



Summary of the Proceedings of the 22nd Annual General Meeting held on 3rd August, 2016

The 22nd Annual General Meeting (AGM) of the Members of Rossell India Limited was convened and held on Wednesday, 3rd August, 2016 at 10.30 A.M. at Kala Kunj, 48, Shakespeare Sarani, Kolkata 700 017 and concluded at 11.30 A.M.

- Mr. H.M. Gupta, Executive Chairman, welcomed the Members and Chaired the Meeting. A total of 496 Members were present in Person and 8 Members were present through proxy. The quorum being present, the business for the Meeting was taken up as per the Notice convening the AGM.
- The Chairman delivered his Speech about the industry scenario, current performance of the Company and future prospects in respect of the various business segments of the Company.
- He announced that in terms of the provisions of Sec. 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administrations) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 issued by the ICSI, the Company had provided remote e-voting facility to its Members for transacting the businesses contained in the Notice calling this Meeting. The remote e-voting commenced on Friday, 29th July, 2016 (9.00 a.m.) and ended on Tuesday 2nd August, 2016 (5.00 p.m.).
- He gave opportunity to the Members to ask questions or seek clarifications on the business transacted at the Meeting as per the Notice.
- Thereafter in terms of Rule 20 of the Companies (Management and Administrations) Amendment Rules, 2015, some of the Members casted votes by ballot paper at the AGM, who did not vote through remote e-voting.

The following items of business as per the Notice of 22nd AGM were transacted through e-voting / poll process:

ORDINARY BUSINESS

1. Adoption of (a) the Audited Financial Statement of the Company for the financial year ended 31st March, 2016 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 31st March, 2016 together with the Report of the Auditors thereon.
2. Confirmation of payment of Interim Dividends on Equity Shares for the Financial Year 2015-2016.



CONTINUATION



3. Appointment of a Director in place of Ms. Nayantara Palchoudhuri (DIN 00581440), who retires by rotation and being eligible offers herself for re-appointment.
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.

SPECIAL BUSINESS

5. Re-appointment of Mr. C.S. Bedi (DIN: 00123400) as Managing Director for a period of three years w.e.f. 01st October, 2016.
6. Revision of the terms of appointment of Mrs. Vinita Gupta.
7. Revision of the terms of appointment of Ms. Samara Gupta.
8. Ratification of the remuneration payable to M/s. Shome & Banerjee, Cost Accountants as Cost Auditors for the financial year 2016-2017.

The Chairman announced that Mr. A. K. Labh, scrutinizer will submit his report in compliance with the relevant provisions of the Companies Act, 2013 and the voting results would be declared within the stipulated time.

