



23<sup>rd</sup> March, 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: Notice of Postal Ballot through remote e-Voting System**

Further to our letter dated 8<sup>th</sup> February, 2023, we enclose, in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of Notice of Postal Ballot dated 8<sup>th</sup> February, 2023 ('Notice' or 'Postal Ballot Notice') along with the Explanatory Statement thereto, seeking approval of the Members for re-appointment of Ms. Nayantara Palchoudhuri (DIN: 00581440) as an Independent Director of the Company, through Postal Ballot by way of remote e-Voting System only.

In compliance with General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 3/2022 dated 5<sup>th</sup> May, 2022 and 11/2022 dated 28<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs (collectively the '**MCA Circulars**'), the Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/ List of Beneficial Owners as maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on the **cut-off date** i.e. **Friday, 17<sup>th</sup> March, 2023** and who have registered their e-mail addresses with their Depository Participants (in respect of shares held in demat mode) or with the Company's Registrar and Share Transfer Agent (RTA), CB Management Services Private Limited (in respect of shares held in physical form).

In terms of aforesaid MCA Circulars, the Company is providing only the remote e-voting facility to its Members, to enable them to cast their votes electronically on the resolution set forth in the Postal Ballot Notice instead of submitting the Postal Ballot form. Hence, the hard copies of the Notice along with postal ballot form and pre-paid business reply envelope are not being sent to the Members.

The Company has engaged the National Securities Depository Limited (NSDL) for facilitating the voting through electronic means.

The aforesaid Postal Ballot Notice is also available on the website of the Company at [www.rossellindia.com](http://www.rossellindia.com) and on the website of the NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The process and manner for remote e-Voting are detailed in the Notes forming part of the enclosed Notice.

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





## **ROSSELL INDIA LIMITED**

CIN: L01132WB1994PLC063513

Registered Office: Jindal Towers, Block 'B', 4th Floor  
21/1A/3, Darga Road, Kolkata - 700 017, Website: [www.rossellindia.com](http://www.rossellindia.com)  
Phone: 033 4061 6083, e-mail: [corporate@rosselltea.com](mailto:corporate@rosselltea.com)

### **NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Circulars issued by the Ministry of Corporate Affairs]

<b>VOTING STARTS ON</b>	<b>VOTING ENDS ON</b>
Saturday, March 25, 2023, at 9:00 a.m. (IST)	Sunday, April 23, 2023, at 5:00 p.m. (IST)

Dear Members,

Notice is hereby given to the Members of Rossell India Limited (the Company) pursuant to the provisions of Section 110 of the Companies Act, 2013 (the "Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 read with General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 3/2022 dated 5<sup>th</sup> May, 2022 and 11/2022 dated 28<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs (collectively the '**MCA Circulars**'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), Secretarial Standard-2(SS-2) issued by the Institute of Company Secretaries of India and other applicable laws, rules & regulations (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), that the special resolution appended below pertaining to the re-appointment of Ms. Nayantara Palchoudhuri (DIN: 00581440), as an Independent Director, be passed by the members of the Company through Postal Ballot by way of electronic voting Process only ("remote e-voting" or "e-Voting"). An Explanatory Statement relating to the said resolution setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice ("the Notice" or "the Postal Ballot Notice").

In conformity with the regulatory requirements, **Members are advised to cast their votes on the Resolution only through remote e-voting**, for which purpose they are requested to read carefully the instructions annexed to the Notice.

#### **SPECIAL BUSINESS**

**1. Re-appointment of Ms. Nayantara Palchoudhuri (DIN: 00581440) as an Independent Director:**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:-

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013(the Act) and the Companies (Appointment and Qualification of Directors), Rules, 2014, and Regulations 17(1)(c) & 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015("SEBI Listing Regulations") and based on the recommendation of Nomination and Remuneration Committee of the Board and approval of the Board of Directors, Ms. Nayantara Palchoudhuri (DIN: 00581440) who holds office upto 8<sup>th</sup> February, 2023 as an Independent Director, having submitted a declarations that she meets the criteria for independence as provided under Section 149(6) of the Act, and Regulation 16(1)(b) of SEBI Listing Regulations and in

respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member of the Company proposing her candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5(five) consecutive years commencing from 9<sup>th</sup> February, 2023 upto 8<sup>th</sup> February, 2028.”

