

ROSSELL INDIA LIMITED



5th July, 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: Annual Report for the Financial Year 2022-2023 along with Notice convening the 29th Annual General Meeting of the Company.

Further to our letter dated 27th May, 2023, kindly be advised that the 29th Annual General Meeting (AGM) of the Company will be held on Thursday, 3rd August, 2023, at 3:00 P.M. (IST) through two way Video Conference (VC)/ Other Audio Visual Means (OAVM) facility, in compliance with General Circular No. 10/2022 dated 28th December, 2022 read with para 3 and 4 of General Circular No. 20/2020 dated 5th May, 2020 issued by Ministry of Corporate Affairs.

In terms of Regulation 34(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Annual Report of the Company for the Financial Year 2022-2023, which includes Notice convening the aforesaid 29th AGM.

This Annual Report for the Financial Year 2022-2023 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.

The aforesaid documents are being dispatched electronically today to those members whose e-mail IDs are registered with the Company/Registrar and Share Transfer Agent of the Company or the Depository Participant(s).

You are requested to take the above on records.

Yours faithfully,
For ROSSELL INDIA LTD.

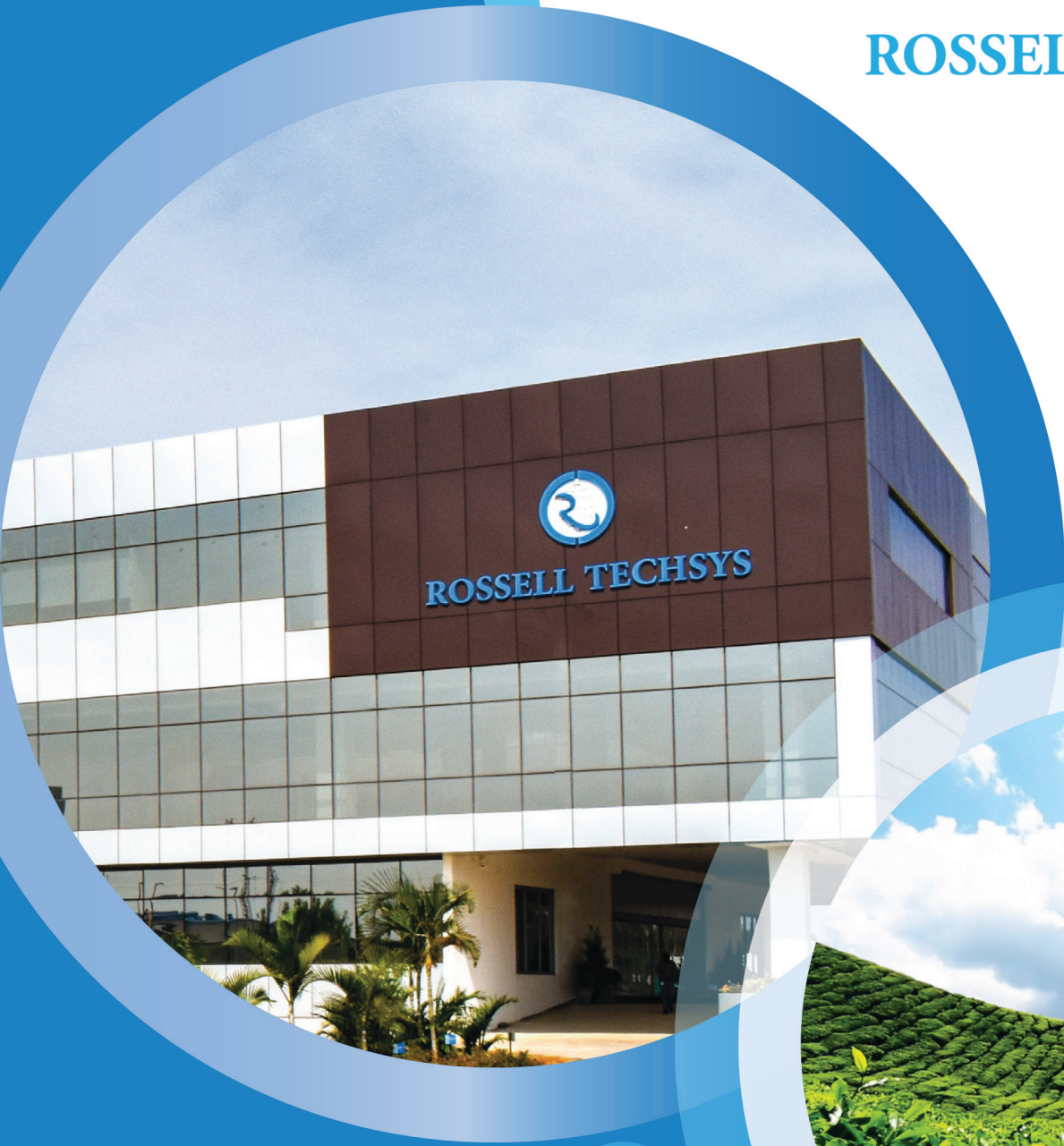
**NIRMAL KUMAR KHURANA
DIRECTOR (FINANCE) AND
COMPANY SECRETARY**

Encl: As above





ROSSELL INDIA LTD



ANNUAL REPORT

YEAR 2022 - 2023

Corporate Information

BOARD OF DIRECTORS

H. M. Gupta, Executive Chairman (KMP – Chief Executive Officer)
N. Palchoudhuri, Non-Executive-Independent Director
K. Katyal, Non-Executive-Independent Director
R. Bhatnagar, Non-Executive-Independent Director
N. K. Khurana, Director (Finance) and Company Secretary (KMP – Chief Financial Officer)
R. M. Gupta, Whole time Director (KMP)

KMP – Key Managerial Personnel

AUDIT COMMITTEE

R. Bhatnagar, Non-Executive-Independent Director (Chairman)
N. Palchoudhuri, Non-Executive-Independent Director (Member)
K. Katyal, Non-Executive-Independent Director (Member)

NOMINATION AND REMUNERATION COMMITTEE

N. Palchoudhuri, Non-Executive-Independent Director (Chairperson)
K. Katyal, Non-Executive-Independent Director (Member)
R. Bhatnagar, Non-Executive-Independent Director (Member)

STAKEHOLDERS' RELATIONSHIP COMMITTEE

K. Katyal, Non-Executive-Independent Director (Chairman)
N. Palchoudhuri, Non-Executive-Independent Director (Member)
N. K. Khurana, Director (Finance) and Company Secretary (Member)

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

N. Palchoudhuri, Non-Executive-Independent Director (Chairperson)
R. Bhatnagar, Non-Executive-Independent Director (Member)
N. K. Khurana, Director (Finance) and Company Secretary (Member)

RISK MANAGEMENT COMMITTEE

H. M. Gupta, Executive Chairman (Chairman)
R. Bhatnagar, Non-Executive-Independent Director (Member)
K. Katyal, Non-Executive-Independent Director (Member)
R. M. Gupta, Whole time Director (Member)
S. S. Sikand, Chief Executive Officer-Rossell Tea (Member)
Z. Philip, Chief Operating Officer-Rossell Techsys (Member)

DIVISIONAL HEADS

S. S. Sikand, Chief Executive Officer, Rossell Tea
Z. Philip, Chief Operating Officer, Rossell Techsys

AUDITORS

M/s. Khandelwal Ray & Co.,
Chartered Accountants

BANKERS

HDFC Bank Limited
ICICI Bank Limited
Kotak Mahindra Bank Limited
The Federal Bank Limited
YES Bank Limited

REGISTRAR AND SHARE TRANSFER AGENT

CB Management Services Private Limited
P-22, Bondel Road, Kolkata - 700 019

REGISTERED OFFICE

Jindal Towers, Block 'B', 4th Floor,
21/1A/3, Darga Road, Kolkata - 700 017
Phone: 033 4061 6083
Email: corporate@rosselltea.com
Website: www.rossellindia.com
CIN: L01132WB1994PLC063513

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Notice

NOTICE is hereby given that the Twenty Ninth Annual General Meeting (AGM) of the Members of Rossell India Limited will be held on **Thursday, 3rd August, 2023, at 3:00 P.M.** through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt-
 - a. The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon; and
 - b. The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Reports of the Auditors thereon.
2. To declare Dividend of ₹ 0.40 per Equity Share of ₹ 2 each for the Financial Year ended 31st March, 2023.
3. To appoint a Director in place of Mr. Harsh Mohan Gupta (DIN - 00065973), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. Fixation of overall maximum Remuneration payable to Managerial Personnel

To consider and, if thought fit, to pass the following resolutions as Special Resolutions:-

"RESOLVED THAT in terms of the provisions of Section 197 and other applicable provisions, if any of the Companies Act, 2013 (the Act), Rules made thereunder read with Schedule V to the said Act, applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and in terms of the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors and subject to such approvals, if any, consent of the Members of the Company be and is hereby accorded that the total Managerial remuneration payable to all its Directors including Managing Director / Whole time Director in any financial year shall not exceed 15(fifteen)% of the Net profits of the Company as computed under Section 198 of the Act provided that within the aforesaid overall maximum Managerial Remuneration, the remuneration payable to any one Managing Director / Whole time Director of the Company shall not exceed 7 (seven)% of the Net Profits and if there is more than one such Director, the remuneration shall not exceed 14 (fourteen)% of the Net profits to all such Directors in any financial year."

"FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to do all acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Revision in payment of remuneration of Mr. Harsh Mohan Gupta (DIN - 00065973) as the Managing Director, designated as Executive Chairman.

To consider and, if thought fit, to pass the following resolutions as Special Resolutions:-

"RESOLVED THAT in partial modification of the earlier resolution passed by the Members at 27th Annual General Meeting held on 9th September, 2021 and pursuant to the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Audit Committee and approved by the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for partial modifications/revision in the overall remuneration paid/payable to Mr. Harsh Mohan Gupta (DIN- 00065973), Managing Director, designated as Executive Chairman of the Company, for remaining period of his tenure i.e. from 1st April, 2023 to 31st March, 2024, as set out in the Explanatory Statement annexed to the Notice convening this Meeting."

"FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to do all acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. Re-appointment of Mr. Harsh Mohan Gupta (DIN- 00065973) as the Managing Director, designated as Executive Chairman

To consider and, if thought fit, to pass the following resolutions as Special Resolutions:-

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re - enactments thereof, for the time being in force) and



Notice

as recommended by the Nomination and Remuneration Committee and the Audit Committee and as approved by the Board of Directors ("Board") of the Company, consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Harsh Mohan Gupta (DIN - 00065973), as Managing Director of the Company, designated as Executive Chairman, for a further period of 3 (Three) years commencing from 1st April, 2024 to 31st March, 2027 on the terms and conditions, including the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with the liberty to the Board to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed between the Board and Mr. Harsh Mohan Gupta during the period of his appointment within the overall ceiling as mentioned therein."

FURTHER RESOLVED THAT in the event of absence of profits or inadequate profits in any financial year, the salary, allowances and perquisites as set out in the Explanatory Statement forming part of this resolution be paid as Minimum Remuneration to Mr. Harsh Mohan Gupta, even if it exceeds the stipulated limits under the various provisions of the Act or the rules related thereto during any financial year."

"FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to do all acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. Re-appointment of Mr. Nirmal Kumar Khurana (DIN - 00123297) as a Whole time Director.

To consider and, if thought fit, to pass the following resolution as Special Resolutions:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Audit Committee and as approved by the Board of Directors ("Board") of the Company, consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Nirmal Kumar Khurana (DIN-00123297), as Whole time Director of the Company designated as Director (Finance) and Company Secretary, for a further period of 3 (Three) years commencing from 1st September, 2023 to 31st August, 2026 on the terms and conditions, including the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with the liberty to the Board to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed between the Board and Mr. Nirmal Kumar Khurana during the period of his appointment within the overall ceiling as mentioned therein."

"FURTHER RESOLVED THAT in the event of absence of profits or inadequate profits in any financial year, the salary, allowances and perquisites as set out in the Explanatory Statement forming part of this resolution be paid as Minimum Remuneration to Mr. Nirmal Kumar Khurana, even if it exceeds the stipulated limits under the various provisions of the Act or the rules related thereto during any financial year."

"FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to do all acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. Ratification of Cost Auditors Remuneration.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, M/s Shome & Banerjee, Cost Accountants, (Registration No. 000001), the Cost Auditors appointed by the Board, to conduct the audit of the cost records of the Company in respect of products of Rossell Tea and Rossell Techsys Divisions for the Financial Year ending 31st March, 2024, be paid remuneration as set out in the Explanatory Statement annexed to the Notice."

Place: Kolkata
Date: 27th May, 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



Notice

NOTES

1. The Ministry of Corporate Affairs ("MCA") through its General Circular No. 10/2022 Dated 28th December, 2022 read with para 3 & 4 of General Circular No. 20/2020 of dated 5th May, 2020 (collectively referred to as "MCA General Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM without the physical presence of Members at a common venue on or before 30th September, 2023.

In line with the General Circular of MCA, SEBI also came with Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 of dated 5th January, 2023 to provide relaxation to listed entity from compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 till 30th September, 2023.

In compliance of the provisions of Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and MCA General Circulars and SEBI Circular, the 29th AGM of the Company is being held through VC/OAVM, without the physical presence of the Members at a common venue. Deemed venue of the AGM shall be the Registered Office of the Company at Jindal Towers, Block B, 4th Floor, 21/1A/3, Darga Road, Kolkata – 700017.

2. Further, pursuant to the aforesaid Circulars, the Notice of the AGM along with the Annual Report for FY 2022-2023 is sent in electronic form only to those Members whose email addresses are registered with the Company/ Depositories. The Notice calling the 29th AGM has been uploaded on the website of the Company at <https://www.rossellindia.com/investor-information/>.

The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited ("BSE") and The National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively. This AGM Notice is also available on the website of National Securities Depository Limited ("NSDL") (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

3. Since this AGM is held without the physical presence of the Members, the Proxy Form and the Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of its Board of Governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through e-voting to the scrutinizer at aklabhcs@gmail.com or to the Company at corporate@rosselltea.com.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Since the AGM will be held through VC/OAVM without the physical presence of Members at a common venue, the route map is not required.
8. Members, who are holding shares in physical/electronic form and their e-mail addresses are not registered with the Company/their respective Depository Participants, **are requested to register their e-mail addresses at the earliest for receiving the Annual Report 2022-2023 along with 29th AGM Notice by email. Members holding shares in demat form can update their email address with their Depository Participants.**
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. The **Register of Members and Share Transfer Books** of the Company shall remain **closed from 21st July, 2023 to 3rd August, 2023** (both days inclusive) for the purpose of payment of Dividend if declared at the **29th AGM**.
11. The Explanatory Statement pursuant to Section 102(1) of the Act, setting out the material facts concerning items no. 4 to 8 of the Notice, is annexed hereto.
12. Information under Regulation 36 (3) of the SEBI Listing Regulations and as required under Secretarial Standard 2 issued by the Institute of Company Secretaries of India, relating to Directors proposed to be appointed / re-appointed is Annexed to this Notice.



Notice

13. Members who are holding shares in physical form in identical names in more than one folio are requested to write to RTA enclosing their Share Certificate(s) along with the requisite KYC Documents to enable the Company to consolidate their holding into one folio. Requests for consolidation of share certificates shall be processed in dematerialized form only.
14. Members are requested to :
- (i) quote their Registered Folio Numbers / Client ID Nos. in all correspondences with the Company / with the Registrar; and
 - (ii) promptly notify any change in their address to the Company / the Registrar, CB Management Services Private Limited, P-22, Bondel Road, Kolkata – 700 019, in case they still hold the Equity Shares in physical form.

15. Transfer of Unpaid Dividend and unclaimed Equity Shares to Investor Education and Protection Fund (IEPF) Authorities:

Pursuant to the provisions of Section 124(5) of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 all unpaid or unclaimed dividends are required to be transferred after completion of 7 (seven) years, by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Further, in terms of the provisions of Section 124 (6) of the Act read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares on which dividend has not been paid or unclaimed for seven consecutive years or more shall also be transferred to an IEPF Account.

In compliance with the above provisions, the following amounts of unpaid dividend pertaining to the Financial Year 2014-2015 along with corresponding Equity Shares thereto were transferred to IEPF Authorities of the Central Government during the Financial Year 2022- 2023:

Amount of Unpaid Dividend pertaining to the Financial Year 2014-2015 transferred to IEPF	₹ 2,36,391.00
No. of Corresponding Shares transferred to IEPF	21,104 Equity Shares

Further, the following amount of unpaid interim dividend pertaining to the financial year 2015-2016 along with corresponding shares thereto were also transferred to IEPF Authorities of the Central Government pursuant to the Corporate Action executed with NSDL on 10th May, 2023.

Amount of Unpaid Interim Dividend pertaining to the Financial Year 2015-2016 transferred to IEPF	₹ 2,02,652.00
No. of Corresponding Shares transferred to IEPF	24,162 Equity Shares

The Shares transferred to the IEPF can be claimed by the concerned Members from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The details of the unclaimed dividends are available on the Company's website at <https://www.rossellindia.com/investor-information>.

16. Unclaimed Equity Shares

In terms of Regulation 39(4) read with Schedule VI of the SEBI Listing Regulations, the Company is maintaining an account under the name and style "Unclaimed Suspense Account", with IL&FS Securities Services Limited, Mumbai and the unclaimed 5,140 Equity Shares of the Company belonging to 23 Members are lying therein as on 31st March, 2023. During the Financial Year 2022-2023, the Company has not received any claim from any Member for transfer of Equity Shares, along with valid documents, from the said Unclaimed Suspense Account. Further, in compliance with the provisions of Section 124 (6) of the Act read with Rule 6 of the IEPF Rules, 1,125 Equity Shares of the Company belonging to 6 Members, which were earlier lying in the aforesaid Unclaimed Suspense Account and in respect of which dividend remained unpaid/unclaimed for more than seven years were transferred to IEPF Authorities during the Financial Year 2022-2023.

The Members concerned are requested to lodge their claim with the Company's Registrars and Share Transfer Agents, CB Management Services Private Limited in case no Equity Shares have been received by them after sub-division of the Equity Shares of the Company.



Notice

17. The Members are requested to contact the Company's Registrar and Share Transfer Agent, CB Management Services Private Limited for all their queries, transfer requests, or any other matter relating to their shareholding in the Company as per their following contact details:

**P-22, Bondel Road
Kolkata – 700 019
Tel: 033 - 4011 6700, 4011 6711, 4011 6718, 4011 6723
Fax: 033 - 22870263
Email ID: rta@cbmsl.com / ranarc@cbmsl.co**

18. **Dematerialization of the Equity Shares of the Company**

The Equity Shares of the Company are compulsorily required to be held under DEMAT mode for Trading on the Stock Exchanges, where such Equity Shares are listed. These can be held in electronic form with any Depository Participant (DP) with whom the Members have their Depository Account. All the Members, holding Equity Shares of the Company in the physical form, are advised to get the same dematerialized. The Members may contact the Registrar and Share Transfer Agent of the Company at their address mentioned above in case of any query /difficulty in the matter or at the Registered Office of the Company.

SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a prescribed and signed form as made available on the Company's website at <https://www.rossellindia.com/investor-information/> and on the website of the Company's Registrar and Transfer Agents, CB Management Services Private Limited at <https://www.cbmsl.com>.

It may be noted that any service request can be processed only after the folio is KYC Compliant. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Share Transfer Agent for assistance in this regard.

SEBI, vide its Circular dated 3rd November, 2021 read with SEBI Circular dated 16th March, 2023, has made it mandatory for holders of physical securities to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers. Folios wherein any one of the above mentioned details are not registered by 30th September, 2023 shall be frozen and such frozen folios shall be referred by the RTA or the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on 31st December 2025. The concerned Members are therefore urged to furnish PAN, KYC and Nomination/ Opt out of Nomination by submitting the prescribed forms duly filled and signed to the CB Management Services Pvt. Ltd., Registrar and Share Transfer Agents of the Company.

19. Members are requested to send their queries, if any, on Annual Report to the Company Secretary, at least 7 days before the date of Meeting, so that the requisite information/explanations can be provided in time.
20. Relevant documents related to the resolutions proposed in the Notice are available for inspection at the website of the Company www.rossellindia.com.
21. **Voting through electronic means:**
1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 5th May, 2022 and 28th December, 2022 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
 2. Those Members who will be participating in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through e-voting prior to AGM are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.



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3. The Members who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the AGM through VC/OAVM means, but shall not be entitled to cast their e-vote again.
4. The Board of Directors has appointed Mr. Atul Kumar Labh, Practising Company Secretary (FCS-4848/CP-323) of M/s. A. K. Labh & Co., Company Secretaries, Kolkata as the Scrutinizer for providing facility to the Members of the Company to scrutinize the e-voting process in a fair and transparent manner.
5. The Scrutinizer shall submit his report to the Executive Chairman of the Company or Director (Finance) and Company Secretary as authorised by the Board, after the completion of scrutiny of the votes cast through e-Voting. The results of the e-voting shall be placed along with Scrutinizer’s Report on the website of Company at www.rossellindia.com and on the website of NSDL at www.evoting.nsdl.com and the same shall also be communicated to the Stock Exchanges i.e. BSE Limited (‘BSE’) & the National Stock Exchange of India Limited (‘NSE’).

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Sunday 30th July, 2023 at 9:00 A.M. and ends on Wednesday, 2nd August, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 27th July, 2023 may cast their vote electronically. 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, being 27th July, 2023.





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 and joining virtual meeting 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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 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 or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL MOBILE App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>



Notice

Individual Shareholders holding securities in demat mode with CDSL	<p>1. 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service 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 www.cdslindia.com and click on login & 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting 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 or joining virtual meeting & voting during the meeting.

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting 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.



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4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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:

- 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.
 - "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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 and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 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 and General Meeting is in active status.
- Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



Notice

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 aklabhcs@gmail.com with a copy marked to 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. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes Member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. **27th July, 2023**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on **022 2499 7000** and **022 4886 7000**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **27th July, 2023** may follow steps mentioned in the Notice of the AGM under Step 1: "Access to NSDL e-Voting system" (Above).
3. 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 to reset the password.
4. 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 or call on **022 2499 7000** and **022 4886 7000** or send a request to Ms. Pallavi Mhatre, Senior Manager at 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 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.
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. 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to 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.

The instructions for members for e-voting on the day of the Annual General Meeting are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.



Notice

Instructions for Members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a speaker and may send their request mentioning their name, demat account number/folio number, email id, mobile number at **corporate@rosselltea.com** latest by 5:00 p.m. (IST) on Friday, 28th July, 2023. Shareholders are requested to send their questions in advance within the aforesaid stipulated period.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
9. Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, AVP, NSDL and / or Ms. Pallavi Mhatre, Senior Manager, NSDL at **evoting@nsdl.co.in** or call **022 2499 7000** and **022 4886 7000**.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, Members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company at **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**.

Place: Kolkata
Date: 27th May, 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



Notice

EXPLANATORY STATEMENT

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

Attached to the Notice convening the Twenty Ninth Annual General Meeting to be held on 3rd August, 2023.

ITEM NO. 4

The Members are aware that there is a wide fluctuation in the Profitability of your Company year on year due to seasonal nature of tea business and host of other factors. Thus, the limitations prescribed under Section 197 of the Companies Act, 2013 ("the Act") being 5 (five)% and 10 (ten)% of Net profit, as computed under Section 198 of the Act for the overall remuneration of a Managing/ Whole time Director(s) may not be adequate remuneration considering the valuable services rendered by such Directors. Hence, with decent Profits for any Financial Year the Managing/ Whole time Director is required to be compensated adequately and their remuneration should commensurate with their expertise as well as time and attention given by them to the Company.

With this in view, the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee accepted the proposal to raise the individual prescribed overall limit of 5 (five) % of Net Profit to 7 (seven) % of Net Profit for a Managing / whole time Director and from 10 (ten) % of Net Profit to 14 (fourteen)% of Net Profit when there are more than one such Managing / whole time Director of the Company. Accordingly, the overall limit of 11(eleven) % of Net Profit as prescribed for total Managerial Remuneration, was also proposed to be revised to 15 (fifteen)% of Net Profit, subject to the provisions of Schedule V to the Act.

In terms of Section 197, the Company in General Meeting may authorize the payment of remuneration in excess of 11(eleven) % of Net profit, subject to the provisions of Schedule V to the Act. At the same time, except with the approval of the Company in General Meeting by a special resolution, the Company cannot remunerate its Managing / whole time Director in excess of the limits prescribed therein as stated above.

The Board recommends the Special Resolutions set out as Item No.4 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives, in any way, concerned or interested in the Resolutions set out at Item No. 4 of the Notice, except to the extent of any revised and enhanced remuneration as may be granted to them by the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee after seeking the present approval of the Members of the Company.

ITEM NO. 5

The Members in the 27th Annual General Meeting adopted the Special Resolution for re-appointment of Mr. Harsh Mohan Gupta (Mr. Gupta) (DIN - 00065973), as Managing Director of the Company, designated as Executive Chairman for a period of 3 years from 1st April, 2021 to 31st March, 2024. The terms of appointment including remuneration, *inter alia*, provides for payment of Commission and Overall Remuneration as under, which are proposed to be revised in the manner stated below for the remaining period of his tenure i.e. from 1st April, 2023 to 31st March, 2024.

Terms of Appointment including Remuneration	Existing Terms as approved in 27th Annual General Meeting	Revised Terms as proposed for approval for the period from 1st April, 2023 to 31st March, 2024
Commission	Maximum @ 5% of the Net Profits as may be decided by the Board of Directors from time to time upon recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee.	Maximum @ 7% of the Net Profits as may be decided by the Board of Directors from time to time upon recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee.
Overall Remuneration	The Overall Remuneration not to exceed 5% of Net Profits for Mr. Gupta and Overall remuneration payable to all the Managerial Personnel remaining within the total ceiling of 10%.	The Overall Remuneration not to exceed 7% of Net Profits for Mr. Gupta and Overall remuneration payable to all the Whole Time Managerial Personnel remaining within the total ceiling of 14%.

The above revision in the Commission and Overall Remuneration payable to Mr. Gupta has been recommended by the Nomination and Remuneration Committee and upon approval thereof by the Audit Committee, it was accepted by the Board in its Meeting held on 27th May, 2023. The Revised Terms would be in accordance with the Revised Limits proposed to be approved by the Members by Special Resolutions as set out at Item No. 4 of the Notice given here-in-above.



Notice

Since this revision is the partial modification of the Special Resolution adopted in the 27th Annual General Meeting held on 9th September, 2021, Special Resolutions pursuant to the provisions of Section 197 and Section 198 read with Schedule V and other applicable provisions, if any, of the Act, are proposed for adoption by the Members of the Company.

The Board recommends the Special Resolutions set out as Item No. 5 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives, other than Mr. Gupta himself and Mr. Rishab Mohan Gupta, is concerned or interested in the proposed Special Resolutions at Items No. 5 of the Notice.

ITEM NO. 6

In terms of the Special Resolution adopted at 27th Annual General Meeting held on 9th September, 2021, the existing tenure of Mr. Harsh Mohan Gupta (Mr. Gupta) (DIN - 00065973), as the Managing Director of the Company, designated as Executive Chairman would expire on 31st March, 2024.

On the basis of overall evaluation of the Executive Chairman and the Board as a Whole as well as the excellent stewardship of Mr. Gupta since long, the Nomination and Remuneration Committee at its Meeting held on 27th May, 2023 has reviewed, approved and recommended to the Board the terms of re-appointment of Mr. Gupta in accordance with the Remuneration Policy of the Company for a further period of 3 (Three) years commencing from 1st April, 2024.

Since Mr. Gupta is a Related Party within the meaning of Section 2(76) of the Act as well as Regulation 2 (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Audit Committee of the Board at their Meeting held on 27th May, 2023, endorsed the recommendation of Nomination and Remuneration Committee and recommended to the Board, the re-appointment of Mr. Gupta as the Managing Director of the Company designated as Executive Chairman for a further period of 3 (Three) years i.e. from 1st April, 2024 to 31st March, 2027, in compliance with the Company's Policy on Related Party Transactions and the provisions of Section 177(4) of the Act read with Regulation 23 of the SEBI Listing Regulations.

Mr. Gupta has been the Promoter Director of the Company since its inception in 1994. He was made the Managing Director of the Company, on and from 1st May, 1996 and designated as Executive Vice Chairman. He took over as Executive Chairman from 1st February, 2001 onwards. As Chairman and Managing Director of the Company, Mr. Gupta has been in the overall control of the affairs of the Company for 27 years or so. Under his able leadership, the Company has performed exceedingly well and achieved many milestones. Thus, Mr. Gupta is perfectly suited for re-appointment as Managing Director (Executive Chairman) of the Company. Accordingly, the Nomination and Remuneration Committee considered it prudent to recommend the re-appointment of Mr. Gupta as the Managing Director with effect from 1st April, 2024, in terms of Remuneration Policy of the Company, subject to approval of the Members at the ensuing Annual General Meeting.

Accordingly, based on the recommendations of the Nomination and Remuneration Committee and Audit Committee of the Board, the Board of Directors at their Meeting held on 27th May, 2023 has approved the re-appointment of Mr. Gupta as Managing Director of the Company designated as Executive Chairman for a further period of 3 (Three) years i.e. from 1st April, 2024 to 31st March, 2027, subject to the approval of Members of the Company by way of special resolution at a remuneration to be paid to him as approved by the Nomination and Remuneration Committee in accordance with the Remuneration Policy of the Company and detailed below:

1. Salary:

₹ 8,00,000 only per month in the range of ₹ 8,00,000 – ₹ 10,00,000. Annual increments to Mr. Gupta during his tenure shall be based on the recommendation of the Nomination and Remuneration Committee within the aforesaid scale in accordance with the Remuneration Policy of the Company and approval of such increment by the Audit Committee in accordance with the Policy on Related Party Transactions.

2. Commission:

Maximum @ 7% of the Net Profits, as may be decided by the Board from time to time, upon recommendation by the Nomination and Remuneration Committee and approval of the Audit Committee, within the overall limit of the managerial remuneration as approved by the Members of the Company as per the provisions of the Act.

3. Allowances and Perquisites:

The sum total of all the allowances and perquisites in such form and in such manner, as may be decided from time to time by the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, shall be restricted to the following ceilings. Within the aforesaid ceiling, Mr. Gupta shall be entitled to following perquisites and allowances:



Notice

- i) **Special Allowance:** Not exceeding 30% of the Salary.
- ii) **Housing:** Rent-free furnished accommodation, for which rent shall not exceed 50% of the Salary, along with actual expenditure on gas, electricity, water and furnishing, subject to such limits as may be prescribed from time to time by the Nomination and Remuneration Committee.
- iii) **Club Subscriptions:** Membership subscriptions for not more than 3 Clubs.
- iv) **Contribution to Provident Fund:** As per Rules of the Company;
- v) **Gratuity payable:** At a rate not exceeding half a month's salary for each completed years of service as per Rules of the Company;
- vi) **Earned Leave** as per Rules of the Company. Leave not availed shall be allowed to be encashed;
- vii) **Provision of Car** for use on Company's business, telephones (including Internet Services) at residence and usage of mobile telephones. Perquisites shall be evaluated as per Income Tax Act, 1961 as provided under Sec. 2(78) of the Act.

4. Minimum Remuneration:

In the event of loss or inadequacy of profit in any Financial Year during the tenure of Mr. Gupta, he will be entitled to the Minimum Remuneration comprising of Salary, Allowances and Perquisites, as above. Accordingly, approval is being obtained from the Members of the Company by way of Special Resolution.

5. Overall Remuneration:

The overall remuneration payable to Mr. Gupta shall not, subject to minimum remuneration as specified hereinabove, exceed 7% of the Net Profits of the Company in a Financial Year computed in the manner laid down in Section 198 read with Section 197 of the Act with overall remuneration payable to all the whole time managerial personnel remaining within the total ceiling of 14% of the Net Profits of the Company computed in the manner as aforesaid.

