



29th August, 2023

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: Submission of Scrutinizer's Report along with Voting Results of the meeting of the Equity Shareholders of Rosell India Limited held pursuant to the direction of the Hon'ble National Company Law Tribunal, Kolkata Bench ('Hon'ble Tribunal' / "NCLT") vide their Order dated 13th July, 2023

In continuation of our letter dated 25th August, 2023 enclosing therein the proceedings of the meeting of the Equity Shareholders of Rosell India Limited (the Company) held on 25th August, 2023 at 1:00 P.M. pursuant to the direction of the Hon'ble National Company Law Tribunal, Kolkata Bench ('**Hon'ble Tribunal**' / "NCLT") vide their Order dated 13th July, 2023 in the Company Application (CAA) No.137/KB/2023 ('**Order**'), please find enclosed further:

1. The 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 as received from Ms. Shruti Singhania, Practicing Company Secretary, the Scrutinizer appointed by NCLT for that purpose;
2. The Voting Results of the said meeting of the Company in the format as prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Voting Results along with the Scrutinizer's Report is also available on the website of the Company at www.rossellindia.com and on the website of the National Securities Depository Limited at www.evoting.nsdl.com.

You are requested to take the above on records.

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

NIRMAL KUMAR KHURANA
DIRECTOR (FINANCE) AND
COMPANY SECRETARY



Encl: As above

**CS Shruti Singhania, B.Com(H), FCS
Practising Company Secretary**

Mobile: +9874847954/9123862259 ✉:singhania.shruti19@gmail.com/office.ssinghania@gmail.com

309, B.B. Ganguly Street, 2nd Floor, Room no. 5, Kolkata- 700012

**BEFORE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH AT KOLKATA
CA (CAA) No.137/KB/2023**

In the Matter of:

ROSSELL INDIA LIMITED

.....First Applicant/ Demerged Company

And

ROSSELL TECHSYS LIMITED

.... Second Applicant/Resulting Company

CONSOLIDATED SCRUTINISER'S REPORT

To,

Mr.Ritoban Sarkar

**Chairman for the Meeting of the Equity Shareholder of
Rossell India Limited (First Applicant Company)**

**appointed by the Hon'ble National Company Law Tribunal, Kolkata Bench at
Kolkata**

Dear Sir,

**Sub: Consolidated Scrutiniser's Report on electronic voting by the Equity
Shareholders of Rossell India Limited**

I, Shruti Singhania, Practicing Company Secretary, have been appointed as the Scrutiniser by the Hon'ble National Company Law Tribunal, Kolkata Bench at Kolkata (hereinafter referred to as the "Hon'ble Tribunal") vide Order passed on 13th July, 2023 in CA (CAA) No.137/KB/2023, for the purpose of scrutinizing remote e-voting and e-voting at the meeting (hereinafter collectively referred to as the 'electronic voting') at the meeting of Equity Shareholders of Rossell India Limited (hereinafter referred to as "the Company") held through video conferencing/other audio visual means on Friday, 25th August, 2023 at 1:00 p.m. (hereinafter referred to as the "meeting"). The meeting was called for seeking the approval of the Equity Shareholders to the Scheme of Arrangement between Rossell India Limited and Rossell Techsys Limited and their respective shareholders and creditors

RIL/ES/25.08.2023

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CS Shruti Singhania, B.Com(H), FCS

Practising Company Secretary

Mobile: +9874847954/9123862259 ✉:singhania.shruti19@gmail.com/office.ssinghania@gmail.com

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under Section 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "the Scheme"), in terms of the Notice dated 24th July, 2023, as issued by your good self as the Chairman of the meeting.

I have examined the records of electronic voting and other relevant documents as required for that purpose. In my opinion and to the best of my information and according to the online verification and examinations to the extent possible carried out by me and explanations as furnished to me by the Company, its officers and agents, I hereby submit my consolidated report w.r.t the electronic voting as under:-

1. The Company had appointed National Securities Depository Limited (hereinafter referred to as the "NSDL") as the electronic voting agency for providing the facility for electronic voting.
2. NSDL had provided a system for recording the votes of the Equity Shareholders electronically through remote e-voting as well as e-voting at the meeting.
3. NSDL had set up remote e-voting facility at www.evoting.nsdl.com. The link of the meeting was provided by NSDL to the Chairperson, Scrutiniser, Director/Officials of the Company and the Equity Shareholders. As explained to me, the Equity Shareholders were allowed to participate in the meeting but their presence was not visible on the screen due to system restrictions.
4. The Company had in total 11,492 (Eleven Thousand Four Hundred Ninety Two) Equity Shareholders for the purpose of the meeting. The Company completed the dispatch of the Notice of the meeting by mail to all the Equity Shareholders on Monday, 24th July 2023 and had published necessary advertisements.
5. The Cut-off date for the purpose of deciding the Equity Shareholders entitled to vote through electronic voting was Friday, 18th August, 2023.
6. The remote e-voting period had commenced at 9:00 A.M. on Tuesday, 22nd August 2023 and was closed/ blocked at 5:00 P.M. on Thursday, 24th August 2023.