“**FURTHER RESOLVED THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or expedient in the interest of the Company and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

**Place:** Kolkata

**Date:** 08<sup>th</sup> February, 2023

**Registered Office:**

Jindal Towers, Block 'B', 4th Floor,  
21/1A/3, Darga Road,  
Kolkata – 700 017

**CIN:** L01132WB1994PLC063513

**By Order of the Board**

N K Khurana

Director (Finance) and  
Company Secretary

FCS - 2173

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## NOTES

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act, setting out the material facts and the reason in respect of special business as set out above, is annexed hereto and forms part of this Notice.
2. In terms of MCA Circulars, your Company has an option, to seek the approval of the Members through Postal Ballot by remote e-voting process only, instead of getting the same passed at the General Meeting. Accordingly, if the resolution is approved by the Members through Postal Ballot by remote e-voting process only, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.
3. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members, whose names appear in the Register of Members/ List of Beneficial Owners as maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on the **cut-off date** i.e. **Friday, 17<sup>th</sup> March, 2023** and who have registered their e-mail addresses with their Depository Participants (in respect of shares held in demat mode) or with the Company's Registrar and Share Transfer Agent (RTA), CB Management Services Private Limited (in respect of shares held in physical form).

A person who is not a Member on the cut-off date, should treat this Notice, for information purpose only. The hard copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes will not be sent to the Members, in terms of the MCA Circulars.

Accordingly, Members are requested to provide their assent or dissent through e-voting system only, in respect of the resolution contained in the Postal Ballot Notice dated 8<sup>th</sup> February, 2023.

4. Members holding shares in physical mode and wish to receive this Postal Ballot Notice and all other communication(s) sent by the Company, from time to time, are requested to visit on the website of the Company at [www.rossellindia.com](http://www.rossellindia.com) or on the website of Company's RTA at (<http://www.cbmsl.com>) and update their respective email address by furnishing the requisite documents as prescribed therein. Members holding shares in demat form are requested to register their email addresses with their Depository Participant(s) only where they maintain their demat accounts.
5. This Postal Ballot Notice has been uploaded on the website of the Company at [www.rossellindia.com](http://www.rossellindia.com) and same can also be accessed from the websites of the Stock Exchanges, i.e. BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and from the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. In terms of MCA Circulars, the Company is providing facility of remote e-Voting to its Members, to enable them to cast their votes electronically in respect of the proposed resolution instead of dispatching the postal ballot forms and pre-paid business reply envelopes by post.

For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The instructions for remote e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.

7. In compliance with the provisions of Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors has appointed Mr. Atul Kumar Labh (Practicing Company Secretary) (FCS-4848/COP-3238), proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata, as the Scrutinizer for conducting the Postal Ballot remote e-Voting process in a fair and transparent manner.
8. The Scrutinizer shall submit his report to the Executive Chairman of the Company or

any other person as may be authorised by the Board, after the completion of scrutiny of the votes cast through e-Voting. The results of the Postal Ballot remote e-voting process shall be declared within 2 working days from the time of conclusion of the remote e-Voting. The results along with Scrutinizer's Report shall be placed on the website of Company at [www.rossellindia.com](http://www.rossellindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and same shall also be communicated to the Stock Exchanges i.e. BSE Limited ('BSE') & the National Stock Exchange of India Limited ('NSE').