6. Disentitlement to Director's Siting Fees:

Mr. Gupta shall not, so long as he functions as the Managing Director (Executive Chairman) of the Company, be entitled to receive any fee for attending any Meeting of the Board or a Committee thereof.

7. Duties:

Mr. Gupta shall have substantial power of Management of the Company under the supervision, guidance and control of the Board.

The Board recommend adoption of the proposed Special Resolution for re-appointment of Mr. Gupta as the Managing Director of the Company designated as Executive Chairman.

None of the Directors, Key Managerial Personnel or their relatives, other than Mr. Gupta himself and Mr. Rishab Mohan Gupta is concerned or interested in the proposed Special Resolutions at Items No. 6 of the Notice.

ITEM NO. 7

In terms of special resolution passed by the Members at 26th Annual General Meeting held on 23rd September, 2020, the existing tenure of Mr. Nirmal Kumar Khurana (DIN - 00123297) (Mr. Khurana), as a Whole Time Director of the Company would expire on 31st August, 2023. Accordingly, Mr. Khurana would retire and proposed to be re-appointed in the same position as at present.

On the basis of overall evaluation of the Executive Directors and the Board as a Whole as well as contribution made by Mr. Khurana during his tenure, the Nomination and Remuneration Committee at its Meeting held on 27th May, 2023, decided to recommend to the Board for his re-appointment as a Whole Time Director of the Company designated as Director (Finance) and Company Secretary for a further period of 3(Three) consecutive years commencing from 1st September, 2023.

Since Mr. Khurana is a Related Party within the meaning of Section 2(76) of the Act as well as Regulation 2 (zb) of the SEBI Listing Regulations, the Audit Committee of the Board at their Meeting held on 27th May, 2023, endorsed the recommendation of Nomination and Remuneration Committee and recommended to the Board, the re-appointment of Mr. Khurana as a Whole time Director to be designated as Director (Finance) and Company Secretary for a further period of 3 (Three) years i.e. from 1st September, 2023 to 31st August, 2026, in compliance with the Company's Policy on Related Party Transactions and the provisions of Section 177(4) of the Act.

Based on the recommendations of the Nomination and Remuneration Committee and the Audit Committee, keeping in view the vast experience of Mr. Khurana in his field, the Board of Directors at its Meeting held on 27th May, 2023, considered and approved the re-appointment of Mr. Khurana as a Whole time Director of the Company designated as Director (Finance) and Company Secretary for a further period of 3(Three) years commencing from 1st September, 2023, Subject to the approval of the Members by way of Special Resolution at a remuneration to be paid to him as approved by the Nomination and Remuneration Committee in accordance with the Remuneration Policy of the Company and detailed below.



Notice

1. Salary:

₹ 4,20,000 only per month in the range of ₹ 4,00,000– ₹ 5,00,000. Annual increments to Mr. Khurana during his tenure shall be based on the recommendation of the Nomination and Remuneration Committee within the aforesaid scale in accordance with the Remuneration Policy of the Company and approval of such increment by the Audit Committee in accordance with the Policy on Related Party Transactions;

2. Allowances and Perquisites:

The sum total of all the allowances and perquisites in such form and in such manner, as may be decided from time to time by the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, shall be restricted to the following ceilings. Within the aforesaid ceiling, Mr. Khurana shall be entitled to following perquisites and allowances:

- i) **Special Allowance:** Not exceeding 30% of the Salary per month;
- ii) **Housing:** Not Exceeding 20% of the Salary per month.
- iii) **Medical Allowance:** Subject to a ceiling of one month's salary in any year;
- iv) **Leave Travel Allowance:** For self and family, once in the year in accordance with Rules of the Company, Subject to a ceiling of one month's salary in one year;
- v) **Contribution to National Pension Fund:** 10% of Salary, as per Rules of the Company;
- vi) **Contribution to Provident Fund:** 12% of Salary, as per Rules of the Company;
- vii) **Earned Leave** as per Rules of the Company. Leave not availed shall be allowed to be encashed;
- viii) **Provision of Car** for use on Company's business, telephones at residence and usage of mobile telephones. Perquisites shall be evaluated as per Income Tax Act, 1961 as provided under Sec.2 (78) of the Act;

3. Minimum Remuneration:

In the event of loss or inadequacy of profit in any Financial Year during the tenure of Mr. Khurana, he will be entitled to the above Remuneration comprising of Salary, Perquisites and Allowances as Minimum Remuneration, which is within the applicable ceiling as prescribed under Schedule V to the Act. Accordingly, approval is being obtained from the Members of the Company by way of Special Resolution.

4. Overall Remuneration:

The overall remuneration payable to Mr. Khurana shall not, subject to minimum remuneration as specified hereinabove, exceed 7% of the Net Profits of the Company in a Financial Year computed in the manner laid down in Section 198 read with Section 197 of the Act with overall remuneration payable to all the whole time managerial personnel remaining within the total ceiling of 14% of the Net Profits of the Company computed in the manner as aforesaid.

5. Disentitlement to Director's Siting Fees:

Mr. Khurana shall not, so long as he functions as a Whole time Director of the Company, be entitled to receive any fee for attending any Meeting of the Board or a Committee thereof.

6. Duties:

Mr. Khurana shall continue to be responsible for the entire Finance, Accounts, Taxation, Secretarial, Legal and Compliance Management of the Company and shall also perform such other duties, as may be entrusted to him by the Board from time to time and separately communicated to him.

The Board recommend adoption of the proposed Special Resolutions for re-appointment of Mr. Khurana as a Whole time Director of the Company designated "Director (Finance) and Company Secretary."

None of the Directors, Key Managerial Personnel or their relatives, other than Mr. Khurana himself is concerned or interested in the proposed Special Resolutions at Items No. 7 of the Notice.



Notice

ITEM NO. 8

The Board, upon recommendation of the Audit Committee, has approved the appointment of M/s. Shome & Banerjee, Cost Accountants (Registration No. 000001) as Cost Auditors of the Company to conduct the audit of the Cost Records maintained in respect of products of Rossell Tea and Rossell Techsys Divisions of the Company for the Financial Year ending 31st March, 2024 at a remuneration of ₹ 1,40,000 (Rupees one lakh forty thousand) plus applicable Taxes thereon and reimbursement of actual out of pocket expenses as approved by the Board based on the recommendation of the Audit Committee in terms of Rule 14 (a) (ii) of the Companies (Audit and Auditors) Rules, 2014.

However, in terms of provision of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the aforesaid remuneration payable to the Cost Auditors is subject to ratification by the Members of the Company.

Accordingly, the consent of the Members is sought by way of an Ordinary Resolution in this regard. The Board recommend the proposed Ordinary Resolution for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the proposed Ordinary Resolution at Item No. 8 of the Notice.

Place: Kolkata
Date: 27th May, 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



Notice

Statement pursuant to the requirement of Clause (B), Section II, Part-II, of Schedule V of the Companies Act, 2013 for Remuneration proposed to be paid to Mr. Harsh Mohan Gupta, Managing Director designated as Executive Chairman and Mr. Nirmal Kumar Khurana, Whole time Director designated as Director (Finance) and Company Secretary of the Company.

I. General Information:

(1) Nature of Industry

The Company is a multi-divisional Conglomerate and is engaged in the following business as on:

- (a) **Rossell Tea Division:** Cultivation, Manufacture and Sale of Bulk Tea.
- (b) **Rossell Techsys Division:** Engineering and Manufacturing in Aerospace and Defense Services.

(2) Date or expected date of commencement of commercial production

The Company is an existing Company and owns Six (6) Tea Estates in the State of Assam. The Rossell Techsys Division commenced business activities on and from 1st October, 2008.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not applicable.

(4) Financial performance based on given indicators (for continuing and discontinued business segments):

₹ in Lakhs

Particulars	2022-2023	2021-2022
Total Income	35,753.68	30,328.59
Profit before Finance Costs and Depreciation	5,647.17	4,908.21
Less : Finance Costs	1,177.55	998.94
Profit before Depreciation	4,469.62	3,909.27
Depreciation	1,373.24	1,245.12
Profit before Extraordinary Items	3,096.38	2,664.15
Extraordinary Item	-	658.78
Profit before Taxation	3,096.38	3,322.93

(5) Foreign Investments and Collaborators, if any

In accordance with the Shareholding Pattern filed with the Stock Exchanges under Regulation 31(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31st March, 2023, the total Foreign Investments in the Company as on 31st March, 2023 is 6,67,166 Equity Shares (i.e. 1.77% of the Total Equity Share Capital).

The Company has so far, invested ₹ 75.13 lakhs in 392 Shares of Common Stock of Rossell Techsys Inc., USA, the Wholly Owned Subsidiary (WOS) of the Company.

The Company has not entered into any Foreign Collaboration.



Notice

II. Information about the appointee

Name of the Directors	Mr. Harsh Mohan Gupta (Mr. Gupta)	Mr. Nirmal Kumar Khurana (Mr. Khurana)
Background details	<p>Mr. Gupta is B.A. (Hons.) and expert in International Trade and Business. He has been associated with Aviation business for more than 45 years, besides having comprehensive knowledge of the Tea Industry.</p> <p>He has been a Director of the Company since inception, Executive Vice Chairman since 1st May, 1996 and Executive Chairman since 1st February, 2001. The Company has been growing continuously under his able leadership.</p>	<p>Mr. Khurana has 43 years of professional experience in the field of Finance, Taxation and Corporate Affairs. He is a Commerce as well as Law Graduate from the University of Calcutta. He is the Fellow Member of all the three premier professional Indian institutes viz. the Institute of Chartered Accountants of India, the Institute of Company Secretaries of India and the Institute of Cost Accountants of India.</p> <p>He was an Associate Member of the Institute of Chartered Secretaries and Administrators, U.K. as well as the Chartered Institute of Management Accountants, U.K. (since resigned).</p> <p>With his domain knowledge in various fields and vast experience of almost three decades in the Company, he is well conversant with all the facets of Management and Administration of the Company.</p>
Past Remuneration	<p>The following remuneration was paid to Mr. Gupta as the Executive Chairman during the last three financial years:</p> <ul style="list-style-type: none"> • 2020-2021 - ₹ 227.28 Lakhs; • 2021-2022 - ₹ 163.84 Lakhs; and • 2022-2023 - ₹ 176.15 Lakhs; 	<p>The following remuneration was paid to Mr. Khurana as the Director (Finance) and Company Secretary during the last three financial year:</p> <ul style="list-style-type: none"> • 2020-2021 - ₹ 76.61 Lakhs; • 2021-2022 - ₹ 78.27 Lakhs; and • 2022-2023 - ₹ 79.96 Lakhs;
Recognition or awards	<p>Mr. Gupta is the past Executive Committee member of Federation of Indian Chamber of Commerce and Industry.</p>	<p>Mr. Khurana was the Chairman of the Finance, Insurance and Taxation Sub-committee of the Indian Tea Association (ITA). He Continues to hold the office of the Chairman, Finance Committee of Tea Research Association (TRA) since the year 2009. He has recently been awarded for being Best CFO under the Sectoral category of Agri and Agri Business by the Associated Chambers of Commerce and Industry in India (ASSOCHAM) at New Delhi on 21st March, 2023.</p>
Job profile and his Suitability	<p>As the Managing Director, Mr. Gupta has been in overall control of the affairs of the Company since the last 27 years. He has been steering Board of Directors of the Company in his capacity as Chairman. Having regard to his vast experience and insight into the Company - with vast knowledge of both Tea and Aerospace Industry, Mr. Gupta is perfectly suited for re-appointment as Managing Director (Executive Chairman) of the Company.</p>	<p>Mr. Khurana has in-depth knowledge of Tea Industry, having worked in various capacities in the Company since its inception. He has been the Head of Finance as well as Company Secretary of the Company since inception and elevated to the Board from September, 2017. Thus, he has been involved in all the facets of the Management of the Company as part of the Senior Management Team, on day to day basis apart from Finance and Regulatory Compliance functions of the Company. Recently, he has also been made the Company Secretary of Rossell Techsys Ltd., the Wholly Owned Subsidiary of the Company pursuant to Sec. 203 of the Companies Act, 2013.</p> <p>With his vast knowledge and dedicated services, the performance of the Company has scaled a new height. Thus, he is eminently suited for re-appointment as a Whole Time Director of the Company designated as Director (Finance) and Company Secretary.</p>



Notice

Remuneration Proposed	The remuneration proposed to be paid to Mr. Gupta, as recommended by the Nomination and Remuneration Committee and accepted by the Board of Directors, has been embodied in the Explanatory Statement of the proposed Special Resolution under item no. 6.	The remuneration proposed to be paid to Mr. Khurana, as recommended by the Nomination and Remuneration Committee and accepted by the Board of Directors, has been embodied in the Explanatory Statement of the proposed Special Resolution under item no. 7.
Comparative remuneration Profile with respect to Industry	<p>McLeod Russell India Ltd. Managing Director FY 2021-2022 <u>Remuneration ₹ 358.60 lakhs.</u></p> <p>Goodricke Group Ltd. Managing director & CEO FY 2021-2022 <u>Remuneration ₹ 171.90 lakhs</u></p>	<p>McLeod Russell India Ltd. Whole time Director FY 2021-2022 <u>Remuneration ₹ 168.64 lakhs</u></p>
Pecuniary Relationship	Except for the remuneration in consideration of his services rendered to the Company, Mr. Gupta does not have any pecuniary relationship with the Company, except as disclosed in the relevant Notes to the Accounts, being Related Party Transactions. As Promoter Shareholder of the Company, Mr. Gupta is holding 18,77,751 Equity shares of ₹ 2 each, Thus, Mr. Gupta and his relatives are entitled to receive such dividend on their respective shareholdings as may be declared by the Company in respect of each of the Financial Years.	Except for the remuneration in consideration of his services rendered to the Company as stated above, Mr. Khurana holds 3,700 Equity Shares of ₹ 2 each of the Company, besides which he has no other direct or indirect pecuniary relationship with the Company.

III. Other Information

(1) Reasons of Loss or inadequate Profit

The Company is passing Special Resolutions pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013, as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is proposed to be paid to Mr. Gupta and Mr. Khurana till the expiry of their respective tenure.

(2) Steps taken or proposed to be taken for improvement

The Company has taken necessary measures to combat the vagaries of nature and continues to work on quality up gradation of its production of Tea. The improvement in quality of the Company's Teas has been recognized in the trade and become a benchmark. Emphasis is given to sell the produce at quality conscious segment of the market for better realization and higher Exports. The Company proposes to continue its policy to produce and market "a quality product through a prudent cost management." Presently the Company owns 6 Tea Estates in the State of Assam and is on the constant lookout for more Tea Estates, particularly in Assam.

As regards Engineering and Manufacturing in Aerospace and Defense, the Company continues to focus on the various Aerospace Companies globally as well as Defense Sector to address the increased potential for business. A new world class facility has been set up at Bangalore with enhanced capabilities to meet the needs for quality and timely production by Rossell Techsys Division. The Division has been catering to the requirements of certain Multinational Companies, with hefty order book and long term contracts.

(3) Expected increase in Productivity and Profits in measurable terms

Although the present fundamentals in the market are showing an improvement in the general business sentiments and growth in the various business verticals of the Company, the productivity and profitability in respect of any of the businesses cannot be quantified in measurable terms, due to uncertainties involved.

IV. Disclosures

- (1) Information on the Remuneration Package of Managing Director and Whole Time Director
The details of the Remuneration package have been embodied in the Explanatory Statement of the proposed Special Resolutions.
- (2) Disclosure under Corporate Governance in the Report of the Board of Directors
The Report on Corporate Governance in Annexure 1 to the Report of the Board of Directors includes the required disclosures.



Notice

Details of Directors seeking re-appointment at the 29th AGM [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]:

Particulars	(1)	(2)
Name of the Director	Mr. Harsh Mohan Gupta (Mr. Gupta)	Mr. Nirmal Kumar Khurana (Mr. Khurana)
Director Identification Number(DIN)	00065973	00123297
Date of Birth/Age	13th September, 1954/68 years	22nd November, 1958/64 years
Date of First Appointment	10th June, 1994 as Director 1st May, 1996 as Managing Director	1st August, 1994 as Company Secretary-cum-Finance Manager
Qualifications	B.A. (Hons.)	B.Com (H), LL.B., FCA, FCS, FCMA
Expertise in specific functional areas	Over 45 years of rich experience in International Trade and Business besides having vast knowledge of Tea and Aerospace Industry	Over 43 Years of wide experience of Corporate Management including Finance, Accounts, Legal, Commercial and Secretarial Functions, besides having in depth knowledge of Tea Industry.
Disclosure of relationships between directors inter-se	Not related to any other Directors or Key Managerial Personnel of the Company except with Mr. Rishab Mohan Gupta, as his Father.	Not related to any other Directors or Key Managerial Personnel of the Company.
Companies in which he/she holds Directorship	<ul style="list-style-type: none"> ▪ Rossell India Limited; ▪ B M G Enterprises Limited; ▪ Harvin Estates Private Limited; ▪ BMG Investments Private Limited; ▪ Luxury Agro-Development Private Limited; ▪ Nyati Retreat Private Limited; ▪ Rossell Techsys Limited; 	<ul style="list-style-type: none"> ▪ Rossell India Limited; ▪ B M G Enterprises Limited;
Companies in which he/she resigned from Directorship in the past three years.	NIL	NIL
Chairman / Member of the Committees of the Board of the Companies on which he/she is a Director	Chairman of Risk Management Committee of Rossell India Limited:	Member of the following Committee of Rossell India Limited: <ul style="list-style-type: none"> ▪ Stakeholders Relationship Committee, Member; ▪ Corporate Social Responsibility Committee, Member;
Number of shares held in the Share Capital of the Company	18,77,751 Equity Shares of Rs.2 each fully Paid up	3,700 Equity Shares of Rs.2 each fully Paid up
Terms and Conditions of re-appointment	Mr. Gupta is proposed to be re-appointed as the Managing Director of the Company designated as Executive Chairman for a further period of 3 (Three) consecutive years commencing from 1st April, 2024. For detailed terms and conditions, please refer to Resolution no. 6 along with Explanatory Statement given hereinabove.	Mr. Khurana is proposed to be re-appointed as a Whole time Director of the Company designated as Director (Finance) and Company Secretary for a further period of 3 (Three) consecutive years commencing from 1st September, 2023. For detailed terms and conditions, please refer to Resolution no. 7 along with Explanatory Statement given hereinabove.



Notice

Remuneration paid during the Financial Year 2022-2023	The details of remuneration paid during the Financial Year 2022-23 is given in Annexure 1 – Report on Corporate Governance 2022-2023, forming part of the Board's Report for the Financial Year 2022-2023.	The details of remuneration paid during the Financial Year 2022-23 is given in Annexure 1 – Report on Corporate Governance 2022-2023, forming part of the Board's Report for the Financial Year 2022-2023.
Details of remuneration proposed	As disclosed in the Explanatory Statement under item No. 6 hereinabove.	As disclosed in the Explanatory Statement under item No. 7 hereinabove.
Number of meetings of the Board attended during the Financial Year 2022-2023	During the Financial Year 2022-2023: No. of Board Meetings held - 8 No. of Board Meetings attended – 8	During the Financial Year 2022-2023: No. of Board Meetings held - 8 No. of Board Meetings attended - 8
No. of Committees Meetings attended during the Financial Year 2022-2023.	During the Financial Year 2022-2023: No. of Committees Meetings held of such Committees where Mr. Gupta is a Member – 2 No. of Committees Meetings attended – 2	During the Financial Year 2022-2023: No. of Committees Meetings held of such Committees where Mr. Khurana is a Member – 9 No. of Committees Meetings attended – 9



Report Of The Board Of Directors For The Financial Year Ended 31st March, 2023

Dear Members,

Your Directors are pleased to present their Twenty Ninth Annual Report together with the Audited Accounts for the year ended 31st March, 2023.

Financial Summary Highlights

₹ in Lakhs

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Total Income	35,753.68	30,328.59
Profit before finance cost and Depreciation	5,647.17	4,908.21
Less : Finance Cost	1,177.55	998.94
Profit before Depreciation	4,469.62	3,909.27
Less : Depreciation	1,373.24	1,245.12
Profit before Extraordinary Item	3,096.38	2,664.15
Add: Extraordinary Item	-	658.78
Profit before Taxation	3,096.38	3,322.93
Less : Provision for Current Taxation	300.00	300.00
Deferred Taxation Adjustment	59.34	46.66
Profit After Taxation	2,737.04	2,976.27
Other Comprehensive Income (Net of Tax)	(132.81)	151.99
Total Comprehensive Income	2,604.23	3,128.26

Share Capital

The issued, subscribed and paid up share capital of the Company as on 31st March, 2023 was at ₹ 753.93 lakh divided into 3,76,96,475 Equity Shares of ₹ 2 each.

During the year under review, the Board of Directors by adopting a Resolution through Circulation on 27th June, 2022, allotted 10,00,000 0.01% Compulsory Convertible Preference Shares (CCPS) of face value of ₹ 10 each at an issue price of ₹ 156 including securities premium of ₹ 146 per CCPS aggregating to ₹ 15,60,00,000 (Fifteen Crores Sixty Lakhs Only) on preferential basis to BMG Enterprises Limited, Holding Company ('Allottee'), being part of the Promoters Group, in terms of approval obtained from Members of the Company by way of Special Resolution at the Extra-ordinary General Meeting held on 21st April, 2022.

Further, pursuant to the option exercised by the Allottee as per terms of issue of CCPS, the Board of Directors at its Meeting held on 16th December, 2022 approved the conversion of entire CCPS into Equity Shares and allotted 10,00,000 Equity Shares of ₹ 2 each, ranking pari passu in all respect with the existing Equity Shares of the Company.

In compliance with the applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and guidelines issued by BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), the Trading Approval for 10,00,000 Equity Shares of ₹ 2 each arising from conversion of aforesaid CCPS were obtained from both the Stock Exchanges viz. BSE and NSE on 3rd March, 2023, which became effective from 6th March, 2023.

Post aforesaid approval of Stock Exchanges, the total listed paid-up Share Capital of the Company on BSE and NSE stands increased from ₹ 7,33,92,950 comprising of 3,66,96,475 Equity Shares of ₹ 2 each to ₹ 7,53,92,950 comprising of 3,76,96,475 Equity Shares of ₹ 2 each.

Apart from above, the Company has not issued any shares with differential voting rights, employee stock options and sweat Equity Shares.

Appropriation Of Profit After Tax For Transfer To Reserves

During the Financial Year 2022-2023, an amount of ₹ 2,500 lakhs was separately transferred to General Reserve in terms of the first proviso to section 123(1) of the Companies Act, 2013 and a sum of ₹ 126.95 lakhs was kept as retained earnings.

Dividend

Your Directors are pleased to recommend to the Members, for their approval, a Dividend of Re.0.40 per Equity Share of ₹ 2 each (i.e 20% on the paid up capital) in the Company for the year ended 31st March, 2023.

The Dividend recommended is in accordance with the Company's Dividend Distribution Policy as framed by the Board of Directors on 9th February, 2022. This Dividend Distribution Policy of the Company is available on the Company's website and can be accessed at <https://www.rossellindia.com/wp-content/uploads/2022/07/Dividend-Distribution-Policy.pdf>.



Report Of The Board Of Directors For The Financial Year Ended 31st March, 2023

The State Of Company's Affairs

Revenue

The gross revenue of your Company including sale of Tea, Black Pepper, Avionics Equipment as well as Receipt for Technical and Support Services have been higher by 18.24% at ₹ 35,358.32 lakhs as against ₹ 29,902.80 lakhs for the previous financial year 2021-2022.

Performance

Rossell Tea

Your Directors' are extremely satisfied with the excellent performance of Rossell Tea Division for the financial year 2022-23. Even though extreme weather conditions were experienced with excessive rainfall, we were able to produce 51.99 lakh kgs own crop and 4.61 lakh kgs from bought leaf aggregating to 56.60 lakh kgs, which happens to be the highest crop ever produced from the existing 6 Tea Estates. High quality Orthodox and CTC compliant teas were outturned and "Rossell Tea" continues to be the benchmark for the Industry in both the categories for its customers in the domestic and global markets.

Orthodox production was maximized as the price realization of this category was much higher than the CTC variety on the back drop of lower Orthodox production at Sri Lanka.

The CTC prices which opened firm in the beginning of the year, dropped and were lower in May and June due to the high production in April/May. Thereafter the CTC prices were quite firm till October and again started dropping from November till the end of the season owing to overproduction and less demand and consumption.

The Orthodox market opened low initially due to the sanctions on Iran and also due to the global trade being impacted owing to the pandemic. However, once the shortfall in crop started emanating from Sri Lanka, the prices were spiraling. A number of producers shifted to Orthodox production due to the high Orthodox prices in the Domestic market. We too curtailed our CTC production and made more Orthodox at our Estates for better value. Orthodox production was 30.58 lakh kgs as compared to 22.29 lakh kgs in the previous year. CTC production was 26.02 lakh kgs as compared to 29.44 lakh kgs.

Our Orthodox sale averages are ₹ 301.65 per kg as against ₹ 249.73 in the previous year and in the CTC category ₹ 284.03 as against ₹ 291.70 per kg.

In both the categories of teas our averages are significantly higher than the Industry averages for Assam estates, which are ₹ 282.69 for Orthodox and ₹ 224.53 for CTC.

We have achieved the highest ever sale average of ₹ 290.29 per kg for our teas.

Exports during the financial year was 6.32 lakh kgs as against 6.83 lakh kgs in the previous year. Exports were lower due to the global trade being affected owing to the pandemic and also owing to no exports to Iran on account of the sanctions imposed by the US. Exports out of India have been dropping in favor of the African teas as their teas are much cheaper and also due to the logistic location. Another factor which has contributed to the lower exports is the ongoing Ukraine conflict which has led to high inflation and recession worldwide.

This is however limited to the medium category as the best quality, where our teas fit in, continue to be exported to the continent and beyond.

Our product-mix allowed us to realize the best possible value for our teas. Improved productivities and efficiency, and the higher production allowed us to absorb and obviate the wage cost which was significantly higher.

The total income of the Division has increased from ₹ 14,644.76 lakhs to ₹ 16,689.79 lakhs which is the highest ever turnover recorded for the Division.

Rossell Techsys

It can now be confidently stated that the Aerospace and Defense industry has emerged out of the effects of the pandemic. In addition, it can also be stated that in 2024 the industry would have exceeded the pre-pandemic levels. The Division's largest customer has shown a very encouraging and positive trend of growing by over 12% in 2022-2023. Most of the Division's customers forecast that 2024 will be a year of complete turnaround. The three major Original Equipment Manufacturers (OEMs), Boeing, Lockheed Martin and Honeywell, contribute close to 85% of the Division's revenue. Of the three OEM's Honeywell business has grown by over 100%. The Division has been successful in capturing new customers, commencing mid of 2022 and through the first quarter of 2023. The new customers are IAI in Israel, SFC in Germany, Telair (a Transdigm company) in Germany, and has positive signs of adding new major OEMs in 2023. IAI, the Division's newest



Report Of The Board Of Directors For The Financial Year Ended 31st March, 2023

customer, shows exceptional growth rates predicted in 2024 and beyond. The timing for acquiring IAI as a customer has been significant and can turn out to be a booster opportunity for further growth for the Division.

The Division, being in the electrical sub-assembly business, is bound to experience this same buoyancy in 2024-2025. The Division has posted a significant increase in revenue in the fiscal year 2022-2023. The growth has been around 22%. The Division continued to maintain its high credibility and brand image across the board and has established itself as leader in its competencies. The Division delivered more than 22,000 manufactured parts in the year, maintaining consistently lofty standards of quality and delivery. The key factor in the year 2022-2023 has been the rise in product mix to cover niche areas of critical aircraft engine harnesses, in a "Built to Specification" model, significantly enhancing the design and engineering capabilities of the Division. This has opened out further avenues not only with existing customers but also with new customers.

The Division has experienced an increase of 12% in Request for Proposals (RFPs) from customers. This has resulted in an increase in order booking for FY 2022-2023 by over 16%. The number of customers has increased by over 50% and the customer count at the close of the fiscal year stood at 20.

Prospects

Rossell Tea

The year 2023 has started with conducive growing conditions in Assam as well as West Bengal resulting in good cropping during the period of January to March 2023, wherein the production in North India stands at 66 million kgs as compared to 54 million kgs last year.

Production in Sri Lanka for January to March 2023 period is lower by 4.80 million kgs from last year and compared to 2021 is 16.00 million kgs lower. Kenya is marginally behind by 2.00 million kgs till end February.

The latest available report indicates that the production in East Africa is overall improving and the cropping is favorable, but there has been a decline in quality which has resulted in the latest auction witnessing selective demand at easier rates, with substantial quantity of 35% of the offerings remaining unsold. To-date price average at Mombasa auctions is \$2.16 as compared to \$2.42 last year. The prices are low due to over-supply and weaker demand.

In Sri Lanka due to shortage of teas on offer, the average prices at the auctions has shot up substantially and is around ₹ 130 per kg more than the prevailing orthodox prices in India. As per the latest information available even at the last auction held in Colombo, the market was very strong though slightly lower than the earlier weeks with aggressive buying from most of the importers in spite of the ongoing conflict between Russia and Ukraine. Sri Lanka seems to have entered into some kind of a barter system with Iran for its Tea exports. The largest importers of Tea from Sri Lanka this year are Turkey, Russia and Iraq.

In India the Orthodox market has been very sluggish as Iran which is the largest importer of Indian orthodox tea has not been issuing fresh orders since December 2022 as inflation has hit their economy severely. The inflation is around 48% and the sanctions have crippled their economy.

Moreover, seeing the firm market for orthodox teas in 2022 a large number of producers in India maximized orthodox production in the 1st flush of 2023 resulting in over 3 million kgs more of Orthodox production.

The CTC market which had started on a slightly subdued note initially due to carry forward stocks and lower demand should start perking up from June on the backdrop of a lower April crop and improved quality of tea. Thus, to conclude good quality CTC would continue to sell at remunerative prices and anything below good will decline in prices. The Orthodox category will remain subdued though there will be higher demand during the 2nd flush from the continent.

We at Rossell Tea in spite of the adversity, continue to be in touch with all our customers in UK, Germany and the Middle East, we have already been able to generate interest from the Middle East and the UK buyers. We are happy to state that we have been able to conclude a contract for significant quantity of our CTC produce from Romai TE with the most reputed buyer, Taylors of Harrogate, UK at an average which is at a much higher rate than the previous year. Another contract has been made with Ekaterina for supply of our CTC teas to Egypt. We are very hopeful that with progress of the season, we would be able to procure sufficient export orders from Germany, UAE, UK, and Saudi Arabia.

The Indian Tea Industry is faced with a number of issues, some of them are highlighted hereunder.

- Due to the very high inflation in Iran and shortage of currency the demand for Orthodox teas is lacking and resulting in low prices.
- Imbalance in supply and demand domestically has a direct impact on the Tea prices.



Report Of The Board Of Directors For The Financial Year Ended 31st March, 2023

- Climate change and vagaries of nature/extreme weather is effecting the production and Quality.
- Low per capita consumption of Tea.
- High inflation in the domestic market as well as globally has led to lower demand.
- Increasing production in the STG segment, over supply of average/medium quality of tea.
- Exports dropping in favor of countries like Africa, Nepal, Vietnam etc.
- There is likelihood of an interim wage hike for the daily rated workers from June and in early 2024, we may see the minimum wages being rolled out.
- To summarize we feel that the production may be more than the previous year and could be in line with 2019. As a result, CTC prices may be somewhat similar to last year, the orthodox prices will be much lower than the previous year.

