

# ROSSELL INDIA LIMITED



29<sup>th</sup> 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 of the meeting of the Unsecured Creditors 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 13<sup>th</sup> July, 2023**

In continuation of our letter dated 25<sup>th</sup> August, 2023 enclosing therein the proceedings of the meeting of the Unsecured Creditor of Rosell India Limited (the Company) held on 25<sup>th</sup> August, 2023 at 4:00 P.M. pursuant to the direction of the Hon'ble National Company Law Tribunal, Kolkata Bench ('**Hon'ble Tribunal**' / "**NCLT**") vide their Order dated 13<sup>th</sup> July, 2023 in the Company Application (CAA) No.137/KB/2023 ('**Order**'), please find enclosed further:

1. The Scrutinizer's Report in compliance with the applicable provisions of Companies Act, 2013 as received from Ms. Shruti Singhania, Practicing Company Secretary, the Scrutinizer appointed by NCLT for that purpose;

The Scrutinizer's Report is also available on the website of the Company at [www.rossellindia.com](http://www.rossellindia.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, 2<sup>nd</sup> 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**

**SCRUTINISER'S REPORT**

**To,**

**Mr.Ritoban Sarkar**

**Chairman for the Meeting of the Unsecured Creditor of**

**Rossell India Limited (First Applicant Company/ Demerged Company)**

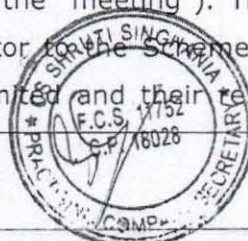
**appointed by the Hon'ble National Company Law Tribunal, Kolkata Bench at  
Kolkata**

**Dear Sir,**

**Sub: Scrutiniser's Report on the result of the voting conducted by way of poll at  
the Meeting of the Unsecured Creditors of Rossell India Limited (First  
Applicant/Demerged Company) pursuant to Order dated 13<sup>th</sup> July, 2023 passed  
by the Hon'ble National Company Law Tribunal, Kolkata Bench**

I, Shruti Singhania, Practising 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 13<sup>th</sup> July, 2023 in CA (CAA) No.137/KB/2023, for the purpose of scrutinizing the meeting of the Unsecured Creditors of Rossell India Limited (hereinafter referred to as "the Company") held on Friday, 25<sup>th</sup> August, 2023 at 4:00 P.M (hereinafter referred to as the "meeting"). The meeting was called for seeking the approval of the Unsecured Creditor of the Company of Arrangement between Rossell India Limited and Rossell Techsys Limited and their respective shareholders and

**RIL/UC/25.08.2023**



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

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creditors 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 24<sup>th</sup> July, 2023, as issued by your good self as the Chairman of the meeting.

I have examined the polling papers and other relevant documents as required for that purpose. In my opinion and to the best of my information and according to the 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 report w.r.t the voting as under:-

1. The Cut-off date for the purpose of deciding the Unsecured Creditor entitled to vote was Saturday, 31<sup>st</sup> December, 2022.
2. The Company had in total 358 (Three Hundred Fifty Eight) Unsecured Creditor for the purpose of the meeting. The Company completed the dispatch of the Notice of the meeting by mail to 334 Unsecured Creditors (out of which 11 Unsecured Creditors had registered 2 (two) emails with the Company for all correspondence) on Monday, 24<sup>th</sup> July 2023 and 36 Unsecured Creditor by speed post on Monday, 24<sup>th</sup> July 2023 and had published necessary advertisements.
3. The voting at the meeting was commenced upon the instructions of the Chairman.
4. The ballot box of the meeting were unlocked on 25<sup>th</sup> 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.
5. The poll papers were reconciled with the records maintained by the Company and the authorisations / proxies lodged with the Company.
6. No poll papers were found invalid.



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

### Practising Company Secretary

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7. The details of the votes casted at the meeting are as follows:-

(A) Votes in **favour** of the resolution:

No. of Unsecured Creditors	No. of votes cast by them	% of total no. of valid votes cast
14	10,83,05,043	100

(B) Votes **against** the resolution:

No. of Unsecured Creditors	No. of votes cast by them	% of total no. of valid votes cast
0	0	0

(C) **Invalid** Votes:

No. of Unsecured Creditors	No. of votes cast by them
0	0

8. The aforesaid votes were casted in favour of the resolution as mentioned in sl. no. 1 of the polling paper.

9. None of the UnSecured Creditors voted 'AGAINST' the resolution.

10. The ballot paper, attendance slip, authorization along with ID proof of the UnSecured Creditor who has casted the vote at the meeting as per the cut of date are annexed with this report and collectively marked as '**Annexure A**'.

### **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 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 and to comply with the directions of this Hon'ble Tribunal relating to the calling, holding and conducting the meeting and voting thereat.



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

**Practising Company Secretary**

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**Scrutinizer's Responsibility**

My responsibility as a Scrutinizer for the voting process was restricted to scrutinize the voting conducted by way of poll at the meeting of the Unsecured Creditor, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in Favour or Against the resolution stated in the Notice, based on the reports generated from the voting conducted by way of poll.

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: F011752E000882116**  
**PR No.: 1552/2021**  
**ICSI Unique Code No.: I2017WB1592300**

**Date: 28.08.2023**

**Place: KOLKATA**