

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
☎ (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381
Mobile : 98300-55689 / 98300-57689
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Website : www.aklabh.com

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
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 22nd Annual General Meeting of the members of “**Russell India Limited**” (“*Company*”) held on Wednesday, 3rd August, 2016 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 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 remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 30th May, 2016. My responsibility as a scrutinizer for the remote e-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 remote e-voting / physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Friday, the 29th July, 2016 up to 5.00 P.M. IST on Tuesday, the 2nd August, 2016.



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- The Shareholders holding shares as on the "cut off" date, i.e. 27th July, 2016 were entitled to vote on the proposed 8 (Eight) resolutions as mentioned in the notice dated 30th May, 2016 of the Annual General Meeting of the Company.
- 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.
- The votes were unblocked on Wednesday, the 3rd August, 2016 around 2.00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Raju Chowdhury, residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata - 700 021 and Mr. Biswarup Ganguly, residing at 27/2, Suren Tagore Road, Kolkata - 700019 who are not in employment of the Company.
- The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
- The combined result of the remote e-voting [EVEN : 104179] and votes casted through physical ballot papers distributed at the AGM 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 financial year ended 31st March, 2016 together with the Reports of the Directors and Auditors thereon

(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	21	27453938	
Voting by ballot	6	160	
Total	27	27454098	99.9998%



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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	4	53	
Voting by ballot	5	8	
Total	9	61	0.0002%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	2

b) **Resolution 2**

To confirm payment of Interim Dividend on Equity Shares for the Financial Year 2015-16

(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	22	27453988	
Voting by ballot	5	158	
Total	27	27454146	99.99996%



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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	3	3	
Voting by ballot	5	8	
Total	8	11	0.00004%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	2

c) **Resolution 3**

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

(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	20	27453688	
Voting by ballot	5	158	
Total	25	27453846	99.9994%



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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	4	153	
Voting by ballot	5	8	
Total	9	161	0.0006%

(iii) Invalid Votes:

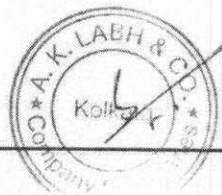
Total number of members whose votes were declared invalid	Total number of votes cast by them
2	2

d) Resolution 4

To re-appoint M/s S. S. Kothari & Co., Chartered Accountants, Kolkata (Registration No. 302034E), as Statutory Auditors of the Company and to fix their remuneration

(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	22	27453988	
Voting by ballot	4	157	
Total	26	27454145	99.99996%



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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	3	3	
Voting by ballot	5	8	
Total	8	11	0.00004%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	2

 SPECIAL BUSINESS:

e) **Resolution 5 : Special Resolution**

To re-appoint Mr. C. S. Bedi, (DIN : 00123400) as Managing 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	27453188	
Voting by ballot	3	156	
Total	22	27453344	99.9994%



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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	4	153	
Voting by ballot	4	7	
Total	8	160	0.0006%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	2

f) Resolution 6 : Ordinary Resolution

To revise the terms of appointment of Mrs. Vinita Gupta, wife of Mr. H. M. Gupta, Executive Chairman 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	18	26759968	
Voting by ballot	3	156	
Total	21	26760124	99.9994%



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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	4	153	
Voting by ballot	4	7	
Total	8	160	0.0006%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	2

g) Resolution 7 : Ordinary Resolution

To revise the terms of appointment of Ms. Samara Gupta, daughter of Mr. H. M. Gupta, Executive Chairman 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	20	27453688	
Voting by ballot	3	156	
Total	23	27453844	99.9994%



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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	4	153	
Voting by ballot	4	7	
Total	8	160	0.0006%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	2

h) Resolution 8 : Ordinary Resolution

To ratify the remuneration payable to M/s. Shome & Banerjee, Cost Accountants as Cost Auditors

(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	22	27453988	
Voting by ballot	3	156	
Total	25	27454144	99.99996%



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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	3	3	
Voting by ballot	4	7	
Total	7	10	0.00004%

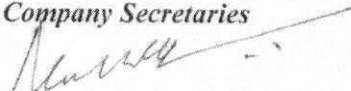
(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	2

- All the resolutions proposed hereinabove have been passed with requisite majority.
- 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 the 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: 04.08.2016



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Witness :

1. *Raju Chowdhury,*

(Raju Chowdhury)
The C.A.B. Dr. B. C. Roy Club House,
Eden Gardens, Kolkata - 700 021

2. *Biswarup Ganguly.*

(Biswarup Ganguly)
27/2, Suren Tagore Road
Kolkata - 700 019

Verified the contents and received the Report of the Scrutinizer
For Rossell India Limited

(N. K. Khurana)
Chief Financial Officer
-cum-Company Secretary