However, the biggest challenge will be to rein in the escalating costs particularly wages and fuel.

Rossell Techsys

In just the first two months of the fiscal year, the number of RFPs has increased significantly over the previous year. The Division is confident that the number of customers will also increase. The Division continues to receive opportunities in diverse areas in Electrical Wiring and Interconnect Systems (EWIS), Complex Consoles, Box Builds, Automatic Test Equipment (ATE's), Electrical Panel Assemblies (EPAs), After Market product support services. The philosophy of risk sharing on the right opportunity and for new customers has had its rewards.

The Division won a large size strategic contract for a new airborne military platform, the T7-A trainer, for which the Division had proactively invested in. The value of this single strategic agreement is more than \$100 Million. It was also declared one of the winners for the F16 platform for Electrical Panels. This is in addition to the Wire harnesses that are already being delivered for the F16. The key aspect of this win is that it provides the Division with the opportunity to further enhance its skill and capability in electrical panel assemblies.

The Division is expected to be a significant contributor of EWIS and EPA parts for the coming decade. The long-term outlook is positive. The Division has submitted significantly large size bids in response to multiple RFPs, competing with global companies, with most of these bids, scheduled to reach decision points in the fiscal year 2023-2024. If won, these bids offer huge production revenue starting in 2024-2025 and through 2032.

Change in Nature of Business

During the year, there has been no change in any business and all the Divisions of the Company continue to concentrate on their own business with growth plans in short to medium terms.



Report Of The Board Of Directors For The Financial Year Ended 31st March, 2023

Directors and Key Managerial Personnel

As reported in the previous year, the Board of Directors at its Meeting held on 21st March, 2022 re-appointed Mr. Krishan Katyal (DIN: 00765487) as an Independent Director of the Company for a second term of 5 consecutive years with effect from 1st April, 2022, to hold office till 31st March, 2027. This appointment was approved by the Members of the Company at the Extraordinary General Meeting of the Company held on 21st April, 2022.

Upon completion of his first term, the re-appointment of Mr. Rahul Bhatnagar (DIN: 07268064) was made on 27th May, 2022 as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from 9th August, 2022, to hold office till 8th August, 2027. The re-appointment was made by the Board of Directors on the recommendation of Nomination and Remuneration Committee and was approved by the Members of the Company at the 28th Annual General Meeting held on 9th August, 2022.

The Board, at its Meeting held on 27th May, 2023, on recommendation of the Nomination and Remuneration Committee, has re-appointed Mr. H. M Gupta (DIN: 00065973) as the Managing Director designated as Executive Chairman for a further period of 3 (Three) consecutive years commencing from 1st April, 2024, subject to the approval of the Members of the Company at the 29th Annual General Meeting.

The Board, at its Meeting held on 27th May, 2023, on recommendation of the Nomination and Remuneration Committee, has also re-appointed Mr. N. K. Khurana (DIN: 00123297) as a Whole time Director designated as Director (Finance) and Company Secretary for a further period of 3 (Three) consecutive years commencing from 1st September, 2023 subject to the approval of the Members of the Company at the 29th Annual General Meeting.

Mr. H. M. Gupta, being the rotational director of the Company under Section 152 (6) of the Companies Act, 2013 (the Act) retires by rotation and being eligible offers himself for re-appointment.

The detailed composition of the Board of Directors has been provided in the Report on Corporate Governance.

The following persons continued as Key Managerial Personnel of the Company in compliance with the provisions of Section 203 of the Act:

- | | | | |
|----|-------------------|---|---|
| a) | Mr. H. M. Gupta | – | Managing Director - Chief Executive Officer (CEO) |
| b) | Mr. N. K. Khurana | – | Director (Finance) - Chief Financial Officer-cum-Company Secretary (CFO cum CS) |
| c) | Mr. R. M. Gupta | – | Whole Time Director |

Remuneration and other details of the Key Managerial Personnel for the Financial Year ended 31st March, 2023 are mentioned in Clause 5.3 of the Report on Corporate Governance as well as in the Annual Return of the Company, in the prescribed format, which is available on the website of the Company at <https://www.rossellindia.com/investor-information/>.

Criteria for determining Qualifications, Positive Attributes, Independence and Other Matters concerning a Director

In terms of the provisions of clause (e) of section 134(3) read with Section 178(3) of the Act, the Nomination and Remuneration Committee, while appointing a Director, take into account the following criteria for determining qualifications, positive attributes and independence:

Qualification: Diversity of thought, experience, industry knowledge, skills and age.

Positive Attributes: Apart from the statutory duties and responsibilities, the Directors are expected to demonstrate high standard of ethical behavior, good communication, leadership skills and give impartial judgment.

Independence: A Director is considered Independent if he/she meets the criteria laid down in Section 149(6) of the Act, the Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations).

Board and Committee Meetings

The Board met eight times during the year further details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Act and SEBI Listing Regulations. The details of all Committees of the Board and their Meetings have been given in the Report on Corporate Governance.

Independent Director's Declaration

The Declarations required under Section 149(7) of the Act and Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from all the Independent Directors of the Company confirming that they meet the criteria of independence, were duly received by the Company.



Report Of The Board Of Directors For The Financial Year Ended 31st March, 2023

Corporate Governance

The Company has complied with the Corporate Governance requirements under the Act and as stipulated under Regulations 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with schedule II thereof. A separate report on Corporate Governance in terms of Regulation 34(3) read with clause C of Schedule V of the SEBI Listing Regulations along with certificate from the Practicing Company Secretary confirming the compliance, is annexed as **Annexure-1** and forms part of this Report.

Corporate Social Responsibility

The Company has a Policy on Corporate Social Responsibility (CSR) duly approved by the Board and the same has been hosted on Company's website at <https://www.rossellindia.com/divisions/>. The CSR budget for the Financial Year 2022-2023 was prepared in accordance with the provisions of Section 135 (5) of the Companies Act, 2013 (the Act) read with the Company's CSR Policy. The amount so budgeted was fully spent on or before 31st March, 2023, the Chief Financial Officer of the Company has certified to the Board in this regard in terms of Rule 4(5) of the Companies (Corporate Social Responsibility Policy) Rules, 2014 (as amended). A detailed report on CSR Activities/ Initiatives is enclosed as **Annexure-2** which forms part of this Report.

Annual Performance Evaluation

In terms of the relevant provisions of the Act and SEBI Listing Regulations, the Board had carried out an annual evaluation of its own performance and that of its Committees as well as individual Directors.

During the year, the performance evaluation was done at two levels - by the Independent Directors at their separate Meeting as well as by the Board. First, the Independent Directors at their separate Meetings held on 23rd March, 2023 reviewed the performance of the Executive Chairman, other Whole time Non-Independent Directors and the Board of Directors as a whole with reference to the questionnaire prepared in terms of the Criteria specified by SEBI vide its circular no. SEBI/HO/CFD/CMD/CIR/P/2017/004 dated 5th January, 2017. They also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board.

Subsequently, the Board at its Meeting held thereafter on the same day reviewed the performance of the Board as a whole, its Committees and individual Independent Directors of the Board as specified by SEBI in its aforesaid circular dated 5th January, 2017.

Annual Return & Extracts of Annual Return

In compliance with Section 134(3) of the Act, the Annual Return of the Company, in the prescribed format, is available on the website of the Company at <https://www.rossellindia.com/investor-information/>

Vigil Mechanism/ Whistle Blower Policy

Pursuant to Section 177(9) read with Regulation 22 of the SEBI Listing Regulations, your Company has duly established Vigil Mechanism for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of Company's code of conducts or ethics policy. Audit Committee of the Board monitors and oversee the vigil mechanism.

The detailed policy related to this vigil mechanism is available in the Company's website at <https://www.rossellindia.com/divisions/>.

Directors' Responsibility Statement

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of Section 134(3) (c) read with Section 134(5) of the Act and confirm that:

- (a) in the preparation of the annual accounts for the Financial Year ended 31st March, 2023, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the financial year ended 31st March, 2023 and of the profit of the Company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts for the Financial Year ended 31st March, 2023 on a 'going concern basis';
- (e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.



Report Of The Board Of Directors For The Financial Year Ended 31st March, 2023

Auditors, their Report and Notes to Financial Statements

The Statutory Auditor of your Company M/s. Khandelwal Ray & Co., Chartered Accountants, Kolkata (Firm Regn No. 302035E), were re-appointed for a second term of 5 consecutive years at 28th Annual General Meeting of the Company held on 9th August, 2022 pursuant to Section 139 of the Companies Act, 2013 read with Rule 6 of the Companies (Audit and Auditors) Rules, 2014.

The report given by the Auditors on the Financial Statement of the Company for the year under review, forms part of this Annual Report. There has been no qualification, reservation or adverse remark or disclaimer given by the Auditors in their report.

The Notes to the Financial Statements are also self-explanatory and do not call for any further comments.

Cost Audit

Pursuant to Section 148 of the Act read with Rule 4 of the Companies (Cost Records and Audit) Amendment Rules, 2014, your Company is required to have the audit of its cost accounting records relating to products manufactured by Rossell Tea Division and Rossell Techsys Division. Accordingly, M/s. Shome & Banerjee, Cost Accountants, conducted this audit for the Previous Financial Year ended 31st March, 2022 (Firm Registration No. 000001) and submitted their report to the Central Government on 7th September, 2022.

In terms of Section 148(3) of the Act, read with the Companies (Cost Records and Audit) Rules, 2014, the Board of Directors of the Company has, on the recommendation of the Audit Committee, re-appointed M/s. Shome & Banerjee, Cost Accountants as the Cost Auditor of the Company for the financial year 2023-2024.

Their remuneration is required to be ratified by the Members in the ensuing Annual General Meeting.

Secretarial Audit

In terms of Section 204 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s. A.K. Labh & Co., Practicing Company Secretaries as the Secretarial Auditors of the Company for the financial year 2022-2023. The report of the Secretarial Auditors in Form MR-3 is enclosed as **Annexure-3** to this Report.

The report confirms that the Company had complied with the statutory provisions listed under Form MR-3 and the Company has also in place the proper Board Processes and Compliance Mechanism. The Report does not contain any qualification, reservation or adverse remark or disclaimer, which requires any further comments or explanations in this report.

Related Party Transactions

All the Related Party Transactions are entered on arm's length basis and are in the ordinary course of business, in compliance with the applicable provisions of the Act and SEBI Listing Regulations. There are no significant Related Party Transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large. All Related Party Transactions are presented to the Audit Committee and the Board, if required for approval. Omnibus approval is obtained for the transactions, which are foreseen and repetitive in nature. Policy on Related Party Transactions, as approved by the Board is uploaded on the Company's website at the web link: <https://www.rossellindia.com/divisions/>.

Necessary disclosure of Related Party Transactions in terms of clause (h) of sub-section (3) of Section 134 of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is given in Form AOC-2 as **Annexure-4** to this Report.

Loans, Guarantees or Investments

During the year under review, your Company has not granted any inter-corporate loan, neither provided any Guarantee in connection with any loan to any party nor made any investment in terms of the provisions of Section 186 of the Act, except as stated hereunder:

During the year the Company made an investment of ₹ 1.00 lakh in Rossell Techsys Limited, Wholly Owned Subsidiary by way of subscription money towards the entire Paid-up Share Capital of ₹ 1,00,000 divided into 50,000 Equity Shares of ₹ 2 each.

Statements of subsidiaries / Joint Ventures

Your Company has formed a Wholly Owned Subsidiary namely Rossell Techsys Inc. in the State of Delaware, USA on 6th August, 2020 for expansion of operation of Rossell Techsys Division of the Company.

Your Company further formed a Wholly Owned Subsidiary namely Rossell Techsys Limited on 6th December, 2022 for the purpose of segregation of the Rossell Techsys Division from the Company into a separate Company by way of demerger and to create a dedicated A & D vertical with focused attention on the Aerospace and Defense business.

The accompanying Note 50 to the Audited Accounts contains detailed financials of the said Subsidiary.

In view of this, Consolidated Financial Statements have also been prepared and forms part of Annual Report of the Company.

Your Company do not have any Joint Venture or Associate Company within the meaning of Section 2(6) of the Act during the year under review.



Report Of The Board Of Directors For The Financial Year Ended 31st March, 2023

Risk Management Policy

Your Company's business faces various risks - strategic as well as operational in respect of all its Divisions. The Company has an adequate risk management system, which takes care of identification, assessment and review of risks as well as their mitigation plans put in place by the respective risk owners. The risks which were being addressed by the Company during the year under review included risks relating to market conditions, environmental, information technology etc. The Company has developed and implemented the Risk Management Policy with an objective to provide a more structured framework for proactive management of all risks related to the business of the Company and to make it more certain that growth and earnings targets as well as strategic objectives are met.

The major risks and concerns being faced by various business segments of the Company are discussed in report on Management Discussion and Analysis, forming part of this Report as **Annexure-7**.

Your Company has constituted Risk Management Committee of the Board in the manner stated under Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended vide SEBI notification dated 5th May, 2021. The Risk Management Committee reviews the risk assessment and minimization procedure in the light of the Risk Management Policy of the Company and enables the Board to discharge its responsibility of framing, implementing and monitoring risk management plan of the Company.

In the opinion of the Board, there is no such element of risk which may threaten the present existence of the Company.

Remuneration Policy

The Company follows a policy on Remuneration of Directors and Senior Management Employees. The policy is approved by the Nomination and Remuneration Committee and the Board. Further details on the same have been given in the Report on Corporate Governance.

The required disclosure under Section 197 (12) of the Act read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given as **Annexure- 5** to this Report.

Human Resources

Your Company treats its "human resources" as one of the most important assets. The Management of the Company lays continuous focus on human resources, who are trained and updated on various issues from time to time to attain the required standards. The correct recruitment practices are in place to attract the best technical manpower to ensure that the Company maintains its competitive position with respect to execution. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis.

No efforts have been spared to provide the highest levels of safety, security and hygiene to all staff members and to comply with various legislation from the Government of India/ State Governments.

Industrial relations at all the units remain satisfactory, your Company employed 5,478 personnel on its permanent roll as on 31st March, 2023 including that of Rossell Techsys Division.

Details of employee remuneration as required to be provided in terms of the provisions of Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in **Annexure- 6**, forming part of this Report.

Prevention of Sexual Harassment

The Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Separate Internal Complaint Committees have been set up in for every Divisions of the Company to redress complaints received regarding sexual harassment in respect of each Divisions. However, during the year under review, the Company has not received any complaint of alleged sexual harassment in any of its Divisions.

Awards and Recognition

During the year under review, The Economic Times in consultation with Association of Corporate Advisers & Executives (ACAE) have awarded your Company, Rossell India Limited, the **ET BENGAL CORPORATE AWARDS, 2023 in the category- Fastest Growing Organisation between ₹ 100 to ₹ 500 Crores**.

Rossell Techsys Division was recognized as one of the 'World's Best Emerging Brands 2022' in WCRCFEST (World Consulting and Research Corporation) 2022 Organised in London, England.

Rossell Techsys won the Skit event organised by its key customer Boeing India Ltd. among all its supplier partners, as part of World Quality Month celebration, appreciating our focus on world-class quality.



Report Of The Board Of Directors For The Financial Year Ended 31st March, 2023

Significant and Material Orders passed by the regulators

There is no significant or material order passed by any Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

Internal Financial Controls

Your Company has adequate Internal Financial Control System at all levels of Management and they are reviewed from time to time. The Internal Audit of Rossell Tea Division of the Company are carried out by firms of Chartered Accountants and the Internal Audit of Rossell Techsys Division is conducted by Baker Tilly, an International Audit, Tax and Advisory Company. The Audit Committee of the Board looks into Auditor's review, which is deliberated upon and corrective action taken, where ever required.

Transfer of Unclaimed Dividend and Shares to Investor Education and Protection Fund (IEPF)

In compliance with the provisions of Section 124 (5) of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rule, 2016, a sum of ₹ 2,36,391 being the dividend lying unclaimed out of the dividend declared by the Company for the Financial Year 2014-2015 were transferred to IEPF on 14th September, 2022. The details of the said unclaimed dividend transferred is available at the website of the Company at <https://www.rossellindia.com/investor-information/>.

Similarly, during the period under review 21,104 Equity Shares pertaining to Financial Year 2014-2015 have been transferred to IEPF Authorities vide Corporate Action dated 24th September, 2022 in compliance with the provisions of Section 124 of the Act and Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 after sending letters to those Shareholders and also making an advertisement in the newspapers in this regard. Details of these shares transferred to IEPF are available on the website of the Company at <https://www.rossellindia.com/investor-information/>.

Deposits

Your Company has not accepted any deposits from public in terms of provisions contained in Chapter V of the Companies Act, 2013, or in terms of corresponding provisions of the Companies Act, 1956.

Management Discussion and Analysis

A report on the Management Discussion and Analysis concerning all the business segments of the Company is given as **Annexure-7** to this Report.

Business Responsibility and Sustainability Report

In compliance with Regulation 34(2)(f) of SEBI Listing Regulations, as amended vide SEBI notification SEBI/LAD-NRO/GN/2021/22 dated 5th May, 2021, Business Responsibility and Sustainability Report(BRSR) describing the initiatives taken by the Company from an environmental, social and governance perspective is annexed as **Annexure - 8** to this Report in the format as specified by the SEBI from time to time.

Conservation of energy, technology absorption, foreign exchange earnings and outgo

(a) Conservation of energy

Rossell Tea

(i)	the steps taken or impact on conservation of energy	<p>Machinery up-gradation is a regular process at the Tea factories of Rossell Tea Division, with a view to conserve Fuel, Electrical Energy and other resources. Initiatives undertaken during the Financial Year 2022-2023 are as follows;</p> <ol style="list-style-type: none"> a) Consent for installing solar power sent to the Government/APDCL. Installation of a 302.4 KWP Solar plant at Kharikatia under OPEX model has been ordered in collaboration with Tata Power Solar. b) Conventional pipe Gas burners at Dikom replaced for lowering consumption with better combustion/blue flame. c) Old gas pipeline replaced and put above the ground at Dikom and Nokhroy for longevity. Hydraulic testing of gas supply pipeline was conducted for all Estates receiving gas. Leaking/worn out valves were replaced to ensure no loss of gas. d) Fuel efficient Gas burners at Nokhroy and Romai have been recalibrated to get blue flame which indicates optimum combustion of gas.
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Report Of The Board Of Directors For The Financial Year Ended 31st March, 2023

Conservation of energy, technology absorption, foreign exchange earnings and outgo (contd.)

(i)	The steps taken or impact on conservation of energy (contd...)	<p>e) Cleaning of old and installation of additional perlex / transparent roof sheets to save on electricity.</p> <p>f) Enhancement in Mechanization of pruning operations- additional pruning machines were provided for improving pruning/work standards and timely completion.</p> <p>g) Halogen bulbs replacement with LED bulbs is ongoing.</p> <p>Water flow meters have been installed to measure and monitor water pumping.</p>
(ii)	The steps taken by the Company for utilizing alternate sources of energy	An agreement has been signed with Tata Power Solar for setting up a Solar plant of 302.4KWP under OPEX.
(iii)	the capital investment on energy conservation equipment.	All new acquisitions of Machinery are planned with a view towards energy and fund conservation.

Rossell Techsys

(i)	The steps taken or impact on conservation of energy	<p>The Division conducts business with largely a manual assembly process and does not use heavy power consuming machinery. Most of the infrastructure utilizes single phase power. The total contracted power for the facility is 740KVA.</p> <p>The facility itself, with a total built up space of 225,000 sft is based on an energy efficient design. It reduces the usage of power by enabling maximum use of natural light. The green space uses special plants, tropical plants that do not need use of water and are solely dependent upon natural rain water. The work spaces in the facility are airy and well laid out. The facility has been granted the IGBC – GOLD rating for environment consciousness and sustainable development.</p> <p>We have installed timers for all street lights and all washbasin taps are self-closing. These are few additional steps taken to conserve energy.</p>
(ii)	The steps taken by the Company for utilizing alternate sources of energy	Not Applicable at present.
(iii)	The capital investment on energy conservation equipment.	Not Applicable at present.



Report Of The Board Of Directors For The Financial Year Ended 31st March, 2023

(b) Technology absorption

Rossell Tea

(i)	the efforts made towards technology absorption	Discussion with experts and training programs has been ongoing for innovative ideas of production and knowledge updating. The concerned staff members are also sponsored to attend various seminars and workshops for their improvement in various aspects of functioning of the Company.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	There has been an overall improvement in product quality and labor productivity, resulting in economy of cost, and improved operational efficiencies.
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- (a) the details of technology imported (b) the year of import; (c) whether the technology been fully absorbed (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	No new import of technology done during this Financial Year. Not Applicable Not Applicable Not Applicable
(iv)	The expenditure incurred on Research and Development	The Company is a Member of Tea Research Association, Kolkata, which is registered under Sec. 35 (1) (ii) of the Income Tax Act, 1961. A contribution of ₹ 19.18 lakhs was made during the year towards subscription by the Rossell Tea Division of the Company.

Rossell Techsys

(i)	the efforts made towards technology absorption	Through close association with its customers on Build to Print (BTP) activities in EWIS. Electronics Assemblies and ATE competencies, the Division has strengthened its know-how in terms of technology, infrastructure and skill. The Division has now started executing Build to Specification (BTS) projects for its customers, which further enhances its competencies in design, product and process qualifications.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	The Division has now localised all mechanical components with India based suppliers, which were previously imported from US sources. This brings in part cost productivity to the tune of 25% and improved lead time with better inventory controls. In production, the Division focused on effort reduction across all products and achieved around 10% reduction from last year baseline. As part of the continuous improvement efforts, the Division focused on single piece flow for certain product lines, improving throughput and introduced pre fab methods which helped improve infra utilisation, people efficiency and ergonomics.
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- (a) the details of technology imported (b) the year of import; (c) whether the technology been fully absorbed (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	There is no import of technology, only know-how assimilation took place. Not Applicable Not Applicable Not Applicable Not Applicable

**Report Of The Board Of Directors For The Financial Year Ended 31st March, 2023**

(iv)	The expenditure incurred on Research and Development	The Expenditure incurred on Research and Development	
			(₹ in Lakhs) 2022- 2023
		For In house R&D:	
		Capital Expenditure	454.14
		Recurring Expenditure	213.30
	Total In house R&D Expenditure	667.44	
	R&D Expenditure as % on Turnover	3.58%	

(c) Foreign exchange earnings and Outgo

During the year, the total foreign exchange used was ₹ 1,324.42 lakhs on account of various expenses and ₹ 12,262.02 lakhs for imports of raw materials, stores as well as capital goods.

The total foreign exchange earned was ₹ 20,079.01 lakhs.

Material Changes and Commitments

Your Directors confirm that there are no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year of the Company and the date of this report.

Application/Proceeding pending under the Insolvency and Bankruptcy Code, 2016

Your Company has neither made any application nor is any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the Financial Year 2022-2023.

One-Time Settlement

You Company has not made any one-time settlement against loans taken from the Banks or Financial Institutions during the Financial Year 2022-2023.

Acknowledgement

Your Directors place on record their appreciation for employees at all levels, who continue to contribute towards the growth and performance of your Company.

Your Directors also thank the business associates, financing banks, shareholders and other stakeholders of the Company for their continued support.

For and on behalf of the Board
Rossell India Limited
H.M. Gupta
Executive Chairman
DIN : 00065973

Place: Delhi
Date : 27th May, 2023



Annexure - 1 to the Report of the Board of Directors

REPORT ON CORPORATE GOVERNANCE - 2022-2023

In accordance with Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as 'SEBI Listing Regulations'] read with Clause C of Schedule V thereof, the details of compliance by the Company with the norms on Corporate Governance are as under:

1. Company's Philosophy on Code of Governance:

Your Board of Directors unequivocally supports the principles of Corporate Governance. Your Company espouses the cause of long term success in all areas of its business and commits itself to achieving this by outstanding standards of productivity, quality and performance. It continues to evolve, learn and adapt for the common good of its stakeholders.

Your Company believes that good Corporate Governance emerges from the application of the best and sound management practices and compliance with the laws coupled with adherence to the highest standards of transparency and business ethics.

Your Company places great emphasis on values such as empowerment and integrity of its employees, well-being of the employees and communities surrounding our Tea Estates and other Business Establishments. Your Company is committed to transparency in decision making process, fair and ethical dealings with all its business associates, pollution free clean environment and last but not the least, accountability to all the stakeholders.

Your Company is further committed to the well-being of communities in general in the society through meaningful "Corporate Social Responsibility" initiatives.

2. Board of Directors

2.1 Composition and Category of Directors:

The composition of the Board of Directors of the Company represents an optimum combination of Executive and Non-executive Directors having professionalism, knowledge, skills and experience. The Board comprises of the Directors appointed in conformity with Section 149 of the Companies Act, 2013 and Regulation 17 of SEBI Listing Regulations as on 31st March, 2023 with Six (6) Directors divided into three (3) Non-Executive Directors and three (3) Executive Directors headed by the Executive Chairman, Mr. H.M. Gupta.

The Independent Directors (ID) of the Company fulfill the conditions specified in the SEBI Listing Regulations and are independent of the management. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties as Independent Director. The Company has issued formal letters of appointment to the IDs. As required under Regulation 46 of the SEBI Listing Regulations, as amended, the terms and conditions of appointment of IDs including their role, responsibility and duties are available on our website at <https://www.rossellindia.com/investor-information/>.

Composition of the Board, as on 31st March, 2023 as well as till the date of this report, is given hereunder:

Name of the Director	DIN	Designation	Category of Directors
Mr. H.M. Gupta*	00065973	Chairman, Managing Director	Executive
Ms. Nayantara Palchoudhuri*	00581440	Independent Director	Non-Executive
Mr. Krishan Katyal*	00765487	Independent Director	Non-Executive
Mr. Rahul Bhatnagar*	07268064	Independent Director	Non-Executive
Mr. N.K. Khurana*	00123297	Director (Finance) and Company Secretary	Executive
Mr. R. M. Gupta	05259454	Whole Time Director	Executive

*The Board, at its Meeting held on 27th May, 2023 has re-appointed Mr. H M Gupta (DIN – 00065973) as the Managing Director designated as Executive Chairman of the Company with effect from 01.04.2024 (i.e. upon his retirement on completion of his existing tenure) for a further period of three years, subject to approval of Members of the Company at the ensuing Annual General Meeting.

Ms. Nayantara Palchoudhuri (DIN-00581440) was re-appointed as an Independent Director of the Company for second term of five consecutive years commencing from 9th February, 2023, in accordance with the special resolution passed by the Members of the Company on 23rd April, 2023 through Postal Ballot by way of remote e-Voting System only.



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Mr. Krishan Katyal (DIN-00765487) was re-appointed as an Independent Director of the Company for second term of five consecutive years commencing from 1st April, 2022, in accordance with the special resolution passed by the Members of the Company at the Extra-ordinary General Meeting held on 21st April, 2022.

Mr. Rahul Bhatnagar (DIN-07268064) was re-appointed as an Independent Director of the Company for second term of five consecutive years commencing from 9th August, 2022, in accordance with the special resolution passed by the Members of the Company in the 28th Annual General Meeting held on 9th August, 2022.

The Board, at its Meeting held on 27th May, 2023 has re-appointed Mr. N K Khurana (DIN – 00123297) as a Whole Time Director designated as Director (Finance) and Company Secretary with effect from 01.09.2023 (i.e. upon completion of his existing office tenure) for a further period of three years, subject to approval of Members of the Company at the ensuing Annual General Meeting.

Except Mr. H. M. Gupta and Mr. R. M. Gupta, being father and son belonging to the Promoters Group, none of the other Directors have any inter-se relationship among themselves and/or with any Key Managerial Personnel of the Company.

2.2 Board Meeting Procedure:

The Board has complete access to any information within the Company. Agenda papers containing all necessary information/documents are made available to the Board/Committee Members in advance to enable them to discharge their responsibilities effectively and take informed decisions. The information as specified in the Listing Regulations is regularly made available to the Board, whenever applicable, for discussion and consideration. The Company adheres to the Secretarial Standard-1 on the Board and Committee Meetings as prescribed by the Institute of Company Secretaries of India. The Board periodically reviews compliance by the Company with the applicable laws/statutory requirements concerning the business and affairs of the Company.

Post Meetings, all important decisions taken at the Meeting are communicated to the concerned Divisions and Persons. Action Taken Report is prepared and reviewed by the Board of Directors in the next Meeting for the action taken / pending to be taken. Issues arising out of such Action Taken Report are discussed once again if so required.

There was no instance of non-acceptance of any recommendation of any Committee of the Board which was mandatorily required.

2.3 Attendance of each Director at the Board Meetings held during the year and at the last Annual General Meeting:

During the year under review, eight Board Meetings were held viz. 27th May, 2022, 12th July, 2022, 9th August, 2022, 14th November, 2022, 16th December, 2022, 8th February, 2023, 25th February, 2023 and 23rd March, 2023. The maximum interval between any two consecutive Meetings did not exceed 120 days.

The last Annual General Meeting was held on 9th August, 2022 through Video Conferencing or Other Audio Visual Means as per Circulars of MCA in this regard.

Details of Directors attendances during the year were as under:

Name of the Director	No. of Board Meetings Attended	Whether attended last AGM
Mr. H.M. Gupta	8	Yes
Ms. Nayantara Palchoudhuri	8	Yes
Mr. Krishan Katyal	8	Yes
Mr. Rahul Bhatnagar	8	Yes
Mr. N.K. Khurana	8	Yes
Mr. R. M. Gupta	8	Yes

2.4 Separate Meeting of Independent Directors:

In terms of the requirement of SEBI Master Circular No. SEBI/HO/ CFD/ DIL1/CIR/P/2021/0000000665 dated 23rd November, 2021(SEBI Master Circular), three meetings of the Independent Directors of the Company were held during the year under review viz. 12th July, 2022, 16th December, 2022 and 25th February, 2023. All the Independent Directors were present in that Meetings. The following Matters were considered in that Meetings:

2.4.1 Considered the Draft Scheme of Amalgamation between BMG Enterprises Ltd. (**The Transferor Company**) and Rossell India Ltd. (**The Transferee Company**) and issued Report dated 12th July, 2022 thereon for submission to the Stock Exchanges/SEBI, with the recommendation that the Draft Scheme is not detrimental to the Shareholders of the Company;



Annexure - 1 to the Report of the Board of Directors

- 2.4.2** Considered the Draft Scheme of Arrangement between Rossell India Ltd. (**Demerged Company**) and Rossell Techsys Limited (**Resulting Company**) and issued Report dated 16th December, 2022 thereon for submission to the Stock Exchanges/SEBI, with the recommendation that the Draft Scheme is not detrimental to the Shareholders of the Company;
- 2.4.3** In view of the direction of SEBI and Stock Exchanges, considered the Draft Revised Scheme of Amalgamation between BMG Enterprises Ltd. (**The Transferor Company**) and Rossell India Ltd. (**The Transferee Company**) and issued Report dated 25th February, 2023 thereon as an addendum to the Original Report of the Independent Directors dated 12th July, 2022, for submission to the Stock Exchanges/SEBI, with the recommendation that the Draft Scheme is not detrimental to the Shareholders of the Company.

Further, as stipulated by Regulation 25(3) of the SEBI Listing Regulations and Section 149(8) read with Clause VII of Schedule IV of the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held on 23rd March, 2023, without the attendance of Non-Independent Directors. All the Independent Directors were present in that Meeting. The following Matters were, inter-alia, considered in that Meeting:

- 2.4.4** Reviewed the performance of the Executive Chairman of the Company, taking into account the views of Executive Directors and Non- Executive Directors in accordance with the criteria specified by SEBI vide its circular no. SEBI/HO/CFD/CMD/CIR/P/2017/004 dated 5th January, 2017;
- 2.4.5** Reviewed the performance of other Whole time Non-Independent Directors and the Board as a whole in terms of the aforesaid circular of SEBI;
- 2.4.6** Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board of Directors of the Company which are necessary for the Board to effectively and reasonably perform their duties.

