th AGM were stated for information of the Members.

The Chairman informed that pursuant to the provisions of the Companies Act, 2013, the rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility to the Members to cast their vote through remote e-voting which commenced from Friday, 5th August, 2022 (9.00 a.m. IST) and ended on Monday, 8th August, 2022 (5.00 p.m. IST). During this period, all Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Sunday, 31st July, 2022, had the opportunity to cast their votes electronically. The Members were informed that the facility for voting through e-voting system provided by NSDL was made available during the AGM and shall continue for 30 minutes after the conclusion of the AGM for Members, who could not cast their vote prior to the Meeting.

At this stage, the Chairman invited Members who had pre-registered themselves as speakers, to raise queries, offer comments or seek clarifications (if any) on the Company's accounts and businesses. A total of 15 Members raised various issues which covered, inter alia, issues on Company's various Business Segments.

The Chairman, thanked all the Members for raising meaningful and pertinent questions. The Chairman and the Whole Time Director responded to the queries raised by Members and provided clarifications / explanations, wherever required.

The Chairman then announced that Mr. A. K. Labh, Practicing Company Secretary, was appointed as the Scrutinizer to scrutinize the e-voting process and advised the Members to continue to vote through electronic system, if not already voted through remote e-voting within next 30 minutes, as e voting shall be closed thereafter.

He stated that e-voting results shall be declared within two working days and the same along with the Consolidated Scrutinizers Report shall be advised to the Stock Exchanges. These shall also be uploaded on the website of the Company and on the website of NSDL, the e-voting agency.

To conclude, the Chairman thanked all the members from attending this Meeting.

The Meeting was concluded by the Company Secretary by extending a hearty vote of thanks to the Chair and other Directors for attending this Meeting.

The Company Secretary also thanked all the Members for attending this AGM.

The meeting finally concluded at 4:36 P.M.



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	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. "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	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. "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