9. In terms of Clause 16.6.3 of SS- 2, the resolution shall be deemed to have been passed on the last date of e-voting i.e. **23<sup>rd</sup> April, 2023**, in the event proposed special resolution is assented to by the requisite majority of the Members of the Company.
10. Details as required under Regulation 36(3) of the SEBI Listing Regulations, as amended in respect of Independent Directors seeking re-appointment is annexed hereto as Annexure - A to this Notice which forms part of the Explanatory Statement.
11. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to [corporate@rosselltea.com](mailto:corporate@rosselltea.com) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.

### **THE INSTRUCTIONS FOR E-VOTING ARE AS UNDER:**

The e-voting period commences at 9:00 A.M (IST) on Saturday, the 25<sup>th</sup> March, 2023 and ends at 5:00 P.M (IST) on Sunday, the 23<sup>rd</sup> April, 2023. During this period the Members of the Company, holding shares either in physical form or in demat form as on the cut-off date i.e. Friday, 17<sup>th</sup> March, 2023 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter and the voting shall not be allowed beyond the said date and time. The voting right of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*





#### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode.**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of Shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' section , this will prompt you to enter your

	<p>existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service</li> </ol>

	<p>Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinizeraklabh@gmail.com](mailto:scrutinizeraklabh@gmail.com); [aklabh@aklabh.com](mailto:aklabh@aklabh.com); [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [corporate@rosselltea.com](mailto:corporate@rosselltea.com) or to the Company’s Registrar and Share Transfer Agent, namely CB Management Services Pvt. Ltd at their e-mail id viz. [rta@cbmsl.com](mailto:rta@cbmsl.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [corporate@rosselltea.com](mailto:corporate@rosselltea.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Place: Kolkata  
Date: 8<sup>th</sup> February, 2023  
**Registered Office:**  
Jindal Towers, Block ‘B’, 4thb Floor,  
21/1A/3, Darga Road, Kolkata – 700 017  
**CIN:** L01132WB1994PLC063513

**By Order of the Board**  
**N K Khurana**  
Director (Finance) and  
Company Secretary  
FCS - 2173

## **EXPLANATORY STATEMENT**

### **[Pursuant to Section 102 (1) of the Companies Act, 2013 (the Act)]**

#### **Item No.1**

Ms. Nayantara Palchoudhuri (DIN - 00581440) (Ms. NTPC) was appointed as an Independent Director of the Company w.e.f. 9<sup>th</sup> February, 2018 for a consecutive period of five(5) years and which was approved by the Members of the Company at the 24<sup>th</sup> Annual General Meeting of the Company held on 8<sup>th</sup> August 2018 Thus, her first term as an Independent Director expired on 8<sup>th</sup> February, 2023.

In accordance with the provisions of Section 149(10) the Companies Act, 2013, Ms. NTPC is eligible to be re-appointed as an Independent Director for the second term of 5(five) consecutive years commencing from 9<sup>th</sup> February, 2023 to 8<sup>th</sup> February, 2028.

Keeping in view of the valuable contribution made by Ms. NTPC, during her tenure of first 5(five) years as an Independent Director of the Company, her performance evaluation based on her vast knowledge, huge expertise as well as extensive experience in Tea Industry, the Nomination and Remuneration Committee of the Board, at its Meeting held on 8<sup>th</sup> February, 2023, has recommended to the Board that continued association of Ms. NTPC as an Independent Director for the second term of 5(five) consecutive years from 9<sup>th</sup> February, 2023, onwards, would be in the interest of the Company.

In the opinion of the Board of Directors, Ms. NTPC fulfils the criteria of independence as specified under the Act and SEBI Listing Regulations, for her re-appointment as an Independent Director of the Company.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 8<sup>th</sup> February, 2023, has approved the re-appointment of Ms. NTPC, as an Independent Director on the Board, not liable to retire by rotation, for the second term of 5(five) consecutive years commencing from 9<sup>th</sup> February, 2023 to 8<sup>th</sup> February, 2028, subject to the approval of the Members by way of Special Resolution.