2.5 Number of other Boards or Board Committees in which he/she is a member or Chairperson:

As stipulated in Regulation 17A(1) of the SEBI Listing Regulations, none of the Directors on the Board acts as a Director or as an Independent Director in more than 7 Listed Companies and none of the Whole time Director/ Managing Director act as an Independent Director of any Listed Company. Further, in compliance with Regulation 26 of the SEBI Listing Regulations, none of the Director acts as a member of more than 10 Committees or acts as a Chairman of more than 5 Committees across all Public/ Listed Companies in which he / she is a Director.

The details of the Directorships, Chairmanships and the Committee memberships in other Companies (excluding Private Limited Companies, Foreign Companies, Companies having high value debt Securities and Section 8 Companies) held by the Directors as on 31st March, 2023, are given below:-

Name of Directors	Directorship in other Companies	Board Committees' Chairmanship/ Membership in other Companies #	
		Chairman	Member
Mr. H.M. Gupta	2	NIL	NIL
Ms. Nayantara Palchoudhuri	7	NIL	8
Mr. Rahul Bhatnagar	3	3	4
Mr. Krishan Katyal	NIL	NIL	NIL
Mr. N. K. Khurana	1	NIL	NIL
Mr. R. M. Gupta	1	NIL	NIL

- # In terms of Regulation 26(1)(b) of the SEBI Listing Regulations only Chairmanship/Membership of Audit Committee and Stakeholders' Relationship Committee of public limited companies (whether Listed or not) have been considered.



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2.6 Name of other listed entities where Directors of the Company are Directors and the category of Directorship:

Name of the Director	Name of other listed entities in which the concerned Director is a Director	Category of Directorship
Mr. H.M. Gupta	NIL	NIL
Ms. Nayantara Palchoudhuri	Vesuvius India Ltd.	Independent Director
	Titagarh Wagons Limited	Independent Director
	Ludlow Jute Specialties Ltd.	Independent Director
	Nicco Parks & Resorts Ltd.	Independent Director
	International Combustion (India) Limited	Independent Director
Mr. Rahul Bhatnagar	Whirlpool of India Ltd.	Independent Director
	Sanofi India Ltd.	Independent Director
Mr. Krishan Katyal	NIL	NIL
Mr. N. K. Khurana	NIL	NIL
Mr. R. M. Gupta	NIL	NIL

2.7 Skills / Expertise / Competencies of the Board of Directors:

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

- Knowledge on Company's various businesses segments (Plantation i.e. cultivation, production and sale of Black Tea/ Black Pepper, Aviation & Defense technology), policies and culture (including the Mission, Vision and Values) major risks / threats and potential opportunities and knowledge of the industry in which the Company operates.
- Behavioral skills - Attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company.
- Business Strategy, Sales & Marketing, Corporate Governance and Forex Management,
- Financial Management, Business Administration skills and Decision Making.
- Technical / Professional skills and specialized knowledge in relation to Company's business.

Further, in terms of the requirement of the SEBI Listing Regulations, the Board has identified the core skills/expertise/ competencies of the Directors in the context of the Company's business for effective functioning and as available with the Board. Board Members skills matrix is furnished hereunder:

Skills/Expertise	HMG	NTPC	KK	RB	NKK	RMG
Knowledge on Company's various businesses segments	Y	Y	Y	Y	Y	Y
Behavioral skills	Y	Y	Y	Y	Y	Y
Business Strategy, Sales & Marketing, Corporate Governance and Forex Management	Y	Y	Y	Y	Y	Y
Financial Management, Business Administration skills and Decision Making	Y	Y	Y	Y	Y	Y
Technical skills and specialized knowledge in relation to Company's business	Y	Y	Y	Y	Y	Y

Note :

Mr. H.M. Gupta	-	HMG
Ms. Nayantara Palchoudhuri	-	NTPC
Mr. Krishan Katyal	-	KK
Mr. Rahul Bhatnagar	-	RB
Mr. N. K. Khurana	-	NKK
Mr. R. M. Gupta	-	RMG



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2.8 Familiarization Programmes imparted to Independent Directors:

Existing Independent Directors are already familiar with the nature of the industry and its operation since they have been associated with the Company for a substantial period of time. These Independent Directors are well aware of their duties and responsibilities as set out in their terms of appointment and expected time commitments. As per prevailing practice, each newly appointed Independent Director is taken through a formal induction program including the presentation from the Executive Chairman as well as various Business Heads on the Company's production, marketing, finance and other important aspects. The Company Secretary briefs the Director about his/her legal and regulatory responsibilities as a Director. Newly appointed Independent Directors are provided with necessary documents, reports and internal policies etc. to enable them to familiarize themselves with the Company's procedures and practices. The induction for Independent Directors includes interactive sessions with Executive Directors, Business and Functional Heads, Visit to the Tea Estates and Plant.

Further details on familiarization programme is available on the website of the Company at the web link - <https://www.rossellindia.com/investor-information/>.

2.9 Compliance of Code of Conduct:

The Board of Directors has laid down a Code of Conduct for Business and Ethics for all the Board Members and all the employees in the Senior Management grade of the Company. The said code, as amended from time to time is available on the Company's website at the web link - <https://www.rossellindia.com/investor-information/>.

All the Board Members and Senior Management personnel have confirmed compliance with the code. A declaration to that effect, signed by the Chief Executive Officer, in terms of Regulation 26(3) read with Part-D of Schedule V of the SEBI Listing Regulations, is attached and forms part of this Annual Report.

In terms of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board has also approved and laid down the following codes:

- i) "Rossell Insider Code" to regulate, monitor and report Insider Trading by the Company's Directors, Employees and other Designated Persons.
- ii) "Rossell Code of Practices and Procedures for Fair Disclosures" to ensure fair and timely Disclosure of Unpublished Price Sensitive Information to the Stock Exchanges.

In terms of Regulation 8 of the said Regulation, "Rossell Code of Fair Disclosure" is available on the Company's website at the web link <https://www.rossellindia.com/divisions/>.

Mr. N. K. Khurana, Director (Finance) and Company Secretary, acts as the Compliance Officer as well as Chief Investor Relation Officer under these Regulations.

2.10 Committees of the Board:

The Committees of the Board play an important role in the Corporate Governance and focus on specific areas and make informed decisions within the authority delegated. Each Committee is guided by its terms of reference, which provides for the scope, powers, duties and responsibilities of the Committee. The recommendation and/or observations and decisions are placed before the Board for information or approval. The Chairman/Chairperson of the respective Committee updates the Board regarding the discussions held decisions taken at the Committee Meeting.

The Board has constituted the following Committees:

- a) Audit Committee;
- b) Nomination and Remuneration Committee;
- c) Stakeholders Relationship Committee;
- d) Corporate Social Responsibility Committee; and
- e) Risk Management Committee;



Annexure - 1 to the Report of the Board of Directors

3. Audit Committee:

3.1 Brief description and Composition

The Board has duly constituted a well-qualified Audit Committee in compliance with Section 177(1) of the Companies Act, 2013 read with Regulation 18 of the SEBI Listing Regulations. All members of the Committee are Non-Executive Independent Directors including the Chairman. The Chairman of the Committee has in-depth knowledge in the areas of Finance and Accounts. The Committee has been meeting as and when required and at least once in every quarter of the Financial Year.

The Audit Committee of the Company comprises of the following Directors as on 31st March, 2023:

Sl. No.	Name	Category of Director	Chairman / Members
1.	Mr. Rahul Bhatnagar	Non-Executive Independent	Chairman
2.	Ms. Nayantara Palchoudhuri	Non-Executive-Independent	Member
3.	Mr. Krishan Katyal	Non-Executive-Independent	Member

3.2 Terms of reference:

The terms of reference of the Audit Committee broadly cover the areas specified in Regulation 18(3) read with Schedule II, Part - C of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013 and briefly described below:

- 3.2.1 To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 3.2.2 To recommend the appointment, remuneration and terms of appointment of the Statutory Auditors, Cost Auditors and Internal Auditors of the Company;
- 3.2.3 Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 3.2.4 Reviewing, with the Management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by Management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Modified opinion(s) in the draft audit report, if any.
- 3.2.5 To review with the Management, the quarterly financial statements before submission to the Board for approval;
- 3.2.6 Reviewing, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue or preferential issue or qualified institutions placement and making appropriate recommendations to the Board to take steps in the matter;
- 3.2.7 To review and monitor the Auditor's independence and performance and effectiveness of the Audit Process;
- 3.2.8 Approval or any subsequent modification of transactions of the Company with related parties;
- 3.2.9 Scrutiny of Inter-corporate loans and Investments;



Annexure - 1 to the Report of the Board of Directors

- 3.2.10** Valuation of undertakings or assets of the Company, wherever it is necessary;
- 3.2.11** Evaluation of internal financial controls and overall Risk Management Systems;
- 3.2.12** Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 3.2.13** Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- 3.2.14** Discussion with internal auditors of any significant findings and follow up there on;
- 3.2.15** Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- 3.2.16** Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 3.2.17** To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- 3.2.18** To review the functioning of the Whistle Blower/ Vigil mechanism;
- 3.2.19** Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- 3.2.20** Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- 3.2.21** Reviewing the utilization of loans and/ or advances from/investment by the holding Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- 3.2.22** Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its Shareholders.
- 3.2.23** The Audit Committee also reviews the following information:
- Management discussion and analysis of financial condition and results of operations;
 - Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - Internal audit reports relating to internal control weaknesses;
 - The appointment, removal and terms of remuneration of the Internal Auditors for various Divisions of the Company.
 - Statement of deviations of issue proceeds, in case of any further issue of shares.

3.3 Meetings and attendance during the year

During the year under review, 7(seven) Meetings of the Audit Committee were held viz. 27th May, 2022, 12th July, 2022, 9th August, 2022, 14th November, 2022, 16th December, 2022, 8th February, 2023 and 25th February, 2023.

The composition and attendance of the members at the Audit Committee Meetings as on 31st March, 2023 are as follows:

Name	Chairman / Member	Category of Director	No. of Audit Committee Meetings Attended
Mr. Rahul Bhatnagar	Chairman	Non-Executive-Independent	7
Ms. Nayantara Palchoudhuri	Member	Non-Executive-Independent	7
Mr. Krishan Katyal	Member	Non-Executive-Independent	7

The Company Secretary acts as the Ex-Officio Secretary to the Committee. Statutory Auditors, Cost Auditors and Internal Auditors attend the Meeting whenever required. The Executive Chairman, Whole Time Directors and other Senior Executives are also invited to attend and deliberate in the Meetings.

The Chairman of the Committee was present at the last AGM of the Company held on 9th August, 2022.



Annexure - 1 to the Report of the Board of Directors

4. Nomination and Remuneration Committee:

4.1 Brief description and Composition :

The Board has duly constituted Nomination and Remuneration Committee in compliance with Section 178(1) of the Companies Act, 2013 read with Regulation 19 of the SEBI Listing Regulations. As on 31st March, 2023, the said committee comprises of three Non-Executive Independent Directors as follows:

Sl. No.	Name	Category of Director	Chairman/ Members
1.	Ms. Nayantara Palchoudhuri	Non-Executive-Independent	Chairperson
2.	Mr. Krishan Katyal	Non-Executive-Independent	Member
3.	Mr. Rahul Bhatnagar	Non-Executive-Independent	Member

4.2 Terms of reference

In accordance with Clause A, Schedule II, Part-D of the SEBI Listing Regulations read with Section 178(2) of the Companies Act, 2013, the Committee is empowered -

- 4.2.1 To formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy, relating to the remuneration of Directors, Key Managerial Personnel and other employees;
- 4.2.2 To evaluate the balance of skills, knowledge and experience on the Board for every appointment of an Independent Director and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates;
- 4.2.3 To formulate criteria for evaluation / performance appraisal of Independent Directors and the Board;
- 4.2.4 To devise policy on Board diversity;
- 4.2.5 To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal.
- 4.2.6 To extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of independent Directors.
- 4.2.7 To recommend to the Board, all remuneration, in whatever form, payable to Senior Management.

4.3 Remuneration policy :

The Company follows a policy on remuneration of Directors and Senior Management Employees as formulated by the Nomination and Remuneration Committee detailed hereunder:

- 4.3.1 The remuneration of an individual shall be dependent upon the following parameters concerning an individual:

- a) Age,
- b) Qualifications,
- c) Experience,
- d) Core Competence,
- e) Career advancement,
- f) Special Skill, if any
- g) Performance in the context of the duties and responsibilities assigned,
- h) Industry Criteria,
- i) Other relevant factors.



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- 4.3.2** The level and composition of remuneration for each individual shall be reasonable and sufficient to attract, retain and motivate the person concerned, whether as Director or Key Managerial Personnel of the quality required to run the Company successfully;
- 4.3.3** Relationship of remuneration to performance should be clear and meets appropriate performance benchmarks as may be set up from time to time; and
- 4.3.4** Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of each of the Divisions of the Company and its goals:

4.4 Meeting and attendance during the year :

During the year under review, 2 (two) Meetings of the Nomination and Remuneration Committee were held on 27th May, 2022, and 8th February, 2023.

Name	No. of Nomination and Remuneration Committee Meetings Attended
Ms. Nayantara Palchoudhuri	2
Mr. Krishan Katyal	2
Mr. Rahul Bhatnagar	2

The Chairperson of the Committee was present at the last AGM of the Company held on 9th August, 2022.

4.5 Performance Evaluation of Directors :

During the year, the performance evaluation was done at two levels - by the Independent Directors at their separate Meeting as well as by the Board. First, the Independent Directors at their separate Meetings held on 23rd March, 2023 reviewed the performance of the Executive Chairman and other Executive Directors with reference to the questionnaire prepared in terms of the Criteria specified by SEBI vide its circular no. SEBI/HO/CFD/CMD/CIR/P/2017/004 dated 5th January, 2017. They also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board.

Subsequently, the Board at its Meeting held thereafter on the same day reviewed the performance of the Board as a whole, its Committees and individual Directors of the Board.

5. Remuneration of Directors:

5.1 Pecuniary Relationship of Non-Executive Directors

The Company has no pecuniary relationship or transaction with its Non-Executive and Independent Directors other than payment of sitting fees to them for attending Board and Committee Meetings and Commission paid, if any, as approved by Members for their invaluable services to the Company.

5.2 Criteria of making payments to Non-Executive Directors:

The Non-Executive Independent Directors are entitled to receive sitting fees for attending the Meetings of the Board and various Committees of the Board of which they are members as well as commission on net profits of the Company, as approved by the Members. As on 31st March, 2023, your Company has been making the payment of Sitting Fees as under:

Meeting	Sitting Fees
Meeting of the Board of Directors	₹ 50,000 per Meeting per Director
Meeting of the Audit Committee of the Board	₹ 25,000 per Meeting per Director
Meeting of other Committees of the Board	₹ 10,000 per Meeting per Director



Annexure - 1 to the Report of the Board of Directors

5.3 Remuneration Paid to Directors

Remuneration as per Terms of Service paid to Managing Directors and Whole Time Directors during the year 2022-2023:

₹ in Lakhs

Sl. No.	Name of Directors	Salary and Allowances	Commission	Contribution to Provident Fund and Other Funds	Value of Perquisites	Total
1.	Mr. H.M. Gupta, Managing Director (Executive Chairman)	106.92	45.11	11.52	12.60	176.15
2.	Mr. N. K. Khurana, Director (Finance) and Company Secretary	62.36	-	16.87	0.73	79.96
3.	Mr. R. M. Gupta, Whole Time Director	114.84	-	10.08	1.14	126.06

1) Mr. H.M. Gupta (DIN 00065973) :

Service contract : 1st April, 2021 to 31st March, 2024
 Notice period : Three months
 Severance Fee : Not Applicable

Re-appointment of Mr. H. M. Gupta as Managing Director designated as Executive Chairman was approved by the Members in the 27th Annual General Meeting for a further period of 3 (three) years w.e.f. 01st April, 2021 till 31st March, 2024, by adopting Special Resolution.

In terms of provisions of Section 196 of the Companies Act, 2013, the Board of Directors, at its Meeting held on 27th May, 2023 has re-appointed Mr. H M Gupta as the Managing Director designated as Executive Chairman of the Company for a further period of 3 (three) years w.e.f. 1st April, 2024 to 31st March, 2027 upon completion of his existing tenure of office, subject to the approval of the Members at the ensuing Annual General Meeting of the Company, by adopting Special Resolution.

2) Mr. N. K. Khurana (DIN 00123297)

Service contract : 1st September, 2020 to 31st August, 2023
 Notice period : Three months
 Severance Fee : Not Applicable

Re-appointment of Mr. N.K. Khurana as a Whole time Director designated as Director (Finance) was approved by the Members of the Company in the 26th Annual General Meeting held on 23rd September, 2020 for a further period of 3 years w.e.f. 1st September, 2020 till 31st August, 2023, by adopting Special Resolution. He also acts as the Company Secretary of the Company.

In terms of provisions of Section 196 of the Companies Act, 2013, the Board of Directors, at its Meeting held on 27th May, 2023 has re-appointed Mr. N K Khurana as a Whole Time Director designated as Director (Finance) and Company Secretary for a further period of 3 (three) years w.e.f. 1st September, 2023 to 31st August, 2026 upon completion of his existing tenure of office, subject to the approval of the Members at the ensuing Annual General Meeting of the Company, by adopting Special Resolution.

3) Mr. R. M. Gupta (DIN 05259454)

Service contract : 9th February, 2021 to 8th February, 2024
 Notice period : Three months
 Severance Fee : Not Applicable

Re-appointment of Mr. R. M. Gupta as a Whole time Director was approved by the Members of the Company in the 27th Annual General Meeting for a further period of 3 (three) years w.e.f. 9th February, 2021 till 8th February, 2024, by adopting Special Resolution.

The total remuneration during the financial year paid to the Promoter Executive Directors was in accordance with the approval obtained under Regulation 17(6) (e) of the SEBI Listing Regulations, as amended.

The sitting fees, commissions paid/payable to Non-Executive Directors during the financial year 2022-2023 and their shareholding in the Company as on 31st March, 2023 as under:

₹ in Lakhs

Non-Executive Directors	Board Fees	Committee Fees	Total	Commission	No. of Shares held
Ms. Nayantara Palchoudhuri	4.00	3.25	7.25	5.00	NIL
Mr. Krishan Katyal	4.00	3.15	7.15	5.00	NIL
Mr. Rahul Bhatnagar	4.00	2.65	6.65	5.00	NIL



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Note: There are no stock option plans of the Company.

No Non-Executive Director has been paid in excess of fifty percent of the total amount paid to all the Non-Executive Directors of the Company.

6. Stakeholders' Relationship Committee:

In terms of Regulation 20 of the SEBI Listing Regulations and Section 178(5) of the Companies Act, 2013, the Company has a duly constituted Stakeholders Relationship Committee to specifically look into the mechanism of redressal of investors' grievances and recommend measures for overall improvement in the quality of investor services.

The Committee consists of two Non-Executive Independent Directors and one Executive Director as under as on 31st March, 2023:

Sl. No.	Name	Category of Director	Chairman/ Members
1.	Mr. Krishan Katyal	Non-Executive Independent	Chairman
2.	Ms. Nayantara Palchoudhuri	Non-Executive-Independent	Member
3.	Mr. N. K. Khurana	Director (Finance) and Company Secretary	Member

6.1 Terms of Reference

In accordance with Clause B, Schedule II, Part-D of the SEBI Listing Regulations, the terms of reference of the Stakeholders Relationship Committee are as under:

- Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

6.2 Compliance Officer

Mr. N.K. Khurana, Director (Finance) and Company Secretary is designated as the Compliance Officer of the Company.

6.3 Meeting and Attendance

During the year under review, this Committee had 7 (Seven) meetings held on 27th May, 2022, 9th August, 2022, 14th September, 2022, 14th November, 2022, 28th December, 2022, 8th February, 2023 and 23rd March, 2023.

Name	No. of Stakeholders Relationship Committee Meetings Attended
Mr. Krishan Katyal	7
Ms. Nayantara Palchoudhuri	7
Mr. N. K. Khurana	7

The Chairman of the Committee was present at the last AGM of the Company held on 9th August, 2022.



Annexure - 1 to the Report of the Board of Directors

6.4 Shareholders' Complaints

The detailed particulars of investors' complaints handled by the Company and its Registrar & Share Transfer Agent during the year are as under:

(a)	No. of complaints remaining unresolved as on 01.04.2022	Nil
(b)	No. of complaints received from shareholders during the year	2
(c)	No. of complaints resolved during the year	2
(d)	No. of complaints pending unresolved as on 31.03.2023	Nil

Shareholders' grievances are resolved expeditiously. There is no grievance pending as on date.

7. Corporate Social Responsibility (CSR) Committee:

In terms of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the CSR Committee of the Board is composed as under as on 31st March, 2023.

Sl. No.	Name	Category of Director	Chairman/ Members
1.	Ms. Nayantara Palchoudhuri	Non-Executive-Independent	Chairperson
2.	Mr. Rahul Bhatnagar	Non-Executive-Independent	Member
3.	Mr. N.K. Khurana	Director (Finance) and Company Secretary	Member

The role of the CSR Committee inter-alia includes:

- To formulate and recommend to the Board, a Corporate Social Responsibility Policy (CSR Policy) which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- To recommend the amount of expenditure to be incurred on the activities referred to in Clause (a) and for the purpose to approve the Annual Action Plan.
- To monitor implementation and adherence to the Company's CSR Policy, from time to time.
- Such other activities as the Board of Directors may deem appropriate in accordance with Company's CSR Policy.

The Board has adopted the CSR Policy as formulated and recommended by the CSR Committee relating to various CSR activities undertaken / to be undertaken by the Company as specified in Schedule VII to the Companies Act, 2013 and the expenditure thereon. The CSR Policy is available on Company's website at <https://www.rossellindia.com/divisions/>; Separate report on CSR activities for the Financial Year 2022-2023 is enclosed as **Annexure - 2** to the Boards' Report, forming part of this Annual Report.

7.1 Meeting and Attendance

During the year under review, the CSR Committee had 2 (two) Meetings i.e. on 27th May, 2022 and 23rd March, 2023.

Name	No. of CSR Committee Meetings Attended
Ms. Nayantara Palchoudhuri	2
Mr. Rahul Bhatnagar	2
Mr. N. K. Khurana	2

8. Risk Management Committee:

In terms of Regulation 21 of the SEBI Listing Regulations, as amended vide SEBI notification No. SEBI/LAD-NRO/GN/2021/22 dated 5th May, 2021, the Board at its Meeting held on 3rd August, 2021 duly constituted the Risk Management Committee of the Company. The Committee is responsible to lay down the procedures to inform the Board about the risk assessment and minimization procedures, which enables the Board to discharge its responsibility of framing, implementing and monitoring the risk management plan of the Company.



Annexure - 1 to the Report of the Board of Directors

The Risk Management Committee of the Company comprises of the following Directors/ Senior Executives of the Company as on 31st March, 2023.

Sl. No.	Name	Category of Member	Chairman/ Members
1.	Mr. H. M. Gupta	Executive Chairman	Chairman
2.	Mr. R. M. Gupta	Whole Time Director	Member
3.	Mr. Rahul Bhatnagar	Non-Executive-Independent	Member
4.	Mr. Krishan Katyal	Non-Executive-Independent	Member
5.	Mr. S. S. Sikand	CEO-Rossell Tea	Member
6.	Ms. Zeena Philip	COO-Rossell Techsys	Member

8.1 Terms of reference

In accordance with Clause C, Schedule II, Part-D of the SEBI Listing Regulations, the role of Committee inter-alia includes:

8.1.1 To formulate a detailed risk management policy which include

- A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee;
- Measures for risk mitigation including systems and processes for internal control of identified risks;
- Business continuity plan;

8.1.2 To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

8.1.3 To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

8.1.4 To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

8.1.5 To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;

8.1.6 The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

The Committee has framed and adopted the Company's policy on Risk Assessment and Minimization measures. The major risks and concern being faced by various business segments of the Company are discussed in the Report on Management Discussion and Analysis, forming part of this Annual Report.

8.2 Meeting and Attendance

During the year under review, the Risk Management Committee had 2 (two) Meetings i.e. on 12th August, 2022 and 8th February, 2023.

Name	No. of Risk Management Committee Meetings Attended
Mr. H. M. Gupta	2
Mr. R. M. Gupta	2
Mr. Rahul Bhatnagar	1
Mr. Krishan Katyal	1
Mr. S. S. Sikand	2
Ms. Zeena Philip	1



Annexure - 1 to the Report of the Board of Directors

9. General Body Meetings:

Location and time where last three AGMs were held:

Date	Location	Time
23rd September, 2020	In view of COVID-19 Pandemic, the 26th Annual General Meeting of the Company was conducted through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") pursuant to the General Circular No.20/2020 dated 5th May, 2020 read with General Circular No.14/2020 dated 8th April, 2020 and General Circular No.17/2020 dated 13th April, 2020 of the Ministry of Corporate Affairs (MCA).	02:00 p.m.
9th September, 2021	In view of continuing COVID-19 Pandemic, the 27th Annual General Meeting of the Company was also conducted through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") pursuant to the General Circular No.02/2021 dated 13th January, 2021 read with para 3 & 4 of General Circular No.20/2020 dated 5th May, 2020 of the Ministry of Corporate Affairs (MCA).	02:00 p.m.
9th August, 2022	In view of continuing social distancing norms due to COVID-19, the 28th Annual General Meeting of the Company was also conducted through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") pursuant to the General Circular No.2/2022 dated 5th May, 2022 read with para 3 & 4 of General Circular No.20/2020 dated 5th May, 2020 of the Ministry of Corporate Affairs (MCA).	02:30 p.m.

No resolution was passed by the Members through Postal Ballots in the previous financial year. In the Annual General Meeting held on 9th August, 2022, all the resolutions were adopted by electronic voting.

During the year under review, the Board of Directors at its Meeting held on 8th February, 2023 resolved to seek approval of the Members of the Company by way of Special Resolution through Postal Ballot by way of re-mote e-Voting System only, for re-appointment of Ms. Nayantara Palchoudhuri as an Independent Director of the Company for a second term of five consecutive years commencing from 9th February, 2023.

Accordingly, the aforesaid Special Resolution was passed by the Members of the Company on 23rd April, 2023 through Postal Ballot by way of re-mote e-Voting System only.

The following Special Resolutions were passed in the Annual General Meetings held since the last three years:

- 9.1.1** In the 26th Annual General Meeting held on 23rd September, 2020, approval of the Members obtained for re-appointment of Mr. Ajai Shukla, as an Independent Director (DIN: 06459352) for a second term of Two consecutive years commencing from 1st April, 2020 to 31st March, 2022.
- 9.1.2** In the 26th Annual General Meeting held on 23rd September, 2020, approval of the Members obtained for re-appointment of Mr. N. K. Khurana, as a Whole Time Director (DIN: 00123297) designated as Director (Finance) and Company Secretary for a further period of 3 (Three) years i.e. for the period from 1st September, 2020 to 31st August, 2023 in terms of the provisions of Section 188, 196, 197 and other applicable provisions of the Companies Act, 2013 read with Section I and Section II of Part II of Schedule V to the said Act.
- 9.1.3** In the 27th Annual General Meeting held on 9th September, 2021, approval of the Members obtained for re-appointment of Mr. H. M. Gupta, Managing Director (DIN: 00065973) designated as Executive Chairman for a further period of 3 (Three) years i.e. for the period from 1st April, 2021 to 31st March, 2024 in terms of the provisions of Section 188, 196, 197 and other applicable provisions of the Companies Act, 2013 read with Section I and Section II of Part II of Schedule V to the said Act.
- 9.1.4** In the 27th Annual General Meeting held on 9th September, 2021, approval of the Members obtained for re-appointment of Mr. R.M. Gupta (DIN - 05259454) as the Whole Time Director of the Company, for a period of 3 (Three) years commencing from 9th February, 2021 to hold office till 8th February, 2024 in terms of the provisions of Section 188, 196, 197 and other applicable provisions of the Companies Act, 2013 read with Section I and Section II of Part II of Schedule V to the said Act.
- 9.1.5** In the 28th Annual General Meeting held on 9th August, 2022, approval of the Members obtained for re-appointment of Mr. Rahul Bhatnagar (DIN: 007268064) as an Independent Director of the Company for a second term of five consecutive years commencing from 9th August, 2022 to hold office till 8th August, 2027, in terms of applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



Annexure - 1 to the Report of the Board of Directors

9.1.6 In the 28th Annual General Meeting held on 9th August, 2022, approval of the Members obtained for payment of Commission to Non-Executive Directors every year for a period of 5 years commencing from 1st April, 2022 till 31st March, 2027, in accordance with the provisions of Section 197 and 198 of the Companies Act, 2013.

During the financial year 2022-2023, the Company convened an Extra-ordinary General Meeting on 21st April, 2022 through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), wherein the following items were approved as special business:

- a. Re-classification of Authorised Share Capital and consequent alteration in the Memorandum of Association of the Company;
- b. Issuance of Compulsorily Convertible Preference Shares to BMG Enterprises Limited, Holding Company being a part of the Promoter Group, on a preferential basis, in terms of applicable provisions of Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2018; and
- c. Re-appointment of Mr. Krishan Katyal (DIN: 00765487) as an Independent Director of the Company for a second term of five consecutive years with effect from 1st April, 2022, in terms of applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

No postal ballot by way of Special Resolution is proposed to be passed in the ensuing 29th Annual General Meeting.

10. Means of Communication:

10.1 The Quarterly results along with Limited Review Report or Audit Report have been uploaded on NSE Electronic Application Processing System (NEAPS) and BSE Listing Centre in accordance with Regulation 33 of the SEBI Listing Regulations as well as published in leading newspapers, Business Standard (English) (All Editions) and Aajkal (Bengali) (Kolkata) in terms of Regulation 47 of the said Regulation. The quarterly results have been simultaneously posted in the Website of the Company at <https://www.rossellindia.com/investor-information/>.

10.2 The Company has its own functional website <https://www.rossellindia.com/investor-information/> as required by the SEBI Listing Regulations, wherein a separate dedicated segment named 'Investors Information' has been created. All information and documents relating to quarterly and annual audited financial results, annual reports, quarterly shareholding pattern and information required to be disclosed under Regulations 30 and 46 of the SEBI Listing Regulations, etc. are regularly updated under that segment.

10.3 All material events/information relating to the Company that could influence the market price of its securities or investment decisions are timely disclosed to the Stock Exchanges as per the Company's 'Policy for Determination of Materiality of Events or Information for Disclosure to the Stock Exchanges', framed in terms of Regulation 30(4)(ii) of the SEBI Listing Regulations. All disclosures under this policy are also displayed on the Company's website <https://www.rossellindia.com/investor-information/>.

10.4 Management Discussion and Analysis Report are covered by the Directors' Report.

10.5 No presentation was made to any Institutional Investor or Analyst during the year.

10.6 Company's E-mail address: corporate@rosselltea.com

11. General Shareholders' Information:

11.1 **29th AGM date and time - To be convened through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"):**
3rd August, 2023 at 3:00 P.M.

11.2 **Financial calendar 2023-2024 (Tentative):**

The Financial Year of the Company is April to March.

Tentative Publication of Results during the Financial Year 2023-2024 was as follows:

Result Period	Tentative time of Publication
1st quarter ended 30th June, 2023.	First Fortnight of August, 2023
2nd quarter and Half year ended 30th September, 2023.	First Fortnight of November, 2023.
3rd quarter ended 31st December, 2023.	First Fortnight of February, 2024.
Final Audited Results for the Financial Year 2023-2024 including for the 4th quarter ended 31st March, 2024.	Second Fortnight of May, 2024.



