

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

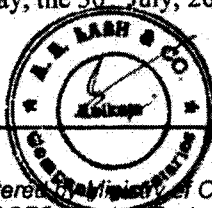
Dear Sir,

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 21st Annual General Meeting of the members of **Russell India Limited** ("Company") held on Friday, 31st 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 29th 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 27th July, 2015 up to 5.00 PM IST on Thursday, the 30th July, 2015.



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2. The Shareholders holding shares as on the "cut off" date, i.e. 24th July, 2015 were entitled to vote on the proposed 8 (Eight) resolutions as mentioned in the notice dated 29th day of May, 2015 of the Annual General Meeting of the Company.
3. The votes were unblocked on Friday, the 31st 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 31st 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 31st 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

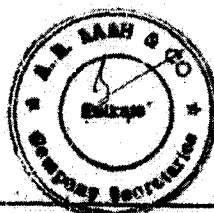
To re-appoint M/s S. S. Kothari & Co., Chartered Accountants as Statutory Auditors of the Company and to authorize the Board of Directors to fix their remuneration.

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

** 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

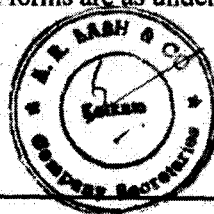
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
27664104	27663954	150

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

6. 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.
7. 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 31st 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

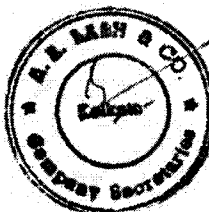
To declare Dividend on the Equity Shares for the year ended 31st March, 2015

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

** SPECIAL BUSINESS:****e) Resolution 5**

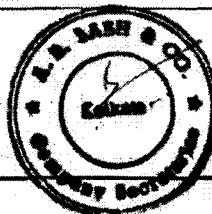
To confirm appointment of Ms. Nayantara Palchoudhuri (DIN: 00581440) as Director of the Company

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

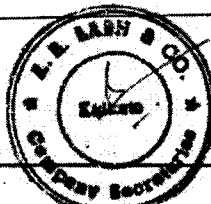
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
268	268	0

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 31st 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 31st March, 2015**

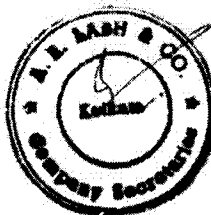
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
30956931	30956776 (99.9995%)	155 (0.0005%)

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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** 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	80956716 (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.

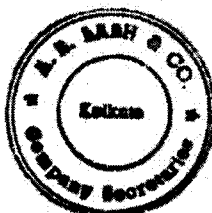
10. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes in this regard.

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