In terms of Section 160(1) of the Act, the Company has received a notice in writing from a Member of the Company proposing the candidature of Ms. NTPC for her re-appointment to the office of Independent Director for the second term.

The Company has also received all required declaration and confirmations from Ms. NTPC including (i) consent in writing in Form DIR-2 in term of provisions of Section 152(5) of the Act read with Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, (ii) an intimation in Form DIR-8 pursuant to the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations.

Ms. NTPC has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

A brief profile of Ms. NTPC and other relevant information as required under SEBI Listing Regulations and Secretarial Standards are provided as annexure to this Notice.

The terms and conditions of re-appointment of an Independent Director are available for inspection to the Members at the website of the Company [www.rossellindia.com](http://www.rossellindia.com).

The Board of Director recommend the adoption of proposed special resolution as set out in Item No. 1 of this Notice by the Members.

None of the Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, in the Special Resolution as set out in the Notice except Ms. Nayantara Palchoudhuri herself, to whom the aforesaid resolution relates.

**Place:** Kolkata

**Date:** 08<sup>th</sup> February, 2023

**Registered Office:**

Jindal Towers, Block 'B', 4th Floor,

21/1A/3, Darga Road,

Kolkata – 700 017

CIN: L01132WB1994PLC063513

**By Order of the Board**

N K Khurana

Director (Finance) and

Company Secretary

FCS - 2173

**Details of Mr. Nayantara Palchoudhuri (Ms. NTPC) seeking re-appointment as Independent Director [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2, Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India]:**

<b>Particulars</b>	
Name of the Director	Ms. Nayantara Palchoudhuri
Director Identification Number(DIN)	00581440
Date of Birth	24 <sup>th</sup> June, 1962
Date of First Appointment as an Independent Director	9 <sup>th</sup> February, 2018
Qualifications	<ul style="list-style-type: none"> <li>i) B.A. (Hons.) in Political Science from Jadavpur University;</li> <li>ii) M.A. in Development Studies from School of Oriental and African studies (University of London);</li> <li>iii) M.Phil. from London School of Economics &amp; Political Science;</li> </ul>
Expertise in specific functional areas	<p>Ms. NTPC is a fourth generation tea planter with more than thirty years of experience in the operations and management of family owned Tea Estates in North Bengal.</p> <p>Ms. Palchoudhuri has wide experience in serving and heading industry associations and at present, she is Chairperson of Indian Tea Association, a Premier Association of Tea Producers in North India and Tea Research Association, the Research Body for Tea Industry in North India.</p> <p>She has been the 1<sup>st</sup> Lady President of Bengal National Chamber of Commerce &amp; Industry (BNCCI). She is in the Managing Committee of Bengal Chamber of Commerce &amp; Industry (BCCI) as well as Indian Chamber of Commerce (ICC). She is the National Executive Committee Member of Federation of Indian Chambers of Commerce &amp; Industry (FICCI) and Founder Member of Enterprise Development Institute (EDI).</p> <p>Ms. Palchoudhuri has a wide and rich experience of serving as an Independent Director of renowned listed Companies.</p> <p>Ms. Palchoudhuri has a wide experience in the realm of Corporate Social Responsibility (CSR) activities and in serving and leading social associations. She has the honor of being the 1<sup>st</sup> Woman District Governor of Rotary International in West Bengal.</p> <p>She has been the Past President of Indo British Scholars Association and former Senate Member of the Calcutta University.</p> <p>She is also associated with Indian National Trust for Art and Cultural Heritage, Calcutta School of</p>