Annexure - 1 to the Report of the Board of Directors

11.3 Book Closure for the 29th AGM: From 21st July, 2023 to 3rd August, 2023 (Both days inclusive)

11.4 Dividend Payment date: Within 30 days from date of the 29th AGM, if declared.

11.5 Listing on Stock Exchanges:

The Company's securities are listed at:

Sl. No.	Stock Exchange
1.	National Stock Exchange of India Ltd., Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051
2.	BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001

Listing Fees as prescribed have been paid to all the aforesaid Stock Exchanges upto the Financial Year 2023 - 2024.

Scrip Code:

Stock Exchange	Scrip Code
National Stock Exchange of India Ltd.	ROSSELLIND
BSE Ltd.	533168

11.6 Stock Price Data:

The Monthly High and Low Prices for trading of the Equity Share at BSE and NSE during the Financial Year 2022-2023 are as under:

Month	BSE		NSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April' 2022	226.25	181.15	225.80	181.00
May' 2022	202.30	161.00	202.60	160.55
June' 2022	194.00	141.20	190.85	156.65
July' 2022	225.00	165.40	225.00	165.10
August' 2022	262.00	203.50	258.60	206.35
September' 2022	338.40	226.00	338.35	231.50
October' 2022	315.85	259.70	315.50	259.80
November' 2022	384.75	255.70	384.95	255.25
December' 2022	371.00	282.60	359.45	280.60
January' 2023	329.00	287.00	329.00	286.90
February' 2023	307.30	223.20	309.00	221.20
March' 2023	275.00	222.00	275.95	221.00

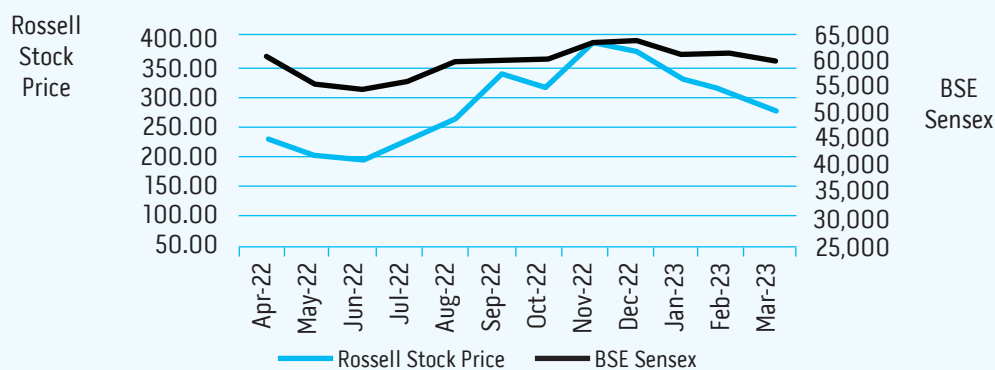
The stock price of your Company touched its 52 weeks high at ₹ 384.75 in BSE and ₹ 384.95 in NSE.

The last traded stock price at BSE as on 26th May, 2023 was ₹ 298.15 and the same at NSE was ₹ 299.90.

11.7 Stock Performance:

Company's Share Price vis-à-vis BSE Sensex: (April, 2022 to March, 2023)

Performance in comparison to BSE Sensex

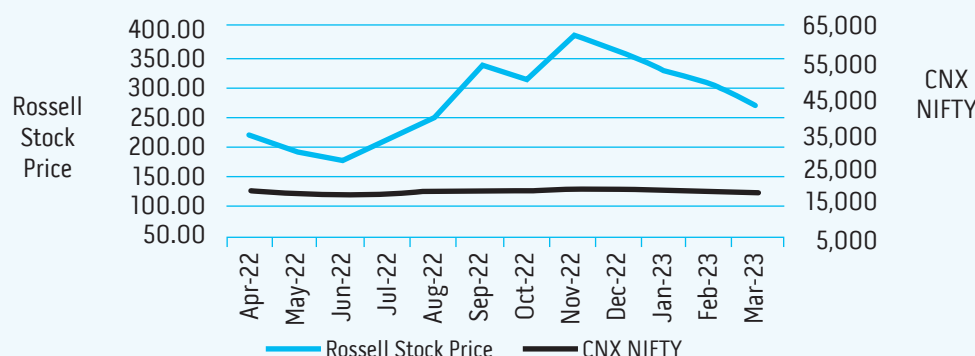




Annexure - 1 to the Report of the Board of Directors

Company's Share Price vis-à-vis NSE CNX NIFTY: (April, 2022 to March, 2023)

Performance in comparison to CNX NIFTY



11.8 Share Transfer System:

All transfers, transmission or transposition of the shares of the Company are completed in compliance with the requirement of the Regulation 40 of SEBI Listing Regulations. Share Transfer requests, valid and complete in all respects, are normally processed within 15 days. The power to approve the transfers has been delegated by the Board to the Company Secretary and Compliance Officer for expediting the share transfer process. The Stakeholders Relationship Committee periodically reviews and takes on record the share transfer process.

As per directives issued by SEBI, it is compulsory to trade in the Company's Equity Shares in dematerialized form with effect from 1st April, 2019 and hence transfer of shares in physical form has been ceased with effect from that date. Further, with effect from 24th January, 2022, SEBI has made it mandatory for listed Companies to issue securities in demat mode only while processing any investor service requests viz. issue of duplicate share certificates, exchange/sub-division/ splitting/ consolidation of securities, transmission/ transposition of securities vide its Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated 25th January, 2022, SEBI has clarified that Company/ RTAs shall now issue a Letter of Confirmation in lieu of the share certificate while processing any of the aforesaid investor service request. Hence, all the shareholders are requested to convert your physical shares into Dematerialized form immediately to avoid any further complications.

SEBI, vide its Circular dated 3rd November, 2021 read with SEBI Circular dated 16th March, 2023, has made it mandatory for holders of physical securities to furnish PAN, KYC and Nomination/Opt-out of Nomination details to avail any investor service. Folios wherein any one of the above mentioned details are not registered by 30th September, 2023 shall be frozen. The concerned Members are therefore urged to furnish PAN, KYC and Nomination/ Opt out of Nomination by submitting the prescribed forms duly filled and signed to the CB Management Services Pvt. Ltd., Registrar and Share Transfer Agents of the Company.

The Company's shares are compulsorily traded in the demat form with effect from 29th January, 2001 for all categories of shareholders. All electronic transfers are routed through the respective Accounts maintained with the Depository Participants (DPs) of the Investor.

In accordance with the SEBI Circular Ref. No. SEBI/HO/MIRSD/PoD-1/OW/P/2022/64923 dated 30th December, 2022, Company has opened separate Demat Account with the nomenclature '**Rossell India Limited - Suspense Escrow Demat Account**', where Securities/Shares shall be credited, if the Securities holder/claimant fails to submit the Demat request to their Depository Participant within the specified time limit from the date of Issuance of Letter of Confirmation from Registrar and Share Transfer Agent of the Company.

ISIN Code No. allotted by NSDL/CDSL: INE847C01020

Existing holders in physical mode are advised to open a Depository Account prior to any transaction.

11.9 Registrars and Share Transfer Agents:

All share management work both physical and demat are being handled by the Registrar and Share Transfer Agent of the Company whose name and address is given below:

CB Management Services Private Limited,
P-22, Bondel Road, Kolkata 700 019
Phn: (033) 40116700; 40116718; 40116729
Fax : (033) 4011 6739
Email: rta@cbmsl.com, ranarc@cbmsl.com
Web Site : www.cbmsl.com



Annexure - 1 to the Report of the Board of Directors

11.10 Dematerialization of Shares:

As on 31st March, 2023, 3,73,67,909 Nos. of Equity Shares, representing 99.13 % of the Equity Share Capital have been held in dematerialized form with NSDL and CDSL.

11.11 (i) Distribution of shareholding as on 31st March, 2023

Range		No. of Shareholders	% of holders	No. Shares held	% of holding
From	To				
1	500	13,126	89.85	12,67,874	3.36
501	1,000	714	4.89	5,43,768	1.44
1,001	2,000	319	2.18	4,85,012	1.29
2,001	3,000	143	0.98	3,69,782	0.98
3,001	4,000	63	0.43	2,28,781	0.61
4,001	5,000	61	0.42	2,84,386	0.75
5,001	10,000	86	0.59	6,15,329	1.63
10,001	50,000	68	0.47	14,27,472	3.79
50,001	1,00,000	15	0.10	10,29,442	2.73
1,00,001	ABOVE	14	0.10	3,14,44,629	83.42
TOTAL		14,609	100.00	3,76,96,475	100.00

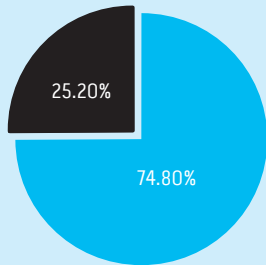
(ii) Shareholding pattern as at 31st March, 2023 (PAN Merged)

Category shareholders	No. of shareholder	No. of shareholding	% Shareholding
A. Promoters			
Indian Promoter (Individual)	4	33,55,624	8.90
Indian Promoter (Body Corporate)	3	2,48,42,609	65.90
Sub Total – A	7	2,81,98,233	74.80
B. Public – Institutional Holding			
State Government	1	150	0.00
Alternate Investment Funds	1	1,05,110	0.28
Nationalized/Other Banks	2	90,150	0.24
Mutual Funds	2	7,71,635	2.05
Foreign Portfolio Investors	3	5,61,201	1.49
Sub Total – B	9	15,28,246	4.06
C. Public- Non Institutional Holding			
Bodies Corporate	132	14,28,270	3.79
HUF	223	2,23,430	0.59
Resident Individual (not exceeding ₹ 2 lakhs)	13,787	50,66,615	13.44
Resident Individual (exceeding ₹ 2 lakhs)	2	8,36,430	2.22
Non-Resident Indians	200	1,05,965	0.28
Clearing Members / Corporates	14	4,099	0.01
Unclaimed Suspense Account	1	5,140	0.01
Investor Education and Protection Fund	1	3,00,047	0.80
Sub Total – C	14,360	79,69,996	21.14
Grand Total (A+B+C)	14,376	3,76,96,475	100.00



Annexure - 1 to the Report of the Board of Directors

SHAREHOLDING PATTERN		Total Number of Equity Shares	3,76,96,475	100%
■ % of Shares held by Promoter Group		Number of Shares held by Promoter Group*	2,81,98,233	74.80%
■ % of Shares held by Public		Number of Shares held by Public	94,98,242	25.20%



*Not pledged or encumbered in any manner

11.12 Transfer of Unclaimed Dividend and Corresponding shares to Investor Education and Protection Fund:

Shareholders are requested to refer to the Notice of the 28th Annual General Meeting for the due dates for transfer of unclaimed dividends and corresponding shares for the year ended 31st March, 2015 to Investor Education and Protection Fund. This information is also posted in the Investor Relation section of the Company's website.

Shareholders, who have not yet encashed their dividend warrants, are requested to immediately contact the Company or its Registrar & Share Transfer Agents - CB Management Services Pvt. Ltd., P-22, Bondel Road, Kolkata - 700019 for claiming their unpaid/unclaimed dividends, if any.

During the year under review, the Company has transferred a sum of ₹ 2,36,391 being the dividend lying unclaimed out of the dividend declared by the Company for the Financial Year 2014-2015 to the Investor Education and Protection Fund on 14th September, 2022 pursuant to the provisions of Section 124 (5) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

11.13 Transfer of shares corresponding to dividend which have remained unclaimed for seven years and transferred to IEPF Suspense Account with NSDL.

During the period under review 21,104 Equity Shares pertaining to Financial Year 2014-2015 have been transferred to IEPF Authorities vide Corporate Action dated 24th September, 2022 in compliance with the provisions of Section 124 of the Companies Act, 2013 and Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 after sending letters to those Shareholders and also making an advertisement in the newspapers in this regard. Details of these shares transferred to IEPF are available on the website of the Company at - <https://www.rossellindia.com/investor-information/>.

Please be advised that in terms of Rule 7 of the IEPF Rules, shareholders can claim refund of the dividend amount as well as the corresponding shares transferred to IEPF Authorities, following the procedures laid down for the purpose.



Annexure - 1 to the Report of the Board of Directors

11.14 Disclosure relating to Demat Suspense Account/Unclaimed Suspense Account

In accordance with the Regulation 39 read with Schedule VI of the Listing Regulations, shareholders whose certificates were returned undelivered and lying with the Company were transferred and held by the Company in the dematerialized mode in the "Unclaimed Suspense Account" maintained with IL& FS securities services limited. These shares are released to the shareholders after proper verification of their identity, once the request is received from the concerned shareholder. The details of the shares held and released from the Suspense Account are as follows:-

Particulars	No. of Shareholders	No. of Equity Shares
Aggregate number of shareholders and outstanding shares in the unclaimed suspense account at the beginning of the Financial Year 2022-2023.	29	6,265
Number of shareholders who approached the Company for transfer of shares and shares transferred from Unclaimed Suspense Account during 2022-2023.	0	0
Number of shares transferred to IEPF Authorities in compliance with the provisions of Section 124 of the Companies Act, 2013 and Rule 6 of the IEPF Rules.	6	1,125
Aggregate number of shareholders and outstanding shares in the suspense account at the end of the Financial Year 2022-2023.	23	5,140

The voting rights on these shares will remain frozen till the rightful owner claims the shares.

11.15 Plant Locations:

The Company owns six Tea Estates in Assam, as given below as on date. Each Estate has its own well-equipped Factory for processing of Black Tea:

ASSAM

Dist. Dibrugarh

Dikom, Romai, Namsang

Dist. Tinsukia

Nokhroy

Dist. Baksa

Nagrijuli

Dist. Jorhat

Kharikatia

Note: 1: Particulars of Area under Tea, Crop & Yield are given later in the Report.

Engineering and Manufacturing in Aerospace and Defense of Rossell Techsys Division is located at Bangalore at the following address:

58-C, Road No. 2,
HI-TECH Defence and Aerospace Park,
KIADB, Devanahalli,
Jala, Hubli,
Bangalore - 562 129



Annexure - 1 to the Report of the Board of Directors

11.16 Address for correspondence:

Registrars & Share Transfer Agents including Depository Registrar

CB Management Services Private Limited,
P-22, Bondel Road, Kolkata - 700 019
Tel: (033) 40116700 / 40116711 / 40116718 / 40116720
Fax: (033) 2287-0263
E-Mail: rta@cbmsl.com

Compliance Officer

Mr. N. K. Khurana
Director (Finance) and Company Secretary,
FCS - 2173
Rossell India Limited,
Jindal Towers, Block 'B', 4th Floor,
21/1A/3, Darga Road,
Kolkata - 700 017
Tel: (033) 2287-4794
E-mail: nirmal.khurana@rossellindia.com / nk.khurana@rosselltea.com

12. Other Disclosures:

12.1 Related party transactions:

Disclosures on materially significant related party transactions:

The Company has not entered into any transactions of material nature, with its Promoters, the Directors or their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company.

The transactions undertaken during the year have been disclosed as Note 46 to the Financial Statements for the year ended 31st March, 2023.

As per disclosures received from Senior Management Personnel, they have not entered into any material, financial or commercial transactions which may have a potential conflict with interests of the Company at large.

12.2 Non Compliance/penalties:

No penalties / strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority for non-compliance of any laws on any matter related to capital markets, during the last three years.

12.3 Whistle Blower Policy - Vigil Mechanism:

Pursuant to Sec 177(9) read with Companies (Meeting of Board and its Power) Rules, 2014 and Regulation 22 of the SEBI Listing Regulations, Company has duly established vigil mechanism for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of Company's code of conducts or ethics policy. Audit Committee of the Board monitors and oversees such Vigil Mechanism of the Company. It is also confirmed that no personnel has been denied access to the Audit Committee during the year under review.

Further in terms of Regulation 46(2) (e) of the SEBI Listing Regulations, detailed policy related to the Whistle Blower - Vigil Mechanism is available in the Company's website at <https://www.rossellindia.com/divisions/>.

12.4 Mandatory requirements

The Company has complied with all mandatory Corporate Governance requirements as stipulated in the SEBI Listing Regulations.

All other discretionary requirements as stipulated in Part-E, Schedule II of the SEBI Listing Regulations have been adopted to the extent applicable.



Annexure - 1 to the Report of the Board of Directors

12.5 CEO/CFO Certification

In terms of Regulation 17 (8) read with Schedule-II, Part-B of the SEBI Listing Regulations, the CEO (Executive Chairman) and the Chief Financial Officer [Director (Finance)] of the Company have certified to the Board that the financial statements for the year ended 31st March, 2023 do not contain any false or misleading statement and that these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

12.6 Adoption of discretionary requirements:

The Company strives to comply with the non-mandatory (discretionary) requirements as specified in Part E of Schedule II of SEBI Listing Regulations as far as possible.

Internal Auditors Report: The Internal Auditors of the Company directly submit their reports to the attention of the Chairman of the Audit Committee of the Board.

Auditors Report: There has been no qualification/ adverse remark by the Auditors in their Audit Report for the year.

12.7 Web-Link where Policy on determining 'material' subsidiaries

The Company does not have any Material Subsidiary.

12.8 Web Link for Policy on dealing with Related Party Transactions

The Company's policy on Related Party Transaction (as revised by the Board on 27th May, 2022) is available on the Company's website at <https://www.rossellindia.com/divisions/>.

12.9 Compliance confirmation

The Company has complied with all corporate governance requirements specified in Regulations 17 to 27 and sub-regulation (2) of Regulation 46 of SEBI Listing Regulations.

Certificate from a Practicing Company Secretary confirming compliance with the conditions of Corporate Governance by the Company is annexed to this Report.

There is no outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments, whose conversion date shall have likely impact on Equity.

12.10 Commodity price risk or foreign exchange risk and hedging activities :

Black Tea, the main Product manufactured by the Rossell Tea Division of the Company, is subject to price risk, as the price is determined by the prevailing market conditions and 'Cost plus pricing' model has no role in determining such prices. The Company is well conversant with this risk and always gear itself to align its product mix and other attributes of the product to meet the market demand.

The products manufactured by the Rossell Techsys Division of the Company are not subject to any price risk as the price is determined based on the confirmed orders. However, such prices are subject to Foreign Exchange fluctuation risk.

However, the Company's Policy is to take appropriate steps to guard the risks arising out of major foreign currency exposure for not only its export receivables but also import payables.

12.11 Fees paid/payable to the Statutory Auditors

During the year, a sum of ₹ 6.58 lakhs have been paid/ to be paid to the Statutory Auditors as Audit and other fees. Details of such fees are given in Note No.39 of the Audited Financial Statements.

12.12. Credit Rating obtained from India Ratings & Research for Banking Facilities being availed by the Company during the Financial Year.

Instrument Type	Size of Issue (₹ In Lakhs)	Rating / Outlook
Fund-based facilities	18,700	IND A-/Stable/IND A2+
Non-fund-based facilities	400	INDA2+
Term Loan	3,490	IND A-/Stable



Annexure - 1 to the Report of the Board of Directors

12.13 Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of SEBI Listing Regulations.

In accordance with the approval obtained from Members of the Company by way of Special Resolution at the Extra-ordinary General Meeting held on 21st April, 2022, the Board of Directors by adopting a Resolution through Circulation on 27th June, 2022, allotted 10,00,000 0.01% Compulsorily Convertible Preference Shares(CCPS) of face value of ₹10 each at an issue price of ₹156 including securities premium of ₹146 per CCPS aggregating to ₹15,60,00,000 (Fifteen Crores Sixty Lakhs Only) on preferential basis to BMG Enterprises Limited, Holding Company('Allottee'), being part of the Promoters Group.

Further, pursuant to the option exercised by the Allottee in terms of issue of CCPS, the Board of Directors at its Meeting held on 16th December, 2022 approved the conversion of entire CCPS into 10,00,000 Equity Shares of ₹2 each.

The funds raised through aforesaid preferential allotment, were fully utilized for meeting long term fund requirements and other general corporate purpose of the Company.

12.14 Secretarial Audit

Pursuant to Regulation 24A of SEBI Listing Regulations, the Company's Board of Directors appointed Mr. A K Labh, Practising Company Secretary (FCS – 4848 / CP -3238) of M/s A K Labh & Co. Company Secretaries, as Secretarial Auditor to conduct secretarial audit of its records and documents for the Financial Year 2022-23.

12.15 Certificate of Non-Disqualification of Directors from Practicing Company Secretary

Certificate from M/s. A. K. Labh & Co., Company Secretaries, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority, as stipulated under Regulation 34 of the Listing Regulations, is attached to this Report.

12.16 Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

a. number of complaints filed during the financial year	-	Nil
b. number of complaints disposed of during the financial year	-	Nil
c. number of complaints pending as on end of the financial year	-	Nil

12.17 Disclosure by listed entity and its subsidiaries of 'Loans and advances' in the nature of loans to firms/companies in which directors are interested by name and amount.

During the Financial Year 2022-2023, the Company and its subsidiaries has not given any Loan and advances in the nature of loans to the firms/Companies in which Directors are interested by name and amount except the reimbursement of expenses incurred on behalf of Rossell Techsys Limited, Wholly Owned Subsidiary and shown as advance as per Note 22 of the Audited Financial Statements.

12.18 Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries.

During the Financial Year 2022-2023, the Company is not having any Material Subsidiary.

For and on behalf of the Board

Place : Delhi
Date : 27th May, 2023

H.M.Gupta
Executive Chairman
(DIN : 00065973)



CORPORATE GOVERNANCE CERTIFICATE

To the Members of
Rossell India Limited

We have examined the compliance of conditions of Corporate Governance by **Rossell India Limited** ("the Company") in terms of Regulation 15(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations") for the year ended 31.03.2023.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

We further state such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **A. K. Labh & Co.**
Company Secretaries

CS A. K. Labh
Practicing Company Secretary
FCS – 4848 / CP No - 3238
UIN : S1999WB026800
PRCN : 1038 / 2020
UDIN : F004848E000353284

Place : Kolkata
Dated : 27th May, 2023



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Rossell India Limited
"Jindal Towers"
Block – "B", 4th Floor
21/1A/3, Darga Road
Kolkata – 700 017
West Bengal

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Rossell India Limited** having CIN : L01132WB1994PLC063513 and having registered office at "Jindal Towers", Block – "B", 4th Floor, 21/1A/3, Darga Road, Kolkata – 700 017, West Bengal (hereinafter referred to as "the Company"), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Harsh Mohan Gupta	00065973	10.06.1994
2.	Nayantara Palchoudhuri	00581440	06.08.2014
3.	Krishan Katyal	00765487	01.04.2019
4.	Rahul Bhatnagar	07268064	09.08.2019
5.	Rishab Mohan Gupta	05259454	09.02.2018
6.	Nirmal Kumar Khurana	00123297	01.09.2017

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This Certificate has been issued relying on the documents and information as mentioned herein above and as were made available to us or as came to our knowledge for verification without taking any cognizance of any legal dispute(s) or sub-judice matters, if any, which may have effect otherwise, if ordered so, by any concerned authority(ies). This certificate is also neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **A. K. Labh & Co.**
Company Secretaries

CS A. K. Labh

Practicing Company Secretary
FCS – 4848 / CP No - 3238
UIN : S1999WB026800
PRCN : 1038/2020
UDIN : F004848E000353262

Place : Kolkata
Dated : 27th May, 2023



Annexure - 2 to the Report of the Board of Directors

ANNUAL REPORT ON CSR ACTIVITIES

[Pursuant to Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended]

1. Brief outline on CSR Policy of the Company

The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's website and the web link for the same is <https://www.rossellindia.com/divisions/>.

Our CSR Policy aims to contribute to community development in the areas of promoting health care including preventive health care and sanitation support; supporting primary education and employment enhancing vocational skills; rehabilitating the disadvantaged and vulnerable sections of society; eradicating hunger, malnutrition and poverty; rural development; preserving Indian art and culture and investing in sustainable development of activities that make a positive contribution to the society and support our communities.

2. Composition of the CSR committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Nayantara Palchoudhuri	Non-Executive Independent Director (Chairperson)	2	2
2	Rahul Bhatnagar	Non-Executive Independent Director (Member)	2	2
3	N. K. Khurana	Director(Finance) and Company Secretary (Member)	2	2

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company

- Composition of the CSR Committee is available on <https://www.rossellindia.com/management/>;
- CSR Policy is available on <https://www.rossellindia.com/divisions/>;
- CSR Projects as approved by the Board is available on <https://www.rossellindia.com/divisions/>;

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report). Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (₹ in Lakhs)	Amount required to be set-off for the financial year, if any (₹ in Lakhs)
-	-	NIL	NIL

6. Average net profit of the Company as per Section 135(5): ₹ 3,337.01 Lakhs

7. (a) Two percent of average net profit of the Company as per section 135(5): ₹ 66.74 Lakhs (say ₹ 67.00 Lakhs). The CSR Committee recommended a Budget of ₹ 67.00 Lakhs for the financial year, which was approved by the Board.

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years : NIL

(c) Amount required to be set off for the financial year, if any : NIL

(d) Total CSR obligation for the financial year (7a+7b-7c): ₹ 67.00 Lakhs



Annexure - 2 to the Report of the Board of Directors

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (₹ in Lakhs)	Amount Unspent (₹ in Lakhs)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
67.01	NIL	NIL	NIL	NIL	NIL

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the project (₹ in Lakhs)	Amount spent in the current financial Year (₹ in Lakhs)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (₹ in Lakhs)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
-	-	-	-	-	-	-	NIL	NIL	NIL	-	-	-

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project (₹ in Lakhs)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
1	Promoting Health Care including Preventive Health Care	Clause (i)- Promoting Health Care including Preventive Health Care	Yes	Delhi	Delhi	15.20	No	BMG Foundation, Delhi	CSR00003830
	Rehabilitation of Rape Victims					6.48			
2	Providing 25 Wheel Chairs for Children	Clause (i) - Promoting Health Care including Preventive Health Care	Yes	Karnataka	Bengaluru	3.12	No	ProVision Asia, Bangalore	CSR00009130
	Empower HER/HIM Programme at Bangalore					4.00			
3	Sponsoring Education of 4 Children	Clause (ii) Promoting Education including Special Education	Yes	Karnataka	Bengaluru	6.04	No	Shanti Bhavan Educational Trust	CSR00000476



Annexure - 2 to the Report of the Board of Directors

4	Extending support by providing School Furniture- Desks and Benches at Moderkhat Girls' Higher Secondary School	Clause (ii) Promoting Education including Special Education	Yes	Assam	Dibrugarh	4.60	Yes	Direct Spending	-
	Construction of Class Room at Moderkhat Girls' Higher Secondary School					8.25			
5	Construction of 1 Class Room with Veranda at Nokhroy Kechasona High School	Clause (ii) Promoting Education including Special Education	Yes	Assam	Tinsukia	5.45	Yes	Direct Spending	-
	Providing 20 sets of Desks and Benches for Nokhroy Kechasona High School					1.46			
6	Construction of Toilets at Gatanga High School	Clause (ii) Promoting Education including Special Education	Yes	Assam	Jorhat	6.65	Yes	Direct Spending	-
7	Extending support by providing 60 Sets of Desks and Benches for Nagrijuli High School	Clause (ii) Promoting Education including Special Education	Yes	Assam	Baksa	4.04	Yes	Direct Spending	-
8	Providing 10 Steel Beds and two Computers to School for Destitute Orphaned Children	Clause (ii) – Promoting Education including Special Education	Yes	Assam	Tinsukia	0.87	Yes	Direct Spending	-
9	Food packets provided to Flood affected People at Nagrijuli TE	Clause (i)- Promoting Health Care including Preventive Health Care	Yes	Assam	Baksa	0.20	Yes	Direct Spending	-
10	Support to Blind Children by supplying Milk and Food at Balaji Blind Institutional Society, Delhi.	Clause (ii) – Promoting Education including Special Education	Yes	Delhi	Delhi	0.65	Yes	Direct Spending	-
TOTAL						67.01			



Annexure - 2 to the Report of the Board of Directors

(d) Amount spent in Administrative Overheads: NIL

(e) Amount spent on Impact Assessment, if applicable: NIL

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) : ₹ 67.01 Lakhs

(g) Excess amount for set off, if any

Sr. No.	Particular	Amount (₹ in Lakhs)
(i)	Two percent of average net profit of the Company as per Section 135(5)	67.00
(ii)	Total amount spent for the Financial Year	67.01
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.01
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	N.A.
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL*

*The Board of Directors of the Company did not opt for set off by passing a Resolution to that effect in terms of Rule 7(3) of the Companies (Corporate Social Responsibility Policy) Rules, 2014.

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135 (6) (₹ in Lakhs)	Amount spent in the reporting Financial Year (₹ in Lakhs)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			Amount remaining to be spent in succeeding financial years (₹ in Lakhs)
				Name of the Fund	Amount (₹ in Lakhs)	Date of transfer	
-	-	NIL	-	-	NIL	-	-

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (₹ in Lakhs)	Amount spent on the project in the reporting Financial Year (₹ in Lakhs)	Cumulative amount spent at the end of reporting Financial Year (₹ in Lakhs)	Status of the project - Completed / Ongoing
-	-	-	-	-	NIL	NIL	NIL	-

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details) Not applicable

(a) Date of creation or acquisition of the capital asset(s) :

(b) Amount of CSR spent for creation or acquisition of capital asset :

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.:

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset) :

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5): Not Applicable

H. M. Gupta
Executive Chairman and CEO
(DIN : 00065973)
Place : Delhi

N. Palchoudhuri
Chairperson of CSR Committee
(DIN : 00581440)
Place: Kolkata

Date : 27th May, 2023



Annexure - 3 to the Report of the Board of Directors

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
**The Members,
Rossell India Limited**
"Jindal Towers" Block – "B", 4th Floor
21/1A/3, Darga Road
Kolkata – 700 017
West Bengal

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Rossell India Limited** having its Registered Office at "Jindal Towers", Block – "B", 4th Floor, 21/1A/3, Darga Road, Kolkata – 700 017, West Bengal (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31.03.2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

Auditors' Responsibility

Maintenance of Secretarial Records is the responsibility of the management of the Company. Our responsibility is to express an opinion on existence of adequate Board process and compliance management system, commensurate to the size of the Company, based on these secretarial records as shown to us during the said audit and also based on the information furnished to us by the officers' and the agents of the Company during the said audit.

We have followed the audit practices and processes as were appropriate to the best of our understanding to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.

We have not verified the correctness, appropriateness and bases of financial records, books of accounts and decisions taken by the Board and by various committees of the Company during the period under scrutiny. We have checked the Board process and compliance management system to understand and to form an opinion as to whether there is an adequate system of seeking approval of respective committees of the Board, of the members of the Company and of other authorities as per the provisions of various statutes as mentioned hereinafter.

Wherever required we have obtained the management representation about the compliance of the laws, rules and regulations and happening of events, etc.

The Compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of compliance procedures on test basis.

Our report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness or accuracy with which the management has conducted the affairs of the Company.

We report that, we have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31.03.2023 according to the provisions of (as amended):

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) Secretarial Standards as issued by The Institute of Company Secretaries of India;
- (iii) The Securities Contracts (Regulation) Act, 1956 and the rules made there under;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (v) Foreign Exchange Management Act, 1999 and the rules and regulation made there under to the extent of Foreign Direct Investment,



Annexure - 3 to the Report of the Board of Directors

Overseas Direct Investment and External Commercial Borrowings;

- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has specifically complied with the provisions of the following Acts:

1. Food Safety and Standards Act, 2006
2. Tea Act, 1953
3. Tea Waste Control Order, 1959
4. Tea (Marketing) Control Order, 2003
5. Tea (Distribution & Export) Control Order, 2005
6. Plant Protection Code (Formulated by Tea Board of India)
7. Plantations Labour Act, 1951

to the extent of its applicability to the Company during the financial year ended 31.03.2023 and our examination and reporting is based on the documents, records and files as produced and shown to and the information and explanations as provided to us by the Company and its management and to the best of our judgment and understanding of the applicability of the different enactments upon the Company. Further, to the best of our knowledge and understanding there are adequate systems and processes in the Company commensurate with its size and operation to monitor and ensure compliances with applicable laws.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

During the period under review, provisions of the following regulations/guidelines/standards were not applicable to the Company:

- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (ii) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; and
- (iii) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
- (iv) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.