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Practising Company Secretary

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7. At the meeting, the facility of e-voting was provided to those Equity Shareholders who did not exercise their vote through remote e-voting. The e-voting at the meeting commenced upon the instructions of the Chairman.
8. The votes cast through remote e-voting and e-voting at the meeting were unblocked on 25th August 2023 after the conclusion of the meeting in the presence of 2 witnesses, Mr.Shivam Singhania and Mrs.Kashmiri Singhania who are not in the employment of the Company.
9. I submit my consolidated Scrutiniser's Report on the result of the e-voting based on the report generated and sent by NSDL and relied upon by me as under:-

(A) Votes in favour of the Resolution:

Manner of Voting	Number of Equity Shareholders voted	Number of votes cast by Equity Shareholders (Rs.)
Remote e-voting	178	2,99,51,269
e-voting at the meeting	1	1,000
Total	179	2,99,52,269
% of total value of valid votes cast		99.99979%

(B) Votes against the Resolution:

Manner of Voting	Number of Equity Shareholders voted	Number of votes cast by Equity Shareholders (Rs.)
Remote e-voting	6	61
e-voting at the meeting	2	3
Total	8	64
% of total value of valid votes cast		0.00021



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(C) Invalid Votes:

Manner of Voting	Number of Equity Shareholders voted	Number of votes cast by Equity Shareholders (Rs.)
Remote e-voting	0	0
e-voting at the meeting	1	2
Total	1	2

10. The specific reports generated (control report and attendance register) and provided to me by NSDL are enclosed herewith and collectively marked as '**Annexure A**'. It has been represented to me by the Company that the votes have been casted by only those Equity Shareholders who were entitled to do so through the designated system of NSDL and that their authenticity has been confirmed by NSDL and that their authorisations have been confirmed by the Company.

Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made thereunder including the process followed for meeting and electronic-voting and the Circulars issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the electronic voting and to comply with the directions of this Hon'ble Tribunal relating to the calling, holding and conducting the meeting and voting thereat.



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Scrutinizer's Responsibility

My responsibility as a Scrutinizer for the electronic voting process was restricted to scrutinize the electronic voting, in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in Favour or Against the resolution stated in the Notice, based on the reports generated from the electronic voting system provided by NSDL.

You may declare the results of the electronic voting done by the Equity Shareholders, if the submissions made in this Report are considered fit and proper.

Thanking You,
Yours Faithfully,



A handwritten signature in black ink, appearing to read "Shruti Singhania".

**CS SHRUTI SINGHANIA
Practising Company Secretary
(F.C.S. No.: 11752 / C.P. No.: 18028)**

UDIN NO: F011752E000882083

PR No.: 1552/2021

ICSI Unique Code No.: I2017WB1592300

Date: 28.08.2023

Place: KOLKATA

ROSSELL INDIA LIMITED

Date of NCLT Convened General Meeting

25th August,2023

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

NIL

No. of shareholders attended the meeting through Video Conferencing

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RESOLUTION NO. "1"	Approve the Scheme of Arrangement between Rossell India Limited ("RIL" or "The Demerged Company") and Rossell Techsys Limited ("RTL" or "The Resulting Company") and their respective shareholders ("Scheme") pursuant to the provisions of Sections 230-232 read with Section 66 and other relevant provisions of the Companies Act, 2013 and rules there under
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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		28198233	100.00	28198233	0	100.00	0.00
	Poll	28198233	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	28198233	28198233	100.00	28198233	0	100.00	0.00
Public -Institution	E-voting		1097700	62.95	1097700	0	100.00	0.00
	Poll	1743858	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1743858	1097700	62.95	1097700	0	100.00	0.00
Public-Non Institution	E-voting		656402	8.46	656336	66	99.99	0.01
	Poll	7754384		0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total	7754384	656402	8.46	656336	66	99.99	0.01
TOTAL		37696475	29952335	79.46	29952269	66	100.00	0.00