	<p>Music and the Agri Horticultural Society of India.</p> <p>Ms. Palchoudhuri serves as the Honorary Consul for Norway in the Eastern Region looking after trade development and consular matters. She was honored with the prestigious King's Order of Merit for her outstanding services to strengthen the relation between India and Norway.</p>
Disclosure of relationships between directors inter-se	She is not related to any Director of the Company.
Companies in which he/she holds Directorship	<ul style="list-style-type: none"> <li>• Rossell India Limited;</li> <li>• Vesuvius India Limited;</li> <li>• Titagarh Wagons Limited;</li> <li>• Ludlow Jute &amp; Specialities Limited;</li> <li>• Nicco Parks &amp; Resorts Limited;</li> <li>• Washabarie Tea Co Private Limited;</li> <li>• Amba River Coke Limited;</li> <li>• JSW Bengal Steel Limited;</li> <li>• International Combustion (India) Ltd;</li> </ul>
Listed Companies in which he/she resigned from Directorship in the past three years.	<ul style="list-style-type: none"> <li>• Tide Water Oil (India) Limited;</li> <li>• West Bengal Tea Development Corporation Limited;</li> <li>• Tollygunge Club Limited;</li> </ul>
Chairperson / Member of the Committees of the Board of the Companies on which he/she is a Director	Refer Annexure –A
Number of shares held in the Share Capital of the Company  (a) Self (b) As beneficial owner	NIL NIL
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Being Tea planter herself, Ms. NTPC is well conversant with the nuances of Tea Industry. Besides, she is at the helm of affairs of the Industry Association as well as Research Body. The skills and capability that she possesses by virtue of her position are likely to steer the Company's Tea Business to a new height. Beside, her Business Administration Skills and Decision Making Capabilities are likely to prove beneficial for the Company.
Terms and Conditions of appointment	Re-appointment as an Independent Director of the Company for a Second Term of 5 consecutive years commencing from 9 <sup>th</sup> February, 2023.
Remuneration paid during the financial year 2022-2023 (till 8 <sup>th</sup> February, 2023)	Except Commission of Rs.5.00 lakhs in respect of financial year 2021-2022 and sitting fees amounting to Rs.5.04 lakhs, she has not been paid any other remuneration during the Financial Year 2022-2023.

Details of remuneration proposed	Sittings fees and Commission as may be decided by the Board of Directors of the Company from time to time, subject to the provisions of Companies Act, 2013.
Number of meetings of the Board attended during the Financial year 2022-2023. (till 8 <sup>th</sup> February, 2023)	No. of Board Meetings held - 6 No. of Board Meetings attended – 6
No. of Committees Meetings attended during the year 2022-2023. (till 8 <sup>th</sup> February, 2023)	No. of Committees Meetings held of such Committees where Ms. Nayantara Palchoudhuri is the Chairperson / Member – 17 No. of Committees Meetings attended – 17

**Annexure A**

**Chairperson/Member of the Committees of the Board of the Companies on which she is a Director**

<b>Sl. No.</b>	<b>Name of Companies</b>	<b>Name of Committees of which a Chairperson</b>	<b>Name of Committees of which a Member</b>
1.	Rossell India Limited	Nomination and Remuneration Committee; Corporate Social Responsibility Committee;	Audit Committee; Nomination and Remuneration Committee; Stakeholders Relationship Committees; Corporate Social Responsibility Committee
2.	Vesuvius India Limited	NIL	Audit Committee; Nomination and Remuneration Committee; Stakeholders Relationship Committees; Risk Management Committee; Corporate Social Responsibility Committee;
3.	Titagarh Wagons Limited	NIL	Stakeholders Relationship Committees; Corporate Social Responsibility Committee;
4.	Ludlow Jute & Specialities Limited	NIL	Audit Committee; Stakeholders Relationship Committees; Corporate Responsibility Committee;
5.	Nicco Parks & Resorts Limited	NIL	Corporate Responsibility Committee
6.	Amba River Coke Limited	NIL	Audit Committee; Nomination and Remuneration Committee; Corporate Social Responsibility Committees;
7.	JSW Bengal Steel Limited	NIL	Audit Committee; Nomination and Remuneration Committee; Finance Committees;
8.	International Combustion (India) Ltd	NIL	Nomination and Remuneration Committee; Stakeholders Relationship Committees; Corporate Social Responsibility Committee;