We further report that:

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place, if any, during the period under review were carried out in compliance with the provisions of the Act.
- (b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.



Annexure - 3 to the Report of the Board of Directors

- (c) Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.
- (d) There are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that :

- (a) The Company had re-classified its Authorised Share Capital and consequently altered its Memorandum of Association subsequent to approval granted by the shareholders at an Extraordinary General Meeting held on 21st April, 2022.
- (b) The Company had allotted 10,00,000 0.01% Compulsorily Convertible Preference Shares (CCPS) of ₹ 10 each at an issue price of ₹ 156 per CCPS including Securities Premium of ₹ 146 per CCPS aggregating to ₹ 15,60,00,000 (Fifteen Crores Sixty Lakhs Only) on preferential basis (for cash consideration) to BMG Enterprises Limited, the Holding Company subsequent to approval granted by the shareholders at an Extraordinary General Meeting held on 21st April, 2022 and after obtaining the required regulatory approvals during the year under report. The Board of Director at its Meeting held on 16th December, 2022, considered the allotment of 10,00,000 Equity Shares of ₹ 2 each upon conversion of aforesaid entire CCPS into Equity Shares to BMG Enterprises Limited.
- (c) The Board of Directors of the Company at its Meeting held on 12th July, 2022 has approved the Scheme of Amalgamation between BMG Enterprises Limited ('Transferor Company') and Rossell India Limited ('Transferee Company') and their respective shareholders pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions, if any, of the Companies Act, 2013. The aforesaid scheme was further revised at Board Meeting held on 25th February, 2023. The scheme will be effective post approval of the regulatory authorities.
- (d) The Company has floated "Rossell Techsys Limited" as its Wholly Owned Subsidiary on 6th December, 2022.
- (e) The Board of Directors of the Company at its Meeting held on 16th December, 2022 has approved the Draft Scheme of Arrangement between Rossell India limited ("Demerged Company") and Rossell Techsys limited ("Resulting Company") and their respective shareholders pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions, if any, of the Companies Act, 2013, subject to requisite approvals of the regulatory authorities.
- (f) The Company is in process of taking contingency insurance in terms of SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/70 dated May 25, 2022.
- (g) The Company is in compliance with Regulations 3(5) and 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 and has a Structured Digital Database in place.

For **A. K. LABH & Co.**
Company Secretaries

CS A. K. Labh

Practicing Company Secretary

FCS - 4848 / CP No - 3238

UIN : S1999WBQ26800

PRCN : 1038/2020

UDIN : F004848E000353295

Place : Kolkata
Dated : 27th May, 2023



Annexure - 4 to the Report of the Board of Directors Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1) Details of contracts or arrangements or transactions not at arm's length basis :

(a)	Name(s) of the related party and nature of relationship	The Company has not entered in to any contract or arrangement or transactions with its related parties which is not at arm's length during the Financial Year 2022-2023.
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts / arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

2) Details of material contracts or arrangements or transactions at arm's length basis :

(a)	Name(s) of the related parties and nature of relationship	The Company has not entered in to any material contract or arrangement or transactions with its related parties during the Financial Year 2022-2023.
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts / arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Date(s) of approval by the Board	
(f)	Amount paid as advances, if any	

For and on behalf of the Board
Rossell India Limited

H.M.Gupta

Executive Chairman
(DIN - 00065973)

Place : Delhi
Date : 27th May, 2023



Annexure - 5 to the Report of the Board of Directors

Disclosure pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (As amended)

Requirement of Rule 5(1)		Particulars
Clause(i)	The ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year.	<ol style="list-style-type: none"> Mr. H.M. Gupta, Executive Chairman - 213.08 : 1.00 Mr. N. K. Khurana, Director (Finance) and Company Secretary - 96.72 : 1.00 Mr. R. M. Gupta, Whole Time Director - 152.49 : 1.00 <p>Sitting Fees/ Commission paid to Non-Executive Directors have not been considered to ascertain this ratio.</p>
Clause (ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.	<ol style="list-style-type: none"> Mr. H.M. Gupta, Executive Chairman & CEO – 7.51% Mr. N.K. Khurana, Director (Finance), CFO and CS – 4.50% Mr. R.M. Gupta, Whole Time Director – 5.10%
Clause(iii)	The percentage increase in the median remuneration of employees in the financial year.	During the financial year 2022-2023, there was an increase by 4.79% in median remuneration of employees as compared to previous year.
Clause(iv)	The number of permanent employees on the rolls of company as on 31st March, 2023.	There were 5,478 Employees as on 31st March, 2023.
Clause (viii)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Average percentile increase in the salaries of employees other than the Managerial Personnel, in the last Financial Year 2022-2023 was around 7.74%. The Executive Chairman along with other Whole Time Directors of the Company were paid Remuneration within the limit permissible under the provisions of Section 197 read with Schedule V of the Companies Act, 2013.
Clause (xii)	Affirmation that the remuneration is as per the remuneration policy of the company.	The Company affirms that the remuneration of Directors, Senior Management and Employees is as per the Remuneration Policy of the Company.



Annexure - 6 to the Report of the Board of Directors

Statement of Particulars of employees pursuant to Section 134 (3)(q) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sl. No.	Name	Designation/ Nature of Duties	No. of Shares held (Percentage)	Remuneration Received [₹ in lakhs p.a.]	Qualification	Experience in years	Age in years	Date of commencement of employment	Last employment held
1.	H.M. Gupta	Executive Chairman	18,77,751 Equity Shares (4.98)	176.15	B. A. (Hons.)	48	68	1st May, 1996	BMG Enterprises Ltd. – Chairman and Managing Director
2.	R.M Gupta	Whole Time Director	7,69,203 Equity Shares (2.04)	126.06	Graduate from Suffolk University, Boston, USA.	15	36	1st January, 2008	N.A.
3.	Zeena Philip	COO – Rossell Techsys Division	NIL	82.50	B.E. (Electronics & Communication) from Bharathiyar University	30	52	27th September, 2021	GE Healthcare - Operations Manager
4.	N.K. Khurana	Director (Finance) and Company Secretary	3,700 Equity Shares (0.01)	79.96	B.Com (Hons.), LL.B., FCA, FCS, FCMA.	43	64	1st August, 1994	Assam Frontier Tea Ltd. - Head of Finance and Company Secretary
5.	S.S. Sikand	CEO – Rossell Tea Division	NIL	72.45	BA (Hons. in Economics)	42	64	1st June, 2017	Amalgamated Plantations Ltd. - COO
6.	Digant Parikh	Vice President (Finance)	NIL	66.50	MBA (Finance), ICWA Inter	31	51	1st November, 2011	MB Parikh Fin Stocks Ltd. Managing Director
7.	N. N. Swamy	Vice President - Rossell Techsys Division	NIL	60.20	M.E (Hons), B.Tech	31	55	10th August, 2020	The Boeing Company - Sr. Manager Operations, UTC Aerospace System - Director Operations
8.	Sudarshan R R J	Vice President - Rossell Techsys Division	NIL	56.70	BE- Electronics and Communications Engineering and a Master's Degree in Business Management from IIT Kharagpur	35	58	30th September, 2011	Retired senior air-force officer
9.	D. M. Varagunasingh	Vice President - Rossell Techsys Division	NIL	56.51	B.E. (Electrical & Electronics Engineering)	31	53	1st February, 2021	Broadcom - Senior Manager
10.	Vinita Gupta	Executive Vice President	6,93,670 Equity Shares (1.84)	52.20	B. A. (Hons.)	20	60	1st June, 2014	BMG Enterprises Ltd. – Whole Time Director

Notes :

1. Remuneration as defined under Sec. 2(78) of the Companies Act, 2013 includes Salary, Allowances and Perquisites as defined under the Income Tax Act, 1961.
2. The nature of employment is contractual and is subject to the rules and regulations of the Company in force from time to time.
3. None of the persons listed above, except Mr. H.M. Gupta, Mr. R.M. Gupta and Mrs. Vinita Gupta (related inter-se) are relative of any of the Directors/KMPs of the Company.



Annexure - 7 to the Report of the Board of Directors Management Discussion and Analysis

Rossell Tea

a. Industry Structure and Development

The total world tea production in 2022 was around 6,398 million kgs, of which the main producers are China – 3,090 million kgs, India – 1,365 million kgs, followed by Kenya with a production of 530 million kgs, and Sri Lanka with a production of 251 million kgs.

All countries recorded a decrease over 2021 levels except India and China.

Exports from India during the Calendar year 2022 was 227 million kgs in comparison to 196 million kgs last year, higher by 31 million kgs (15%). The year 2022 was very challenging. While the world economies were trying to recover from the aftermath of the Covid pandemic, recession and financial instabilities hit many countries hard due to the ongoing Ukraine & Russia war. Conflict in Middle East and other regions, sanctions imposed on countries and natural calamities added to the woes. In spite of these adversities, India could still manage to export 31 million kgs more than the previous year. This mainly came about in the backdrop of the Sri Lankan crisis, which led to much lower production. The main gains for India came from exports to UAE and CIS, which together contributed 98% of the total Indian Tea Export growth.

Weather continues to play a vital role in Tea production. We have been witnessing extreme weather conditions in the last decade with prolonged Hot/Dry weather, followed by extremely wet and overcast conditions with low temperatures. Occurrence of thunder storms and Hail storms has also increased. Climate change has impacted tea production particularly the older tea areas. This year was extremely wet with the highest rainfall recorded in the last 6 years.

The Company continues to upgrade its assets in the fields by uprooting, rejuvenation and replanting, as well as in the factories. All the Company's capital expenditure programs were completed on schedule and put to use.

Workers are our greatest assets and we are continuously improving their living and working environment through better hygiene, sanitation, housing and water supply.

Furthermore, even the Central and State Government have taken up number of schemes at the Estates for sanitation, housing, water supply, electric supply, education, medicals and roads which have benefitted the workmen.

The State Government has even announced that they would be taking over the Hospitals and the Primary schools in due course, this when implemented will lower our social costs to some extent.

b. Opportunities and Threats

Production

The Global Black Tea production excluding China during 2022 was lower by around 79 million kgs or 2.33%. Production dropped in Sri Lanka, Kenya, Malawi, Uganda, Bangladesh and Tanzania with only India showing a growth in production, which was higher by 22 million kgs (1.7%).

Sri Lanka has started season 2023 on a marginally lower note as compared to 2022 and is 4.58 million kgs behind in production till March 2023. Sri Lanka's Tea Industry is expected to overcome economic-related challenges in the medium term, if the recovery experienced in the early part of 2023 is an indicator. However, forecasts suggest that the economy will contract by an additional 4.2% in 2023. Tea production however, is expected to improve in the months ahead and, the April crop is higher than the previous year by 2 million kgs.

Production in India till end March 2023 was 106.78 million Kgs., 5.60 million kgs (5.53%) higher compared to the previous year. April crop is, however, likely to be significantly lower.

Opportunities

We are recognized internationally and in domestic markets as one of the Best Assam Quality Tea producers, with all requisite compliances, both in the CTC and Orthodox categories. Therefore, we are ideally placed to receive premiums for our quality produce from both international and domestic buyers. Five out of our 6 Estates are RA certified and all are FSSC compliant.



Annexure - 7 to the Report of the Board of Directors

We have the flexibility to convert from Orthodox to CTC and vice versa depending on prevailing market dynamics. Future prospects for good quality CTC remain very positive.

In addition, Exchange rates are favorable this year for better Rupee returns from exports.

The Assam Tea Industries Special Incentives Scheme, 2020 (ATISIS) which was earlier announced for 3 years till 31st March, 2023, has been extended for another 3-5 years by the Government of Assam. This will benefit the Tea Industry in Assam in the following manner:

- a) The Assam Agricultural Income Tax holiday has been extended till the Financial Year 2024-2025. Since 60% of the Profits earned in Plantation is subject to Agricultural Income Tax levied by the State Government, no income tax shall be payable on 60% of the Profits earned by your Company as all the Estates are located in Assam. This will enable your Company to plough back higher post-tax profits for development projects.
- b) Interest Subvention, which is provided under the Scheme as reimbursement of 3% Interest paid on Working Capital to Banks shall now be available for further 5 years till the financial year 2027-2028. This will reduce the interest cost to a great extent.
- c) The Orthodox subsidy has been enhanced for Financial Year 2022-2023 to ₹ 12 per kg. and thereafter this Subsidy shall continue on Orthodox Production at ₹ 10 per Kg. till the Financial Year 2027-2028. Your Company is having dual manufacturing capabilities and switch to higher Orthodox Production, if the Market conditions are favourable for Orthodox. This would add to the Profitability of the Company.

Thus, all these incentives would help in reducing the Cost of Production and thereby improve upon the Profitability of the Company.

We currently have a finite production which, at times falls short of the growing demand for Tea from our foreign buyers. Growth in our production base can result in tapping into added value, as well as rationalization in costs by economies of scale. This is an opportune time for us to grow organically through acquisitions.

Threats

Owing to the global climatic changes, weather patterns continue to be erratic and unpredictable. Tea being an agricultural product, is dependent on weather which directly affects crop and quality.

Price of Tea in the Domestic market is governed by supply and demand, and overproduction leads to drop in prices.

Input costs have increased earlier due to the pandemic and now with the Ukraine/Russia conflict. High inflation across the globe is leading to subdued demand at present.

Iran, one of the major Indian Orthodox buyers is currently going through severe financial crisis, with inflation at an all-time high at 48% and likely to even go up further.

Increasing production and relatively low prices in Africa are creating pressure, particularly in the CTC category as markets are tending towards more procurement from Africa. Fortunately in India, Good and Best quality CTC prices are high driven by premium domestic markets and Rossell teas fall into this category.

Climate Change

In the last decade this phenomena has become very important and has impacted the Agricultural outputs of various products including that of Tea.

Temperatures have generally been on the rise and distribution of rainfall has become erratic and unpredictable. There are prolonged dry spells coupled with long periods of excessive wet conditions leading to droughts and flooding in different areas.

Owing to the climatic changes pest activity has increased and we are also seeing new pests and diseases that have not been encountered before.



Annexure - 7 to the Report of the Board of Directors

In tea growing areas of Assam we are witnessing intense heat or continuous rainfall, both of which are creating impediments to anticipated production of quality and quantity. .

However, at Rossell Tea we practice sustainable agriculture with practices of irrigation, drainage, shade planting etc., along with stringent controls and monitoring of pesticide usage, which alleviates the impacts. We are also creating water bodies to mitigate against drought, in addition to rainwater harvesting during the rains.

Consumption

The overall consumption in the Indian subcontinent is more or less static with only approx. 3% growth coming primarily from the increase in population. The per capita consumption of 850 gms continues to be rather low.

High inflation and recession in most countries is leading to less demand particularly in rural areas and in stressed and conflict regions across the globe.

Quality

The Company's stated policy and practice is to produce the best possible quality of CTC and Orthodox Tea. With consistent delivery on this front, we have built brand equity for the company and therefore, remain a benchmark for the industry in the international as well as domestic market for both Orthodox and CTC Teas.

Fully compliant and safe teas with RA certification also give us an edge over the others and make us eligible to export our teas where EU MRL compliance and RA certifications are required.

Markets

The demand for better quality produce is currently concentrated around UK, Germany, Middle East countries and in some parts of USA, who are well known to pay premiums for better quality produce from India. The traditional markets in CIS Countries and certain other parts of Europe and Japan appear to be somewhat saturated and have become very price sensitive.

Rossell Tea maintains its clientele in UK, Germany, and the Middle East countries, furthermore the Company continues to explore new markets and customers in Canada and USA.

c. Segment-wise Business Performance

The Tea manufactured at our estates during the financial year, including production from bought leaf, was 56.60 lakh kgs as against 52.08 lakh kgs in the previous year, an increase of 8.57%. The Tea manufactured at our Estates from own leaf during the year was 51.99 lakh kgs as against 48.88 lakh kgs in the previous year, an increase of 6.36%.

All India production improved from 1,343.06 million kgs to 1,365.23 million kgs an increase of 1.65 %.

Our crop production has been steadily increasing in the last 4-5 years due to the uprooting and replantation programme done over the years with the younger plants now yielding higher, and more importantly, due to improved and even more focused agricultural practices.

Export during the year was 6.32 lakh kgs as compared to the previous year's quantity of 6.83 lakh kgs. The lower exports were owing to the fact that no direct exports were made to Iran this year due to the payment problems on account of the sanctions. Also a lot of Tea importing countries who import medium quality tea are shifting their buying to Africa due to cheaper tea availability. The major cause, however, was the Inflationary pressures being experienced across the globe, leading to lower demand.

The Division has recorded highest ever Average Price realization of ₹ 290.29 as against ₹ 270.86 for the previous year, an increase by 7.18%.

Our product mix, efficiencies and productivity helped in alleviating the higher costs to a great extent. Input costs of fuel, fertilizers, chemicals, packing materials, etc. were high owing to the Ukraine/Russia conflict.

The Revenue of the Division has increased from ₹ 14,645 Lakhs to ₹ 16,890 Lakhs which is the highest ever achieved by the Division registering an increase of 15%



Annexure - 7 to the Report of the Board of Directors

d. Outlook

The year 2023 has started with conducive growing conditions in Assam and West Bengal resulting in good cropping during the period of January to March 2023 wherein the production in North India stands at 66 million kgs as compared to 54 million kgs last year.

Production in Sri Lanka for January to March 2023 period is lower by 4.8 million kgs from last year and compared to 2021 is 16 million kgs lower. Kenya is marginally behind by 2 million kgs till end February.

The latest available report indicates that the production in East Africa is overall improving and the cropping is favorable, but there has been a decline in quality which has resulted in the latest auction witnessing selective demand at easier rates, with substantial quantity of 35% of the offerings remaining unsold. To-date price average at Mombasa auctions is \$2.16 as compared to \$2.42 last year.

In Sri Lanka due to shortage of Teas on offer, the average price at the auctions has appreciated substantially and is around ₹ 130 per kg more than the prevailing orthodox prices in India. As per the latest information available even at the last auction held in Colombo, the market was very strong with aggressive buying from most of the importers in spite of the ongoing conflict between Russia and Ukraine.

In India the Orthodox market has been very sluggish. Iran, which is the largest importer of Indian orthodox tea has not been issuing fresh orders since December 2022 as inflation has hit their economy severely. Inflation is around 48% and the sanctions have crippled economy.

Moreover, seeing the firm market for orthodox teas in 2022 a large number of producers in India maximized orthodox production in the 1st flush of 2023 resulting in over 3 million kgs more of Orthodox production.

The CTC market which had started on a slightly subdued note initially due to carry forward stocks and lower demand should start perking up from June in the light of a lower April crop and improved quality of tea.

To conclude, good quality CTC should continue to sell at remunerative prices and anything below good is likely to decline. The Orthodox category will remain subdued though there will be improved demand and prices during the 2nd flush from the continent.

We at Rossell Tea continue to be in touch with all our customers in UK, Germany and the Middle East and have already been able to generate interest from the Middle East and the UK buyers. We are happy to state that we have concluded a contract for a substantial quantity of our CTC produce from Romai TE with the most reputed buyer, Taylors of Harrogate – UK at an average which is higher than the previous year. Another contract has been made with Ekaterra for supply of tea to Egypt. We are optimistic that with progress of the season, we would be able to procure more export orders from Germany, UAE, UK and Saudi Arabia.

CTC prices are expected to be similar to last year. The unprecedented windfall gains received by Orthodox teas last year are likely to be pared down

The big challenge will be to rein in the escalating costs, particularly wages and fuel.

Our endeavor during 2023 will be to sustain our results as one of the most profitable Tea Companies in Assam, in spite of the inflation/recession in various parts of the world, less offtake of Orthodox by Iran, fluctuating and very erratic weather conditions and cost increases owing to the wages and input cost.

e. Risks and Concerns

Trade route and payment methodology with Iran, which is a major buyer of Assam Orthodox is still not established. This has a direct bearing on the prices of Orthodox teas prevailing in the Auctions.

Ongoing war between Russia & Ukraine and “global recession” would play an important role on the purchasing power of the consumers. This is already impacting the demand and Tea prices across the globe.



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Weather continues to play an important role in the success or failure of any agro-horticultural produce including Tea Plantations. The EL-NINO effect is being felt in India with high temperatures.

Good agricultural practices and timely intervention can mitigate the loss to a great extent. Planting trees and augmenting irrigation to counter droughts and having adequate drainage for countering floods are some measures being adopted.

There are some external factors which are of concern and these are being addressed with the relevant authorities through the Industry associations and bodies:

- Exports to Iran, in view of the US sanctions and withdrawal of the waiver to India for importing Iranian oil is leading to payment-related problems. No fresh contracts have been received by the Merchant exporters from Dec 2022 for Orthodox Teas leading to very low prices. The Industry is working closely with the Government to circumvent this.
- Exports are also likely to be impacted due to the sluggishness in Global Trade in view of the conflict and also the very high inflation being experienced worldwide.
- CTC exports from India are likely to come under pressure due to the lower prices in Kenya.

Rossell Techsys

a. Industry Structure and Development

The Global Aerospace and Defense industry continues to be on the path to recovery despite the challenges from the dynamic geo-political-economic situation, conflicts, changing global equations, rising internal political uncertainties across the western world. The business outlook continues to be positive, but companies are adopting caution in planning. The International Monetary Fund, in its recent guidance termed the situation as "rocky recovery" in 2023 but rising in 2024. This also includes India, but with higher percentile points in recovery.

The geo-political-economic situation has given rise to a sense of insecurity among Nations and is necessitating increases in GDP spend across many countries, especially in the western world. According to the Stockholm International Peace Research Institute (SIPRI), the total military spend has reached an all-time high of \$2.24 trillion. The United States which accounts for close to 40% of the military spend, increased its spend by an additional 1%. The global GDP percentage spend in military expenditure grew by a whopping 34% in comparison to previous years. Finland became the 31st country to join NATO with an increase in defense spending to an extent of 36%. Even a small country like Lithuania has increased defense spending by 27%. Japan's military spend grew by close to 6%, Germany increased spend by 1.6%. India grew its defense spend by close to 6%.

On the domestic front, India is pushing all OEMs to respect and honor the "Make in India" vision. This coupled with the recent government policies are driving defense manufacturing to record levels. The annual growth is expected to be greater than 12%, well poised to meet the \$25B manufacturing target by 2025. India is also poised for the fastest growth in the commercial aerospace world. Air India and Indigo have placed orders for close to 1,000 planes totaling a whopping \$150B+ in spend. This coupled with the Government of India push to open out more airports across the length and breadth of the country, has enormous potential for increased spend in commercial aviation, including the integrated eco-systems for maintenance, ground support, and other direct and indirect ancillary and service industries.

The Global Supply Chain has seen an enormous impact on account of the geo-political-economic imbalances, accentuated by the ongoing Russia-Ukraine conflict and the changing political equations between countries. Ukraine and Russia are two countries that source major metals such as titanium, nickel as well as process these raw materials for use globally. These are used in various parts in the Aerospace and Defense Segment, an area that the Division has been operating in for the last decade. Prices of raw material have skyrocketed, due to various factors, a major factor being predatory mergers and acquisitions, especially by Private Equity Firms, literally making the supply chain unviable and seriously challenging the Aerospace and Defense industry. The Division is cognizant of this and has taken measures proactively of creating alternates in material and sources. The long-term outlook for the Division remains very bright, due to the sheer number of opportunities that it is working on, increased customers and a more balanced geographic customer spread.

In line with its forward-looking philosophy, the Division continues to look beyond the near term, capitalizing on its strong brand and credibility. It recommends organic and inorganic growth domestically as well as globally, in existing as well as in adjacent



Annexure - 7 to the Report of the Board of Directors

competency areas and based on opportunities presented by its customers. For inorganic growth, the Division is looking out for right size prospects, globally, and in an opportunistic manner. In the FY 2023-2024, the company is aiming to expand its capability organically as well as inorganic, to open out additional revenue opportunities in the coming years.

b. Opportunities and Threats:

The Division has been able to successfully navigate, in most cases, near-term challenges, such as the supply chain, on price and lead time. During the near term, the Division is cognizant of the need to increase higher value added services to its customers. The Division desires to stay ahead of the curve and continue to invest strategically during this time.

c. Segment wise Business performance

The total revenue for the fiscal year 2022-2023 stands at ₹ 18,636.57 Lakhs, an increase of around 22% over the previous fiscal year 2021-2022. The Division added confirmed orders worth ₹ 23,700 Lakhs and confirmed strategic agreements worth around ₹ 1,60,000 Lakhs.

d. Outlook

The overall outlook of the Division looks positive and encouraging. It is keeping a keen eye on execution, focusing on quality improvements, efficiency improvements, optimization, automation, and hiring and retaining high caliber human capital. The Division is focusing on diversification and expansion, to take hold of the rising opportunities. As the Division scales, it is also ensuring that it retains its global operating culture.

e. Risks and Concerns

The Division is cognizant of price increases in raw material from directed, sole source and obsolescent sources of supply. Most of the contracts / strategic agreements are long term in nature and, hence, the Division is looking out for ways and means to create alternate sources, as it has successfully done in the past, both locally and overseas, to de-risk this aspect on raw material. The Division has firm fixed price commitments pegged at a single forex rate during the term of the contract. It has hedged the forex, based on experience, and is well protected against forex fluctuations. With employment opportunities booming, attrition has increased, however, the Division has changed its hiring and retention strategy to retain its best and most valuable human capital so that the effects of attrition are minimal. The Division has also significantly improved its processes, minimizing people dependency.

Rossell India Limited

f. Internal Control System and their Adequacy

There are adequate Internal Control systems at all levels of Management of the Company. They are reviewed from time to time and improved upon, where required.

The Internal Audit is carried out by competent professionals. The Audit Committee of the Board looks into Auditors observations, which are deliberated upon and necessary instructions issued to the concerned Division for taking corrective measures forthwith.

g. Financial and Operational Performance

Besides the continuous emphasis on quality up gradation of products and services, prudent cost management has been the objective of all the Divisions of the Company.

The Operating Profit before depreciation and interest (EBITDA) in respect of Rossell Tea Division for the year was ₹ 3,001.47 lakhs as against ₹ 2,673.43 lakhs (without extraordinary item) in the previous year.

At the same time the Operating Profit before depreciation and interest (EBITDA) in respect of Rossell Techsys Division for the year was ₹ 3,127.04 lakhs as against ₹ 2,623.16 lakhs in the previous year.

With the overall improvement in Key Financial Ratios for the year, the financial base of your Company remains strong and it shall be further strengthened with better operating and financial performance in the years ahead.



Annexure - 7 to the Report of the Board of Directors

h. Human Resources Development

Human resources are most valuable assets of the Company –at corporate level as well as at Divisions/ Estates.

Industrial relations at all the Divisions of the Company remains excellent. Your Company employs 5,478 personnel on its Permanent roll.

i. Significant Changes in the Financial Ratios

Key Financial Ratios	FY 2022- 2023	FY 2021- 2022	% of Change	Reason for Change, if the change is more than 25%
Debtors Turnover Ratio	8.62	9.38	-8.10%	-
Inventory Turnover Ratio	18.63	12.81	+45.43%	Sales have been higher and level of average inventory are down
Interest Coverage Ratio	3.63	4.33	-16.17%	-
Current Ratio	1.12	1.03	+8.74%	-
Debt Equity Ratio	0.56	0.62	-9.68%	-
Operating Profit %	16.20%	19.02%	-14.83%	-
Net Profit Margin %	7.85%	10.17%	-22.81%	-
Return on Net Worth	10.27%	12.88%	-20.26%	-



Annexure - 8 to the Report of the Board of Directors Business Responsibility and Sustainability Report

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L01132WB1994PLC063513
2.	Name of the Listed Entity	Rossell India Limited
3.	Year of Incorporation	1994
4.	Registered Office Address	Rossell India Limited Jindal Towers Block B, 4th Floor 21/1A/3, Darga Road Kolkata - 700 017
5.	Corporate Address	Rossell India Limited DCM Building, 1st Floor 16, Barakhamba Road New Delhi - 110 001
6.	E-mail id	corporate@rosselltea.com ; rossell@rossellindia.com
7.	Telephone	(033) 2287 4794
8.	Website	www.rossellindia.com
9.	Financial year for which reporting is being done	2022-2023
10.	Name of the Stock Exchange(s) where shares are listed	BSE Limited and National Stock Exchange of India Ltd
11.	Paid up Capital (INR)	7,53,92,950
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. NK Khurana Director (Finance) and Company Secretary Tel: (033) 2287-4794 Email: nk.khurana@rosselltea.com
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)	Disclosures under this report are made on a standalone basis.

II. Products / Services - As on 31st March, 2023

14. Details of business activities (accounting for 90% of the Turnover):

Sl. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Cultivation, Manufacture and Sale of Tea	Cultivation and Manufacture of Tea	46.56%
2.	Aviation Products and Services	Wire Harnesses, Interconnect Systems and Panels, Electronics Assemblies, After Market For Electrical Products (MRO), Engineering and Systems Integration	53.44%

15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sl. No.	Product/Service	NIC Code	% of total contributed Turnover
1.	Black Tea	01271 / 10791 / 46306	46.56%
2.	Engineering and Manufacturing in Aerospace and Defense	31905 / 35303	53.44%



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III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	7	2	9
International	-	-	-

17. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	All states and UT
International (No. of Countries)	9

b. What is the contribution of exports as a percentage of the total turnover of the entity?

Exports constitute 57.73% of the total turnover of the entity.

c. A brief on types of customers

Rossell India Limited have 2 businesses i.e., Cultivation, Manufacturing and Sale of Tea as well as Engineering and Manufacturing center for Aerospace and Defense sector.

Rossell Tea produces some of the finest CTC and Orthodox Tea, exported to many countries like Canada, UK, Germany, UAE, Saudi Arabia, Poland, Egypt etc. Rossell Techsys undertakes Build to Specifications (BTS) and Build to Print (BTP) services for leading global OEMs in Aerospace & Defense, primarily focused in the export sector, with major exports to USA, Europe and Israel.

IV. Employees

18. Details as at the end of Financial Year:

a. Employees and workers (including differently abled)

Sl. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	655	570	87%	85	13%
2.	Other than Permanent (E)	283	178	63%	105	37%
3.	Total employees (D + E)	938	748	80%	190	20%
WORKERS						
4.	Permanent (F)	5070	2531	50%	2539	50%
5.	Other than Permanent (G)	6066	2335	38%	3731	62%
6.	Total workers (F + G)	11136	4866	44%	6270	56%

b. Differently abled Employees and workers:

Sl. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	1	1	100%	0	0%
2.	Other than Permanent (E)	15	12	80%	3	20%
3.	Total employees (D + E)	16	13	81%	3	19%



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DIFFERENTLY ABLED WORKERS						
4.	Permanent (D)	1	1	100%	0	0%
5.	Other than Permanent (E)	-	-	-	-	-
6.	Total workers (D + E)	1	1	100%	-	-

19. Participation / Inclusion / Representation of women

Particulars	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	6	1	16.67%
Key Management Personnel	3*	-	-

* CFO and Company Secretary is common Individual

20. Turnover rate for permanent employees and workers

	Turnover rate FY 2022-2023			Turnover rate FY 2021-2022			Turnover rate FY 2020-21		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	13%	33%	17%	10%	16%	9%	6%	4%	13%
Permanent Workers	4.8%	4.7%	4.7%	5.3%	5.1%	5.2%	4.3%	4.3%	4.3%

V. Holding, Subsidiary and Associate Companies (including joint ventures)

21. (a) Names of holding / subsidiary / associate companies / joint ventures

Sl. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding / Subsidiary/ Associate / Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	B M G ENTERPRISES LTD.	Holding	65.61%	No
2.	ROSSELL TECHSYS INC., USA	Subsidiary	100%	No
3.	ROSSELL TECHSYS LTD	Subsidiary	100%	No

VI. CSR Details

22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: **(Yes/No) - YES**
(ii) Turnover (in Rs.) - ₹ 348.66 Crores (FY 2022-2023)
(iii) Net worth (in Rs.)- ₹ 286.67 Crores (FY 2022-2023)

**Annexure - 8 to the Report of the Board of Directors****VII. Transparency and Disclosures Compliances****23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:**

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redress policy)	FY 2022-2023			FY 2021-2022		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Y*	-	-	-	-	-	-
Investors (other than shareholder)	Y**	-	-	-	-	-	-
Shareholders	Y**	-	-	-	-	-	-
Employees and workers	Y***	-	-	-	-	-	-
Customers	Y****	-	-	-	-	-	-
Value Chain Partners	Y*****	-	-	-	-	-	-

No complaints have been received from communities, value chain partners, employees, customers and investors during the FY 2022-23 and FY 2021-2022.

* Estate Managers in the tea estates are designated person to receive and resolve any queries / grievances of the community around the estates.

** Board has constituted several Committees of Directors with adequate delegation of powers to focus effectively on issues and ensure expedient resolution of diverse matters. The Stakeholders' Relationship Committee deals with all the grievances and complaints of the Investors and Shareholders.

*** The details of grievance redressal mechanism for employees and workers are provided in Principle 3, point No. 6

**** The details of grievance redressal mechanism for customers are provided in Principle 9, point No. 1

***** Complaints / Grievances from Value Chain Partners are addressed by concerned Departments on a case-to-case basis.

Policies & grievance redressal mechanism are accessible on: <https://www.rossellindia.com/divisions/>



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24. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

Sl. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying The risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Climate Change	Risk	Tea cultivation is dependent on the vagaries of nature. Excess of rains or excessive heat waves both affect the production	In case of excessive rains the timely intervention like proper drainage system to avoid water logging inside the Estate and putting permitted pesticides to control the damage caused by the pest attack after such rain. Similarly in case of excessive heat timely irrigation helps in preserving the plants and the leaves. Water bodies created along with planting of new saplings of Shade & Fuel.	Positive
2.	Training and Skill Development of employees	Opportunity	HR Team organizes several trainings to employees for induction and upskill.	Not Applicable	Positive

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

We have implemented following policies towards adopting National Guidelines on Responsible Business Conduct (NGRBC):

Principle P1: Transparency & Accountability <ul style="list-style-type: none"> Code of Conduct for Directors and Senior Management Staff Vigil Mechanism/Whistle Blower Policy Prohibition of Insider Trading Code 	Principle P2: Product Responsibility <ul style="list-style-type: none"> Food Safety Policy Tea Cultivation Policy Manufacturing Policy 	Principle P3: Employee Development <ul style="list-style-type: none"> Human Resource Policy Training & Competency Assessment Procedure Personal Hygiene Policy.
Principle P4: Stakeholder Engagement <ul style="list-style-type: none"> Corporate Social Responsibility (CSR) Policy Dividend Distribution Policy 	Principle P5: Human Rights <ul style="list-style-type: none"> Anti- Harassment Policy Anti- Sexual Harassment Policy No Discrimination Policy Child & forced Labour Policy Gender Equality Policy Freedom of Association Policy 	Principle P6: Environment Principle <ul style="list-style-type: none"> Ecosystem Conservation Soil Conservation High Value Conservation Area Water Conservation.
Principle P7: Public Advocacy	Principle P8: Inclusive Growth <ul style="list-style-type: none"> Corporate Social Responsibility (CSR) Policy 	Principle P9: Customer Value <ul style="list-style-type: none"> Business Ethics Policy



Annexure - 8 to the Report of the Board of Directors

Disclosure Questions	P	P	P	P	P	P	P	P	P
	1	2	3	4	5	6	7	8	9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the Board? (Yes/No)	All the policies statutorily required to be adopted have been approved by the Board.								
c. Web Link* of the Policies, if available	https://www.rossellindia.com/investor-information/								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/ No)	N	N	N	N	N	N	N	N	N
4. Name of the national and international codes/certifications/labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	All the Policies have been made as per the National Guidelines on Responsible Business Conduct, 2019 released by the Ministry of Corporate Affairs. Certifications for Rossell Tea adopted are, Rainforest Alliance, Trustea, FSSC 22000 & FSSAI. Rossell Techsys Division is ISO 14001: 2015 – Environmental Management System certified & ISO 45001:2018 – Occupational Health & Safety certified.								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	Our strategies, business model and operations are based on environment protection, employee safety and customer satisfaction.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Not Applicable								
Governance, leadership, and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	<p>Rossell India Limited has always been working towards sustainability. We understand that the environment around us and the communities living around our estates / plants are integral to the achievement of our strategic objective. The BRSR report showcases our commitment and approach to sustainability in the areas of Environment, Employees, and Community. We know the importance of environmental protection, people empowerment and industry transparency to build a sustainable business. Sustainability has been central to our operations and decision making for many years – and is critical to our future. With this report, we are challenging ourselves to be more ambitious, more impactful, and more transparent with our efforts and our public reporting.</p> <p>Sustainability at Rossell India is about operating and using resources in a way that can be continued in perpetuity without harming people, the planet, or future generations. We must continue to find ways to use less water, to reduce emissions, to better support workers, to drive safer chemistry, to further reduce waste, and to become more circular. We must use our voice and resources to support our people and communities, providing the support they need.</p>								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	The highest authority for the Implementation and oversight of the Business Responsibility Policies and the decision making on sustainability related issues is the Executive Chairman Mr. H. M. Gupta, under the guidance of the Board of Directors.								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Not as yet.								



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10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually / Half yearly/ Quarterly/ Any other – please specify)								
	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P
	1	2	3	4	5	6	7	8	9	1	2	3	4	5	6	7	8	9
Performance against above policies and follow up action	The review has been done by the CEO/ COO of the respective Divisions and eventually by the Executive Chairman Mr. H. M. Gupta									The frequency of the review is Annual.								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Compliance with the laws of the country is the first step in responsible business conduct. The designated Compliance Officer of the Company is responsible to ensure that all the applicable laws are being complied with in letter and spirit. The compliance review with all the statutory requirements of relevance to the principles of National Guidelines on Responsible Business Conduct has further been done by the respective committees of the Board.																	

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.

Rossell Tea Division

Yes, the assessment / evaluation of the working of its policies is being done internally as part of the business operating policies and procedures and externally. Some of the Policies are evaluated by independent agencies namely Indocert (RA & Trustea), BSI (FSSAI 22000) and concerned Government Departments.

Rossell Techsys Division

Assessment is done by external agencies on a periodic basis to maintain the Division's operational certifications, of AS 9100:2016 – (Quality Management System), ISO 14001: 2015 – (Environment Management System); ISO 45001:2018 – (Occupational Health & Safety); ISO 37001:2016 – (Anti Bribery Management System), ISO 27001, information safety and security management, NADCAP AC7121, for special process for its core competency, which also deals with chemicals and chemical handling, safety issues. Further, its customers mandatorily assess the Division either before issuance of any contract / RFP or after pre-determined periods of time.

12. If answer to question (1) above is “No” i.e., not all Principles are covered by a policy, reasons to be stated:

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the Principles material to its business (Yes/No)	-----Not Applicable -----								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									



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SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership.” While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally, and ethically responsible.

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	The Board Members and KMP (all being part of the Board) are made aware about various issues concerning Business of the Company including the underlying responsible business conduct principles.	All the pertinent principles are covered in the discussion.	100%
Key Managerial Personnel			
Employees other than BoD and KMPs	On the job training by respective supervisor is an ongoing process.	The scope of training is work related specific to section of employees. Its impact cannot be measured in quantitative term.	Majority of employees and workers
Workers			

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format. (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity’s website):

	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	No fines / penalties /punishment/ award/ compounding fees/ settlement amount has been paid by the entity or by the Directors / KMPs.				
Settlement					
Compounding Fee					
Non-Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)	
Imprisonment	No Non-Monetary imprisonment or punishment has been imposed on the entity or on the Directors / KMPs.				
Punishment					



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3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/enforcement agencies/judicial institutions
Not applicable as no fine, penalties etc. has been paid by the company	

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Rossell Tea Division

The Code of Conduct for Board of Directors & Senior Management covers the concerns regarding anti-corruption or anti-bribery policy. The policies are accessible at <https://www.rossellindia.com/investor-information/>.

Rossell Techsys Division

Yes, Division is certified to ISO 37001, 2016, an international standard designed to help organizations implement an anti-bribery and ethical transactions management system. It specifies a series of measures the organization must implement to help prevent, detect and address bribery or unethical transactions. It also communicates its business ethics and business courtesies policy to all stakeholders, internal and external.

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

No disciplinary action has been taken by any law enforcement agency for the charges of bribery/ corruption against any of the Directors/KMPs/employees.

6. Details of complaints with regard to conflict of interest:

No complaint has been received with regard to conflict of interest of the Directors, KMPs or any other employee.

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not Applicable

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	Current Financial Year 2022-23	Previous Financial Year 2021-22	Details of improvements in environmental and social impacts
R & D*	100 %	100%	Membership Subscription to Tea Research Association, the premier Research body for Tea Industry
Capex*	8.11 % of total Capex Spendings	7.17%of total Capex spendings	Energy Efficient Gensets Motors/Burners/Solar

*Information pertains to Rossell Tea Division



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2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)
- b. If yes, what percentage of inputs were sourced sustainably?

Rossell Tea Division

Yes, environmental parameters are considered while making procurement decisions. All required materials are procured with standard specifications from regular reputed business associates.

Rossell Techsys Division

Yes, The Division ensures that it does not use conflict minerals, in particular 3TG (Tin, tungsten, tantalum and gold), uses Lead-Free Solder material, and monitors and maintains lead in the environment well below stated thresholds. It segregates and isolates harmful chemicals and takes precautions as prescribed in all the MSDS (Material Safety Data Sheet) for material procured. The use of conflict material, lead content, and chemical content is regularly reported to customers in accordance with the reporting guidelines of the OECD.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

Rossell Tea Division

The unuseable packing material are buried as per the Company's SOP.
All Medical waste are handed over to the local Government hospitals.
Empty containers of chemicals are sold as scrap Items to PCB approved vendors.

Rossell Techsys Division

All wastes including plastic waste, hazardous waste and e-waste is disposed only through authorized service providers approved by KSPCB (Karnataka State Pollution Control Board) for recycling and in accordance with the Divisions, EMS and OHSAS practices. This process is mandated by the local laws.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

No, the Extended Producer Responsibility (EPR) is not applicable to the entity's activities.

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by *										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	570	570	100%	570	100%	NA	NA	-	-	386	68%
Female	85	85	100%	85	100%	85	100%	NA	NA	29	34%
Total	655	655	100%	655	100%	85	100%	-	-	415	63%
Other than Permanent employees											
Male	178	178	100%	178	100%	NA	NA	-	-	18	10%
Female	105	105	100%	105	100%	105	100%	NA	NA	4	4%
Total	283	283	100%	283	100%	105	100%	-	-	22	8%



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1. b. Details of measures for the well-being of workers:

Category	% of workers covered by *										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent workers*											
Male	2,531	2,531	100%	2,531	100%	NA	NA	-	-	2,531	100%
Female	2,539	2,539	100%	2,539	100%	2,539	100%	NA	NA	2,539	100%
Total	5,070	5,070	100%	5,070	100%	2,539	100%	-	-	5,070	100%
Other than Permanent workers*											
Male	2,335	2,335	100%	2,335	100%	NA	NA	-	-	2,335	100%
Female	3,731	3,731	100%	3,731	100%	3,731	100%	NA	NA	3,731	100%
Total	6,066	6,066	100%	6,066	100%	3,731	100%	-	-	6,066	100%

*All the employees and workers at Tea Estates are entitled to full medical protection at the Estate Hospitals / Outside Treatment (if required), compensation in case of any accident as per Workmen Compensation Act, Maternity Benefits, Sick leave, Baby crèches facility during day time etc.

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total Employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Y	100%	100%	Y
Gratuity	100%	100%	Y	100%	100%	Y
ESI*	NA					

* ESI does not apply to workers at Tea Estates as all the Estates have well equipped Hospital managed by qualified Medical Professionals.

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, the offices and the facilities are accessible with multiple elevators and ramps for persons with disabilities.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Rossell Tea Division

There is no formal policy but the company's hiring and other HR practices are aligned with the Rights of Persons with Disabilities Act, 2016.

Rossell Techsys Division

The policy is covered in the staff hand book. The Division specifically hires people with disabilities, trains them, skills them, to make them productive. The Division has a clear objective to meet at least 40% of staff members on rolls to be from differently abled, or gender diverse or veterans. It skills them, in-house, to perform required tasks.



Annexure - 8 to the Report of the Board of Directors

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent Employees		Permanent Workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	-	-
Female	100 %	100 %	100 %	100 %
Total	100 %	100 %	100 %	100 %

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	<p>Rossell Tea Division Welfare Officer at the Tea Estates are the first point of contact for employees / workers in case of any complaint or grievance. Employees can also reach out to Estate Manager or the Chief Executive Officer or the Director (Finance) and Company Secretary. All grievances are addressed as per grievance mechanism under union rules and Rainforest Alliance Certification.</p> <p>Rossell Techsys Division The Division strives to ensure fair and honest treatment of all staff members. The mechanism and the process are well defined in the staff handbook. If staff members have concerns about work conditions, compensation, or discrimination, they are encouraged to voice these concerns directly to their managers and/or the Human Capital team, or the management team without any fear of reprisal. All policies, detailing the process to be followed is covered in the staff handbook and all Employees are given refresher training on an annual basis. Policies are also in place for Customers and Value partners, including whistle blower policy, ombudsman and direct channels of airing grievances to the Division leader.</p>
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	

7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

Category	FY 2022-2023			FY 2021-2022		
	Total Employees/ Workers in respective Category (A)	No. of employees / workers in respective category who are part of association / union (B)	% (B/A)	Total Employees/ Workers in respective Category (A)	No. of employees / workers in respective category who are part of association / union (B)	% (B/A)
Total Permanent Employees						
Male	570	312	55%	517	325	63%
Female	85	28	33%	108	28	26%
Total Permanent Workers						
Male	2,531	2,531	100%	2,499	2,499	100%
Female	2,539	2,539	100%	2,552	2,552	100%



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Rossell Tea Division

All the employees / workers are part of employee unions at the respective Tea Estates.

Rossell Techsys Division

There is no union as employees have chosen not to have one. However, the Division does have a staff-welfare committee to look into issues that pertain to staff. The Staff welfare committee is by the staff, for the staff and through the staff and is constituted on a yearly and on a voluntary basis.

8. Details of training given to employees and workers:

Category	FY 2022-2023					FY 2021-2022				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	748	660	88%	344	46%	672	661	98%	446	66%
Female	190	186	98%	80	43%	169	166	98%	69	41%
Total	938	846	90%	624	67%	841	827	98%	515	61%
Workers										
Male	4,866	3,208	66%	4,379	90%	4,849	3,236	67%	4,233	87%
Female	6,270	4,921	78%	5,329	85%	6,219	4,842	78%	4,953	80%
Total	11,136	8,129	73%	9,708	87%	11,068	8,078	73%	9,186	83%

100% of the Rossell Techsys Division's employees are trained internally by its Learning and Development Team, also called the "Rossell School of Learning". All the procedures are detailed in the staff handbook as well as in the training manuals. All Employees go through a 360 degree training program on all the policies and procedures on joining, and a refresher training is provided on an annual basis.

9. Details of performance and Career development reviews of employees:

Category	FY 2022-2023			FY 2021-2022		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	570	350	61%	517	352	68%
Female	85	68	80%	108	77	71%
Total	655	418	64%	625	429	69%
Workers						
Male	2,531	1,473	58%	2,499	1,441	58%
Female	2,539	1,455	57%	2,552	1,458	57%
Total	5,070	2,928	58%	5,051	2,899	57%

10. Health and safety management system:

- a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage of such system?

Yes, we have occupational health and safety management system at all of our Tea Estates. We have OHS Team and OHS officer. Periodical Training are organized. Rossell Techsys is ISO 14001: 2015 – Environmental Management System certified and ISO 45001:2018 – Occupational Health & Safety.



Annexure - 8 to the Report of the Board of Directors

- b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

ISO 45001:2018 – Occupational Health and Safety procedure defines the processes to identify work-related hazards and assess risks on a routine and non-routine basis. This is followed by the Division and audited on an annual basis for adherence and compliance.

- c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes, the employees can report the work-related hazards to the Safety committee members or their respective Manager and there is a process in place to address such risks.

- d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes. A certified nurse is available on every work day in the facility. Retiring rooms are also available for men and women for taking rest.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2022-2023	FY 2021-2022
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	-	-
	Workers		
Total recordable work-related injuries	Employees	1	-
	Workers		
No. of fatalities	Employees	-	-
	Workers		
High consequence work-related injury or ill-health (excluding fatalities)	Employees	-	-
	Workers		

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

Rossell Tea Division

- Providing appropriate Personal Protective Equipment (PPE)
- Ensuring proper ventilation to prevent exposure to dust and to maintain good air quality in the workplace
- Implementing good Hygiene practice, such as regular hand washing and use of sanitizers, to prevent the germs.
- Regular training to workers on how to handle equipment and machine and on how to respond in case of an emergency.
- Training on fire and emergency procedure, mock drills being carried out
- Conducting regular health and safety audits to identify potential hazards and ensure that all safety procedures are being followed.
- Offering workers particularly the female workers wellness programs to promote healthy habits and reduce the risk of injury and illness.

Rossell Techsys Division

ISO 45001:2018 – Occupational Health and Safety procedure defines the measures to be taken by to ensure a safe and healthy workplace.

- Providing appropriate Personal Protective Equipment(PPE)
- Training on fire and emergency procedure, mock drills are being carried out
- Conducting regular health and safety audits to identify potential hazards and ensure that all safety procedures are being followed. Periodic safety committee meetings are held to review the risks and mitigation actions.
- Periodic training to all Employees



Annexure - 8 to the Report of the Board of Directors

13. Number of Complaints on the following made by employees and workers:

	FY 2022-2023			FY 2021-2022		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	-	-	-	-	-	-
Health & Safety	-	-	-	-	-	-
Sexual Harassment	-	-	-	-	-	-
Discrimination at workplace	-	-	-	-	-	-
Child Labour	-	-	-	-	-	-
Forced Labour / Involuntary Labour	-	-	-	-	-	-
Wages	-	-	-	-	-	-
Any other type of complaint	-	-	-	-	-	-

No complaints were registered during the last two Financial Year.

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

Rossell Tea division

Assessments have been done as part of business operations. Inspection is conducted regularly by the Inspectors of various statutory / regulatory authorities.

Rossell Techsys division

Assessments have been done by the certifying agency for ISO 14001: 2015 – Environmental Management System certified & ISO 45001:2018 – Occupational Health & Safety on an annual basis.

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

Not applicable as there are no significant risks / concerns arising from assessments of health and safety practices and working conditions.

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

Rossell India Limited acknowledges its responsibility towards society and supports inclusive growth and equitable development of all its stakeholders. We strongly believe in growing together responsibly leading to the success of our business. We aim at balancing the needs and address the concerns of our stakeholders and endeavor to take into consideration the impact it has on the environment, society, and the community.



Annexure - 8 to the Report of the Board of Directors

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually / Half yearly / Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers	No	Customer Meetings, Customer Feedback, Website, Product Catalogues.	Ongoing	Customer Satisfaction, Product Quality.
Employees	No	Notice Boards, Website, Employee Survey feedback, Annual Performance Review, Meetings, Trainings	Ongoing	Working conditions, Employee performance, Employee Satisfaction
Community, NGOs	Yes	Corporate Social Responsibility engagements, Meeting with community representative	Ongoing	The welfare of the community
Investors & Shareholders and Analysts	No	AGM, Investor Grievance redressal mechanism	Ongoing	Business Strategies and Performance
Regulatory Bodies	No	Compliance Reports	Ongoing	Compliance with the Law of the land

PRINCIPLE : 5 Businesses should respect and promote human rights Essential Indicators

We are committed to respect and protect the Human Rights of all stakeholders impacted by our business especially our employees and people who are vulnerable and marginalized. We also contribute to Human right causes through our CSR activities such as slum area development to provide dignified environment to the underprivileged, promoting gender equality etc.

Essential Indicators

1. Employees who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2022-2023			FY 2021-2022		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of / employees / workers covered (D)	% (D / C)
Employees						
Permanent	655	526	80%	625	569	91%
Other than permanent	283	276	98%	216	213	99%
Total Employees	938	803	86%	841	781	93%
Workers						
Permanent	5,070	3,448	68%	5,051	3,283	65%
Other than permanent	6,066	4,125	68%	6,017	3,911	65%
Total Employees	11,136	7,572	68%	11,068	7,194	65%



Annexure - 8 to the Report of the Board of Directors

2. Details of minimum wages paid to employees, in the following format:

Category	FY 2022-2023					FY 2021-2022				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Permanent										
Male	570	248	44%	322	56%	517	258	50%	259	50%
Female	85	23	27%	62	73%	108	23	21%	85	79%
Other than Permanent										
Male	178	18	10%	160	90%	155	16	10%	139	90%
Female	105	4	4%	101	96%	61	4	7%	57	93%
Workers										
Permanent										
Male	2,531	2,040	81%	491	19%	2,499	2,008	80%	491	20%
Female	2,539	1,519	60%	1,020	40%	2,552	2,071	81%	481	19%
Other than Permanent										
Male	2,335	2,096	90%	239	10%	2,350	2,143	91%	207	9%
Female	3,731	2,776	74%	955	26%	3,667	3,408	93%	259	7%

Rossell Tea Division

The employees and workers are being paid in terms of Industry wise settlement with the Unions. For the purpose of the above table, we have considered Industry wise settlement with the Unions as the minimum wages. There is no Minimum wage prescribed for Plantations employee and workers in Assam.

Rossell Techsys Division

All employees are paid above the prescribed central and state government notified Minimum wages.

3. Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	-	-	3	1,26,06,135
Key Managerial Personnel	-	-	-	-
Employees other than BoD and KMP	95	5,01,170	692	3,51,731
Workers	2,466	79,713	2,311	80,827

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, the Human Resource Officer (designated as Manager (Administration)) is the focal point for addressing human rights impacts or issues caused or contributed to by the business at Head Office as well as Estate Level. For Rossell Techsys Division the Human Resource Manager is the focal point for addressing human rights impacts or issues caused or contributed to by the business.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Grievance redressal mechanism has been explained under Principle 3 Point No. 6.



Annexure - 8 to the Report of the Board of Directors

6. Number of Complaints on the following made by employees and workers:

	FY 2022-2023			FY 2021-2022		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	-	-	-	-	-	-
Discrimination at workplace	-	-	-	-	-	-
Child Labour	-	-	-	-	-	-
Forced Labour/ Involuntary Labour	-	-	-	-	-	-
Wages	-	-	-	-	-	-
Other human rights related issues	-	-	-	-	-	-

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

Tea Division

The Whistle Blower Policy provides the mechanism to prevent adverse consequences to the complainant in discrimination and harassment cases.

Techsys Division

The Division has a grievance management committee headed by its Division leader. All staff members in the Division are trained in the grievance redressal process, wherein, any grievance or issues are communicated. Till date, due to the stakeholder empathetic policies, no grievance has been lodged and hence there was no necessity to act upon. Further, the Whistle Blower Policy and the POSH policy provides the mechanism to prevent adverse consequences to the complainant in discrimination and harassment cases.

8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes.

9. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others – please specify	-

All the assessments have been done as part of the business operations for the Company and subjected to regular inspection by the Inspectors from the statutory / regulatory authorities.



Annexure - 8 to the Report of the Board of Directors

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

Not Applicable as there is no significant risks / concerns arising from the assessments at Question 9 above.

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2022-2023	FY 2021-2022
Total electricity consumption (A)	19,445 GJ	15,458 GJ
Total fuel consumption (B)	1,50,948 GJ	1,39,149 GJ
Energy consumption through other sources (C)	-	-
Total energy consumption (A+B+C)	1,70,393 GJ	1,54,607 GJ
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	476.58 GJ / Crores of Turnover	509.77 GJ / Crore of Turnover
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

The operations of the Company are not covered under the Performance, Achieve and Trade (PAT) Scheme of the Government of India

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2022-2023	FY 2021-2022
Water withdrawal by source (in kilolitres)		
(i) Surface water	22,800	22,800
(ii) Groundwater	23,630	23,887
(iii) Third party water*	-	-
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	46,430	46,687
Total volume of water consumption (in kilolitres)	46,430	46,687
Water intensity per rupee of turnover (Water consumed / turnover)	129.86 KL / Crores of Turnover	153.93 KL / Crores of Turnover
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.



Annexure - 8 to the Report of the Board of Directors

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

No liquid is used in tea manufacturing process. Only for washing purpose which is discharged through effluent treatment plant.

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2022-2023	FY 2021-2022
NOx	PPM	14.85	14.55
Sox	mg/Nm ³	8	6
Particulate matter (PM)	mg/Nm ³	42.7	40.5
Persistent organic pollutants (POP)	-	-	-
Volatile organic compounds (VOC)	-	-	-
Hazardous air pollutants (HAP) Carbon Monoxide)	mg/Nm ³	0.25	0.2
Others – please specify (Total Fluoride)	mg/Nm ³	3	2.5

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2022-2023	FY 2021-2022
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	10,238	8,872
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	4,375	3,392
Total Scope 1 and Scope 2 emissions per rupee of turnover	Metric tonnes of CO ₂ Equivalent / Crores of Turnover	40.87 MT / Crores of Turnover	40.44 MT / Crores of Turnover
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	-	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **N**

7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

Rossell Tea Division

Following steps have been taken to reduce Green House Gas emissions:

- All new acquisitions of Machinery are planned with a view towards energy and fund conservation.
- Consent for installing solar power sent to the Govt/APDCL. Installation of a 302.4 KWp Solar plant at Kharikatia TE under OPEX model has been ordered in collaboration with Tata Power Solar.
- Conventional pipe Gas burners at Dikom TE replaced for lowering consumption with better combustion/blue flame.
- Old gas pipeline replaced and put above the ground at Dikom TE and Nokhroy TE for longevity. Hydraulic testing of gas supply pipeline was conducted for all Estates receiving gas. Leaking/worn out valves were replaced to ensure no loss of gas.



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- Fuel efficient Gas burners at Nokhroy TE and Romai TE have been recalibrated to get blue flame which indicates optimum combustion of gas.
- Cleaning of old and installation of additional perpex /transparent roof sheets to save on electricity.
- Enhancement in Mechanization of pruning operations- additional pruning machines were provided for improving pruning/work standards and timely completion.
- Halogen bulbs replacement with LED bulbs is ongoing.
- Water flow meters have been installed to measure and monitor water pumping.
- Reduction in chemical usage by adopting early detection/search and kill in initial stages to avoid harmful spraying.
- Reduction in N (Urea) & K (MOP), introduction of Nano Urea.

Rossell Techsys Division

The Division operates out of a GOLD rated, LEED (Leadership in Energy and Environmental Design) certified, Green Building. Certification is from the India Green Building Council (IGBC). The facility design facilitates natural light, minimal use of water, for greenery, recyclable water for green cover. The facility is also paper-less, an IT enabled green operations. All IT equipment are also "green" certified. The Division adopts the e-waste disposal process to be fully compliant with green operations.

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2022-2023	FY 2021-2022
Total Waste generated (in metric tonnes)		
Plastic waste (A)	5.30	6.40
E-waste (B)	1.20	1.30
Bio-medical waste (C)	0.10	0.10
Construction and demolition waste (D)	21.00	17.50
Battery waste (E)	2.70	0.30
Radioactive waste (F)	0.00	0.00
Other Hazardous waste. Please specify, if any. (G)- Used Oil	0.70	1.20
Other Non-hazardous waste generated (H). Please specify, if any.	45.80	48.10
Total (A+B + C + D + E + F + G + H)	76.80	74.90
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled*	76.80	74.90
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
Total		
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	Unusable paper sacks are buried and written off.	
(ii) Landfilling	The Agricultural waste is mulched back in the field.	
(iii) Other disposal operations	Empty Chemical Containers are disposed through Govt./PCB approved vendors.	
Total		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.



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Rossell Tea division

Tea Waste is denatured by mixing lime with it, in case it is unfit for human consumption. In case it is usable, the same is sold to Instant Tea manufacturer after seeking permission from Tea Board of India.

All other Waste Material sent to recyclers / Composters through authorized collectors.

Rossell Techsys division

Generated waste is disposed through KIADB authorized service providers and they in turn recycle the waste

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Rossell Tea Division

Our waste management approach is based on the philosophy of Reduce, Reuse, and Recycle. We seek to uphold our ambition of zero waste to landfills. We follow a process of waste segregation at the source through which the entire volume is treated or disposed of in line with applicable legislative requirements.

Rossell Techsys Division

The waste management practices for the Rossell Techsys Division, is in line with the applicable laws and regulations of the state of Karnataka and also in line with the Division's Environmental Management System Certification (ISO 14001) and Organizational Health and Safety Certification (OHSAS), ISO 45001. The Division is compliant to the requirements specified by KSPCB (Karnataka State Pollution Control Board). The Division follows the process of waste segregation at the source and adopts the philosophy of Reduce, Reuse, and Recycle.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

None of our offices are in/around ecologically sensitive areas.

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

No Environmental Impact Assessment (EIA) was required to be done based on laws applicable in the current Financial Year.

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Yes, the company is compliant with applicable environmental laws and regulations in India.

PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

We work very closely with leading Industry Associations and Chambers of Commerce at International, National, State and Local levels to advocate and pursue various causes that are in larger interests of industry, economy, society and the public especially in areas of economic reforms.

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations.

14 (Fourteen)



Annexure - 8 to the Report of the Board of Directors

- b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers associations (State/National)
1	Indian Tea Association, Kolkata	National
2	Tea Research Association, Kolkata	National
3	Calcutta Tea Traders' Association, Kolkata	National
4	Tea Association of USA Inc, New York	International
5	Guwahati Tea Auction Committee, Guwahati	National
6	IPC	National
7	Radio Technical Committee for Aeronautics	National & International
8	Vertical Take-off and Landing Aeroplane	National & International
9	Society for Indian Aerospace Technologies and Industries	National
10	Society of Indian Defense Manufacturing	National
11	Federation of Karnataka Chambers of Commerce and Industry	National
12	NIIE	National
13	ERAI	International
14	Society for Indian Aerospace Technologies and Industries	National

2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.

Not applicable as no adverse orders from regulatory authorities have been received related to anticompetitive conduct by the entity.

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

The Company encourages the Employees to contribute to society at an individual level by participating in blood donation, community service, donation for the needy etc.

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

No requirement of Social Impact Assessments (SIA) of projects was applicable to the company in the current FY 2022-2023.

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

There was no project involving R&R during the FY 2022-2023.

3. Describe the mechanisms to receive and redress grievances of the community.

Considering the nature of the business, any concern/ grievance from the community is dealt with by respective Tea Estates / Departments on a case-to-case basis. No complaints/concerns have been raised by community during the FY 2022-2023 and FY 2021-2022.



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4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Rossell Tea Division

	FY 2022-2023	FY 2021-2022
Directly sourced from MSMEs/ small producers	Stores Items – 30% (approx..)	Stores items – 30% (approx.)
Sourced directly from within the district and neighbouring districts	Bought Leaf – 100%	Bought Leaf – 100%

Rossell Techsys Division

	FY 2022-2023	FY 2021-2022
Directly sourced from MSMEs/ small producers	8.60%	5.13%
Sourced directly from within the district and neighbouring districts	5.01%	6.22%

PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

Customers can reach out to the company on the email id rossell@rossellindia.com and corporate@rosselltea.com & rossell@rosselltechsys.com in case of any feedback or complaints.

2. Turnover of products and/ services as a percentage of turnover from all products / service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	Not Applicable
Safe and responsible usage	
Recycling and/or safe disposal	

3. Number of consumer complaints in respect of the following:

	FY 2022-2023			FY 2021-2022		
	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Data Privacy	-	-	-	-	-	-
Advertising	-	-	-	-	-	-
Cyber Security	-	-	-	-	-	-
Delivery of essential services	-	-	-	-	-	-
Restrictive Trade Practices	-	-	-	-	-	-
Unfair Trade Practices	-	-	-	-	-	-
Others	-	-	-	-	-	-



Annexure - 8 to the Report of the Board of Directors

4. Details of instances of product recalls on account of safety issues:

There were no instances of product recalls on account of safety issues.

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes, Rossell Techsys Division has its IT framework covering cyber security and risks related to data privacy. The Division is certified to ISO27001 as well as compliant to NIST SP 800-171 and currently in the process of CMMC v2.0 certification. The Division is an 100% IT enabled operations, and is completely green.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

No regulatory action has been taken regarding advertising, essential services, cyber security, data privacy or product recalls.



Compliance Certificate

[Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with Schedule II Part B of the said Regulations]

The Board of Directors
Rossell India Ltd.
Jindal Towers,
Block 'B', 4th Floor,
21/1A/3, Darga Road,
Kolkata - 700 017

Dear Sirs,

We hereby certify to the Board that:

- a) We have reviewed Financial Statements and Cash Flow Statement for the year ended 31st March, 2023 and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
 - (i) Significant changes in internal control, if any, during the year.
 - (ii) Significant changes in accounting policies, if any, during the year, subject to disclosure of the same in the notes to the financial statements.
 - (iii) Instances of significant fraud of which we become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Yours faithfully

H. M. GUPTA
Chief Executive Officer -
Executive Chairman
(DIN – 00065973)
Place: Delhi

N. K. KHURANA
Chief Financial Officer -
Director (Finance)
(DIN – 00123297)
Place: Kolkata

Date : 27th May, 2023

Declaration

In terms of Regulation 34(3) read with Part D of Schedule V of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, it is hereby declared that the Company has obtained affirmation from all members of the Board and Senior Management Personnel that they have complied with the Code of Conduct for Directors and Senior Management of the Company for Financial Year 2022-2023 and shall comply with such Code during the Financial Year 2023-2024.

Place : Delhi
Date : 27th May, 2023

H. M. GUPTA
Chief Executive Officer -
Executive Chairman
(DIN – 00065973)

A light blue cup and saucer are centered on the page. The cup is filled with a light blue liquid, and two wavy lines of steam rise from the top. The saucer is a simple, flat, light blue shape. The background is a light blue gradient.

Financial Statements



Independent Auditors' Report

TO THE MEMBERS OF ROSSELL INDIA LIMITED

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying standalone financial statements of Rosell India Limited ("the Company"), which comprise of the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section in our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence and ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Management and Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements to give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.



Independent Auditors' Report

In preparing the Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors of the Company are also responsible for overseeing the Company's reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company had adequate internal financial controls system with reference to financial statement and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management and Board of Directors.
- Conclude on the appropriateness of management's and Board of Directors use of the going concern basis of accounting in respect of standalone financial statement and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's



Independent Auditors' Report

report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- 1.A As required by Section 143(3) of the Act, based on our audit we report that:
- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of the written representations received from the Directors as on March 31, 2023 taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2023 from being appointed as a Director in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- B With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a. The financial statements disclose the impact of pending litigations as at 31 March 2023 on the financial position of the company. Refer Note.42 to the financial statements.
 - b. The company did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended March 31, 2023.
 - c. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Company during the year ended March 31, 2023.
 - d. (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
 - (ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:



Annexure – A to the Auditors' Report

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or
- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (d)(i) and (d)(ii) contain any material mis-statement.

e) The dividend declared or paid during the year by the Company are in compliance with section 123 of the Act.

C. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Khandelwal Ray & Co.**,
Chartered Accountants
(Registration No.302035E)

Pinaki Sarkar
Partner

Membership No. 051449
UDIN: 23051449BGRVTS8376

Place : Kolkata
Date : 27th May, 2023



Annexure – A to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Rosell India Limited ("the Company") as of 31st March, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls system over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



Annexure – A to the Auditors' Report

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Khandelwal Ray & Co.**,
Chartered Accountants
(Registration No.302035E)

Place : Kolkata
Date : 27th May, 2023

Pinaki Sarkar
Partner
Membership No. 051449
UDIN: 23051449BGRVTS8376



Annexure – B to the Auditors' Report

Referred to in paragraph I under Report on "Other Legal and Regulatory Requirements", section of our Report of even date:

- i
 - a)
 - (A) The Company has maintained proper records to show full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - (B) The Company has maintained proper records showing full particulars of intangible assets.
 - b) These Property, Plant and Equipment have been physically verified by the management at a reasonable interval. No material discrepancies were noticed on such verification as compared to book records.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than immovable properties where the company is the lessee and the lease agreement are duly executed in favour of lessee) disclosed in the financial statements are in the name of the Company, except one Tea Estate, details of which are given below:

Description of property	Gross carrying value (₹ in Lakhs)	Held in name of	Whether promoter, director or their relative or employee	Period held – indicate range, where applicable	Reason for not being held in the name of the Company
Kharikatia Tea Estate	3,504.24	Kharikatia Tea & Industries Limited	Not Applicable	Since 2012	Pending sale permission from the concerned authorities of the Government of Assam

The immovable properties comprising five Tea Estates (having registered Deed of Conveyance) as well as Land and Buildings located at Bangalore are mortgaged with the Banks in connection with various credit facilities being availed for the purpose of business of the Company, as confirmed by them.

- (d) According to the information and explanation given to us and on the basis of our examination of the records of the Company that the Company has not revalued its Property, Plant and Equipment or intangible assets during the year.
- (e) According to the information and explanation given to us and on the basis of our examination of the records of the Company there are no proceeding initiated or pending against the Company for holding any benami properties under the prohibition of Benami Properties Transaction Act, 1988 and rules made there under.
- ii.
 - (a) The inventory, excluding those lying with third parties, have been physically verified by the management during the year, at reasonable intervals. No discrepancies noticed on such verification of stocks as compared to book records that were 10% or more in the aggregate for each class of inventories.
 - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crores rupees, in aggregate, from Banks on the basis of security of current assets and the quarterly returns / statements filed by the Company with the Banks are in agreement with the books of account of the company.
- iii.
 - (a) According to information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to Companies, firms, Limited Liability Partnerships or any other Parties.
 - (b) According to information and explanation given to us and based on the audit procedures conducted by us we are of the opinion that the terms and conditions of the investment, made during the year aggregating to Rs.15.01 Crores, are prima facie not prejudicial to the company's interest.
 - (c) In view of the above comments this clause is not applicable for the company.



Annexure – B to the Auditors' Report

- (d) In view of the above comment this clause is not applicable for the company.
- (e) In view of the above comment this clause is not applicable for the company.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans either repayable on demand or without specifying any terms or period of repayment.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of Companies Act, 2013 with respect to loans and investments made.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Section 73 to Section 76A of the Companies Act 2013 and the Rules framed thereunder. Accordingly clause 3(v) of the order is not applicable
- vi. The Central Government has specified for the maintenance of cost records under sub-sec. (1) of Sec.148 of the Companies Act 2013. We have broadly reviewed the records and Accounts maintained by the Company. We are of the opinion that prima facie the prescribed accounts and records have been maintained. We have not, however, made a detailed examination of such records to determine whether records are accurate and complete.
- vii. (a) According to the information and explanation given to us and on the basis of records of the Company examined by us, we are of the opinion that the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, service tax, goods and services tax, duty of custom and cess and other material statutory dues applicable to it.

There is no arrears outstanding statutory dues as at the last day of the financial year for a period of more than 6 months from the date they became payable.

- (b) According to the information and explanation given and records examined by us, there are no statutory dues, which have not been deposited on account of any dispute except for the following:

Name of the Statute	Nature of the Dues	Amount (₹ In lakhs)	Period to which amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	1,067.20	AY 2020-2021 and AY 2021-2022	Commissioner of Income Tax (Appeals)

- viii. The Company has not surrendered or disclosed any transactions previously unrecorded as Income in the books of account in the tax assessment under the Income Tax Act 1961 as income during the year.
- ix. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any Bank or financial institution or Government or Government Authority.
- (c) According to the information and explanations given to us by the management and on the basis of examination of the records of the company, the Term Loans were applied for the purpose for which loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that the Company has raised funds on short-term basis, which has not been utilised for long term purposes. Accordingly, clause 3(ix)(d) of the Order is not applicable.



Annexure – B to the Auditors' Report

- (e) According to the information and explanations given to us and on an overall examination of the financial statement of the company, we report that the company has not taken any funds from any entity or person on account of or as defined under the Companies Act 2013 to meet the obligations of its subsidiaries, associates or joint venture and accordingly 3(ix)(e) of the order is not applicable.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instrument during the year). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) The company has made preferential allotment of shares during the year and requirement of section 62 of the Companies Act 2013 have been complied with and fund raised have been used for the purpose for which the fund was raised. Company has not made any other private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- xi. (a) Best on examination of books and records of the Company, carried out by us and according to the information and explanations given to us, no fraud by the Company or any fraud on the Company has been noticed or reported.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations given to us, no complaint has been received from the whistle blower during the year.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi Company. Accordingly clause 3(xii) of the order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act 2013 where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion the company has an Internal Audit System commensurate with the size of the company and nature of its business.
- (b) We have considered, the Internal Audit Reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the Group (as defined in the Core Investment Companies (Reserve Bank) Directors, 2016) has one CIC viz. the parent - BMG Enterprises Ltd. Accordingly, the requirements of reporting under clause 3(xvi) (d) of the Order is not applicable.



Annexure – B to the Auditors' Report

- xvii. The Company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly clause 3(xviii) of the order is not applicable.
- xix. On the basis of Financial Ratios, Ageing of Receivables, expected date of realization of financial assets and payment of financial liabilities, other information accompanied financial statements, our knowledge about Board of Directors and management plan, we are of the opinion that no material uncertainties exist as on the date of Audit Report that Company is not capable of meeting its liabilities existing on the date of Balance Sheet as and when falls due within a period of one year from the Balance Sheet date.
- xx. In our opinion and according to the information and explanations given to us, there is no unspent amount under subsection 5 of section 135 of the Companies Act 2013 pursuant to any CSR project. Accordingly clause 3(xx)(a) and 3(xx)(b) of the order is not applicable.

For **Khandelwal Ray & Co.**,
Chartered Accountants
(Registration No.302035E)

Pinaki Sarkar
Partner

Membership No. 051449
UDIN: 23051449BGRVTS8376

Place : Kolkata
Date : 27th May, 2023

**Balance Sheet** as at 31st March, 2023

₹ in Lakhs

Particulars		Note No.	31st March, 2023	31st March, 2022
I.	ASSETS			
(1)	Non-current Assets			
	(a) Property, Plant and Equipment	4	24,148.65	23,098.81
	(b) Capital work-in-progress	5	412.50	572.33
	(c) Other Intangible Assets	6	882.82	313.62
	(d) Intangible Assets Under Development	7	81.14	333.42
	(e) Investment in Subsidiary and Associate	8	76.13	75.13
	(f) Financial Assets			
	(i) Non-Current Investments	9	1,847.99	1,847.99
	(ii) Loans	10	6.13	0.84
	(iii) Other Financial Assets	11	373.03	552.57
	(g) Other Non-current Assets	12	70.38	87.66
	Total Non-Current Assets		27,898.77	26,882.37
(2)	Current Assets			
	(a) Inventories	13	15,168.48	12,173.49
	(b) Biological Assets other than Bearer Plants	14	67.06	110.45
	(c) Financial Assets			
	(i) Investments	15	1,525.54	-
	(ii) Trade Receivables	16	4,778.01	3,314.39
	(iii) Cash and Cash Equivalents	17	47.03	177.12
	(iv) Other Bank Balances	18	5.57	7.15
	(v) Loans	19	6.23	11.57
	(vi) Other Financial Assets	20	1.63	1.63
	(d) Current Tax Assets (Net)	21	32.05	30.59
	(e) Other Current Assets	22	1,855.91	2,139.85
	Total Current Assets		23,487.51	17,966.24
	TOTAL ASSETS		51,386.28	44,848.61
II.	EQUITY AND LIABILITIES			
(1)	Equity			
	(a) Equity Share Capital	23	753.93	733.93
	(b) Other Equity		27,913.17	23,879.03
	Total Equity		28,667.10	24,612.96
(2)	Liabilities			
	(a) Non-Current Liabilities			
	(i) Financial Liabilities			
	Borrowings	24	1,499.46	2,499.10
	(ii) Deferred Tax Liabilities (Net)	25	112.17	64.18
	(iii) Other Non-Current Liabilities	26	222.84	209.92
	Total Non-Current Liabilities		1,834.47	2,773.20
	(b) Current Liabilities			
	(i) Financial Liabilities			
	Borrowings	27	14,661.89	12,846.24
	Trade Payables	28		
	- Total outstanding dues of micro enterprises and small enterprises		89.04	23.20
	- Total outstanding dues other than micro enterprises and small enterprises		2,668.63	2,322.87
	Other Financial Liabilities	29	212.50	173.27
	(ii) Other Current Liabilities	30	3,207.06	2,051.28
	(iii) Current Tax Liabilities (Net)	31	45.59	45.59
	Total Current Liabilities		20,884.71	17,462.45
	Total Liabilities		22,719.18	20,235.65
	TOTAL EQUITY AND LIABILITIES		51,386.28	44,848.61

In terms of our Report of even date

For **Khandelwal Ray & Co.**,
Chartered Accountants
Registration No. 302035E

Pinaki Sarkar
Partner
Membership No.051449
Place: Kolkata
Date: 27th May, 2023

H. M. Gupta
Executive Chairman
DIN: 00065973
Place: Delhi

N. K. Khurana
Director (Finance) and
Company Secretary
M. No.: FCS 2173
Place: Kolkata
Date: 27th May, 2023

Rahul Bhatnagar
Director
DIN: 07268064
Place: Noida, UP



Profit and Loss Statement for the year ended 31st March, 2023

₹ in Lakhs

Particulars	Note No.	Year ended 31st March, 2023	Year ended 31st March, 2022
INCOME			
Revenue from operations	32	35,358.32	29,902.80
Other Income	33	395.36	425.79
Total Income		35,753.68	30,328.59
EXPENSES			
Cost of materials consumed	34	9,328.72	6,786.79
Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	35	184.20	574.36
Employee benefits expense	36	13,153.35	12,095.52
Finance cost	37	1,177.55	998.94
Depreciation and amortization expense	38	1,373.24	1,245.12
Other expenses	39	7,373.23	5,915.68
Corporate Social Responsibility (CSR) activities	43	67.01	48.03
Total Expenses		32,657.30	27,664.44
Profit before extraordinary item and tax		3,096.38	2,664.15
Extraordinary Item			
Profit on Sale/Disposal of Tea Estate		-	658.78
		-	658.78
Profit before tax		3,096.38	3,322.93
Income Tax Expense			
(i) Current Tax			
Central Income Tax	40	300.00	300.00
Agricultural Income Tax	40	-	-
(ii) Deferred Tax - Charge	40	59.34	46.66
Total Tax Expense		359.34	346.66
Net Profit for the year		2,737.04	2,976.27

**Profit and Loss Statement** for the year ended 31st March, 2023

₹ in Lakhs

Particulars	Note No.	Year ended 31st March, 2023	Year ended 31st March, 2022
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
(i) Remeasurements of post-employment defined benefit obligations		(144.16)	164.80
(ii) Income Tax relating to these items		11.35	(12.81)
Items that will be reclassified to profit or loss		-	-
Other Comprehensive Income for the year, net of tax		(132.81)	151.99
Total Comprehensive Income for the year		2,604.23	3,128.26
Earning per Equity Share [Nominal Value per share : ₹ 2 (Previous Year : ₹ 2)]			
(1) Basic	41	7.40	8.11
(2) Diluted		7.31	8.11

In terms of our Report of even date

For **Khandelwal Ray & Co.,**
Chartered Accountants
Registration No. 302035E

H. M. Gupta
Executive Chairman
DIN: 00065973
Place: Delhi

Rahul Bhatnagar
Director
DIN: 07268064
Place: Noida, UP

Pinaki Sarkar
Partner
Membership No.051449

N. K. Khurana
Director (Finance) and
Company Secretary
M. No.: FCS 2173
Place: Kolkata
Date: 27th May, 2023

Place: Kolkata
Date: 27th May, 2023



Cash Flow Statement for the year ended 31st March, 2023

₹ in Lakhs

	2022-2023	2021-2022
A. Cash Flow from Operating Activities		
Profit before Tax	3,096.38	3,322.93
- Adjustment for :		
Depreciation and Amortization expense	1,373.24	1,245.12
Finance Cost	1,177.55	998.94
Net Gain on Foreign Currency Transaction and Translation	(268.76)	(246.18)
(Profit)/ Loss on Disposal of Property, Plant and Equipment (Net)	(3.85)	(26.31)
Liabilities no more required written back (net)	(0.14)	(8.19)
	2,278.04	1,963.38
	5,374.42	5,286.31
Items Considered in Investing Activity :		
Interest on Deposits etc.	(19.31)	(13.86)
Net Gain on restatement of Investments designated at FVTPL	(25.61)	-
Profit on sale of Investments designated at FVTPL	-	(15.40)
	(44.92)	(29.26)
	5,329.50	5,257.05
Operating Profit before Working Capital Changes		
- Adjustment for :		
Trade Receivables, Loans, Advances and Other Assets	(955.12)	(891.25)
Inventories	(2,994.99)	(1,080.19)
Trade Payable, Other Liabilities and Provisions	1,459.44	1,184.95
	(2,490.67)	(786.49)
Cash Generated from Operations	2,838.83	4,470.56
Direct Taxes (Net of refund)	(301.46)	(427.56)
	(301.46)	(427.56)
Cash Flow before Extraordinary Item	2,537.37	4,043.00
Extraordinary Item	-	(658.78)
Net Cash Flow from Operating Activities	2,537.37	3,384.22

**Cash Flow Statement** for the year ended 31st March, 2023

₹ in Lakhs

	2022-2023	2021-2022
B. Cash Flow from Investing Activities		
Purchase of Property, Plant and Equipment, Other Intangible Assets including Advances for Capital Assets	(2,579.84)	(1,531.03)
Sale/ Disposal of Tea Estate	-	1,469.25
Sale of Property, Plant and Equipment	26.07	32.89
Investment in Subsidiary	(1.00)	(75.06)
Purchase of Non-current Investments	-	(5.02)
Proceeds from sale of Non-current Investments	-	70.01
Purchase of Current Investments	(1,499.93)	-
Interest Received	19.31	13.86
Net Cash Flow from Investing Activities	(4,035.39)	(25.10)
C. Cash Flow from Financing Activities		
Proceeds of Compulsorily Convertible Preference Shares (CCPS)	1,560.00	-
Intercorporate Deposits Received/(Refunded) (Net)	-	(1,608.00)
Proceeds of Working Capital Loan from Bank (Net)	1,815.65	208.93
Repayment of Term Loan From Banks	(999.64)	(999.64)
Payment of Interest/ Other Borrowing Cost	(980.13)	(1,043.15)
Gain/ (Loss) on Foreign Currency Translations	82.14	246.18
Dividend Paid	(110.09)	(110.09)
Net Cash Flow from Financing Activities	1,367.93	(3,305.77)
Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)	(130.09)	53.35
Cash and Cash Equivalents at the beginning of the Financial Year (Note 17)	177.12	123.77
Cash and Cash Equivalents at the end of the Financial Year (Note 17)	47.03	177.12

Notes:

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Ind AS 7 - "Statement of Cash Flow".

In terms of our Report of even date

For **Khandelwal Ray & Co.,**
Chartered Accountants
Registration No. 302035E

H. M. Gupta
Executive Chairman
DIN: 00065973
Place: Delhi

Rahul Bhatnagar
Director
DIN: 07268064
Place: Noida, UP

Pinaki Sarkar
Partner
Membership No.051449

N. K. Khurana
Director (Finance) and
Company Secretary
M. No.: FCS 2173
Place: Kolkata
Date: 27th May, 2023

Place: Kolkata
Date: 27th May, 2023



Statement of Changes in Equity for the year ended 31st March, 2023

A. Equity Share Capital

₹ in Lakhs

Balance at the beginning on 1st April, 2021	733.93
Changes during the year 2021-2022	-
Balance at the end on 31st March, 2022	733.93
Changes during the year 2022-2023	20.00
Balance at the end on 31st March, 2023	753.93

B. Changes in Equity

	Reserves and Surplus				Other Comprehensive Income		Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	Remeasurement of Employees' Obligations	Impairment of Investment	
As at 1st April, 2021	248.01	2,609.55	17,565.72	1,210.98	(604.88)	(168.52)	20,860.86
Profit for the year	-	-	-	2,976.27	-	-	2,976.27
Dividend Paid	-	-	-	(110.09)	-	-	(110.09)
Remeasurements of post-employment defined benefit obligations (Net of tax)	-	-	-	-	151.99	-	151.99
Transfer to General Reserve	-	-	2,500.00	(2,500.00)	-	-	-
As at 31st March, 2022	248.01	2,609.55	20,065.72	1,577.16	(452.89)	(168.52)	23,879.03
Profit for the year	-	-	-	2,737.04	-	-	2,737.04
Securities Premium on Issuance of CCPS (Note 2 below)	-	1,460.00	-	-	-	-	1,460.00
Securities Premium on Conversion of CCPS in to Equity Shares (Note 3 below)	-	80.00	-	-	-	-	80.00
Dividend Paid	-	-	-	(110.09)	-	-	(110.09)
Remeasurements of post-employment defined benefit obligations (Net of tax)	-	-	-	-	(132.81)	-	(132.81)
Transfer to General Reserve	-	-	2,500.00	(2,500.00)	-	-	-
As at 31st March, 2023	248.01	4,149.55	22,565.72	1,704.11	(585.70)	(168.52)	27,913.17

NOTES:

- The Directors recommended that a dividend of Re. 0.40 per share (31st March, 2022 - Re. 0.30 per share) for the year be paid on fully paid equity shares. This equity dividend is subject to approval by shareholders at the Annual General Meeting and has not been recognised in these financial statements. The total equity dividend proposed to be paid is ₹ 150.79 Lakhs (for the year ended 31st March, 2022 - ₹ 110.09 Lakhs).
- The Board of Directors by adopting a Resolution by Circulation on 27th June, 2022 allotted 10,00,000, 0.01% Compulsorily Convertible Preference Shares (CCPS) (Instruments entirely Equity in nature) of ₹ 10 each at an issue price of ₹ 156 per CCPS including Securities Premium of ₹ 146 per CCPS aggregating to ₹ 1,560 Lakhs on preferential basis (for cash consideration) after obtaining the required regulatory approvals. Accordingly, ₹ 1,460 lakhs have been credited here.
- Further, the Board of Directors at its Meeting held on 16th December, 2022 approved the conversion of aforesaid CCPS of Rs.10 each into 10,00,000 Equity Shares of ₹ 2 each pursuant to the option exercised by the Allottee as per the Terms of the Preferential Issue. The difference in face value of ₹ 8 per Share aggregating to ₹ 80 Lakhs was treated as further Securities Premium received on such issue and allotment of Equity Shares.



Statement of Changes in Equity for the year ended 31st March, 2023

Nature and purpose of each Reserve

a) Capital Reserve

This represents the amounts received as compensation for Tea Estates Land acquired by competent authorities on various occasions as well as certain adjustments relating to various Schemes of Arrangements, which the Company had entered in to in the earlier years.

b) Securities Premium Reserve

Securities Premium Reserve was created as per the Scheme of Arrangement with the value of net assets taken over by the Company and again used to credit the premium on issue of Equity Shares by the Company from time to time, including the present issues (Notes 2 and 3 above). The reserve is available for utilisation in accordance with the provisions of the Companies Act, 2013.

c) General Reserve

General Reserve is created for ploughing back the profits earned by the Company and retained before payment of dividend. This is free reserve and available for utilisation in accordance with the provisions of the Companies Act, 2013.

d) Retained Earnings

Retained earnings represent accumulated profits earned by the Company and remaining undistributed as on date.

In terms of our Report of even date

For **Khandelwal Ray & Co.,**
Chartered Accountants
Registration No. 302035E

H. M. Gupta
Executive Chairman
DIN: 00065973
Place: Delhi

Rahul Bhatnagar
Director
DIN: 07268064
Place: Noida, UP

Pinaki Sarkar
Partner
Membership No.051449

N. K. Khurana
Director (Finance) and
Company Secretary
M. No.: FCS 2173
Place: Kolkata
Date: 27th May, 2023

Place: Kolkata
Date: 27th May, 2023



Notes to the Financial Statements

Significant Accounting Policies and Other Notes to the Financial Statement for the Year ended 31st March, 2023

1. Company Overview

Rossell India Limited (the Company) is a Public Limited Company incorporated and domiciled in India. The Company was incorporated on 10th June, 1994 under the Companies Act, 1956 with its registered office at Kolkata, West Bengal. The Equity Shares of the Company are listed on National and Bombay Stock Exchanges. The Company is engaged in the following business activities:

- a. Cultivation, Manufacture and Sell of Bulk Tea - The Company owned six Tea Estates all located in Assam.
- b. Engineering and Manufacturing in Aerospace and Defense Services.

2. Basis of Preparation

These financial statements have been prepared in accordance with Indian Accounting Standard (Ind AS) as per Companies (Indian Accounting Standards) Rules, 2015 (as amended) notified under Section 133 of the Companies Act, 2013 (the Act) and the other relevant provisions of the Act and Rules made thereunder as well as the other accounting principles generally accepted in India.

2.1 Basis of Measurement

The financial statement has been prepared on a historical cost basis except the following items:

- a) Certain financial assets and liabilities (including derivative instruments) which are measured at fair value.
- b) Biological Assets other than Bearer Plants, which are measured at fair value less cost to sell.
- c) Defined benefit plans – plan assets measured at fair value.

2.2 Use of estimates and judgements

The preparation of financial statements in accordance with Ind AS requires management to use certain critical accounting estimates, judgments and assumptions. It also requires management to exercise judgment in the process of applying accounting policies. Actual results could differ from those estimates. These estimates, judgments and assumptions affect application of the accounting policies and the reported amounts of assets, liabilities, revenue, expenditure, contingent liabilities etc.

The estimates and underlying assumptions are reviewed on an ongoing basis and changes are made as management becomes aware of changes in the circumstances surrounding the estimates. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognized in the financial statements in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

2.3 Classification of current and non-current

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Ind AS 1 – Presentation of financial statements and Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current / non-current classification of assets and liabilities.

3 Significant Accounting Policies

3.1 Property, Plant and Equipment

3.1.1 Tangible Assets (Other than Bearer Plants)

Property, Plant and Equipment are measured at cost / deemed cost, less accumulated depreciation and impairment losses, if any. Cost of Property, Plant and Equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated attributable costs of dismantling and removing the item and restoring the site on which it is located. Deemed Cost is the carrying value of all of its Property, Plant and Equipment (other than Bearer Plants) as of 1st April, 2016 measured as per the previous GAAP as the Company elected to continue with the same carrying value as on the aforesaid transition date for Ind AS.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.



Notes to the Financial Statements

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Any gain or loss on disposal of an item of Property, Plant and Equipment is recognized in Statement of Profit and Loss.

An item of Property, Plant and Equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of Property, Plant and Equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

Items of Property, Plant and Equipment are depreciated in a manner that amortizes the cost of the assets less its residual value, over their useful lives on a straight line basis. Estimated useful lives of the assets are as specified in Schedule II of the Companies Act, 2013.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period and the effect of any changes in estimate is accounted for on a prospective basis.

3.1.2 Bearer Plants

Bearer Plants comprising of mature tea bushes as well as matured black pepper vines and shade trees are stated at cost / deemed cost less accumulated depreciation and impairment losses, if any.

The cost of uprooting of old tea bushes, rehabilitation of land, replanting and young tea upkeep and maintenance up to the year 3 from the year of planting are capitalized as mature plants, capital work-in-progress. From year 4 onwards capital work-in-progress is treated as Bearer Plants and depreciated using Straight Line Method over the expected useful life of 70 years, when the Bearer Plants (mature tea bushes) reaches maturity stage with residual value as 'Nil'.

Depreciation on Bearer Plants is recognized so as to write off its cost over useful lives, using the Straight Line Method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis.

3.1.3 Intangible Assets

Intangible Assets of the Company comprise acquired Computer Software having a finite life. Cost of software is capitalized when it is expected to provide future enduring economic benefits. The capitalization cost includes license fee, cost of implementation and system integration services. The costs are capitalized in the year in which the relevant Software is implemented for use and is amortized across a period not exceeding 10 years.

3.1.4 Research and Development

Research and Development costs are expensed as incurred, unless technical and commercial feasibility of the project demonstrate that: (a) the future economic benefits are available, (b) the activity is being carried out with an intention and ability to complete as well as use the asset and (c) the costs can be measured reliably. In such case, the cost is capitalized as Intangible Asset - Knowhow. The costs which can be capitalized include the cost of material, direct labour, overhead costs including finance cost, if applicable that are directly attributable to bringing the asset for its intended use.

3.2 Foreign Currency Translation

Foreign currency transactions are translated into Indian Rupee (INR) which is the functional currency (i.e. the currency of the primary economic environment in which the entity operates) using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognized in profit or loss.

3.3 Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of insurance claim for damage / shortage of finished goods and are net of sales return, GST and trade allowances.

The Company recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and significant risk and reward incidental to sale of products is transferred to the buyer or services are rendered as per terms of the relevant contract.

3.4 Financial Instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issues of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through



Notes to the Financial Statements

profit or loss) are added to or deducted from the fair value measured on initial recognition of financial assets or financial liabilities. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date i.e. the date when the Company commits to purchase or sell the asset.

3.4.1 Financial Assets

Recognition and Classification

The financial assets are classified at initial recognition in the following measurement categories as:

- those subsequently measured at amortized cost.
- those to be subsequently measured at fair value [either through other comprehensive income (OCI), or through profit or loss]

Subsequent Measurement

- Financial assets measured at amortized cost – Financial assets which are held within the business model of collection of contractual cash flows and where those cash flows represent payments solely towards principal and interest on the principal amount outstanding are measured at amortized cost. A gain or loss on a financial asset that is measured at amortized cost and is not a part of hedging relationship is recognized in profit or loss when the asset is derecognized or impaired.
- Financial assets measured at fair value through other comprehensive income – Financial assets that are held within a business model of collection of contractual cash flows and for selling and where the assets' cash flow represents solely payment of principal and interest on the principal amount outstanding are measured at fair value through OCI. Movements in carrying amount are taken through OCI, except for recognition of impairment gains or losses. When a financial asset, other than investment in equity instrument, is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to statement of profit and loss.

Classification of equity instruments, not being investments in subsidiaries, associates and joint arrangements, depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through OCI. When investment in such equity instrument is derecognized, the cumulative gains or losses recognized in OCI is transferred within equity on such derecognition.

- Financial assets measured at fair value through profit or loss – Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. Movements in fair value of these instruments are taken in profit or loss.

Impairment of financial assets

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Impairment losses are recognized in the profit or loss, where there is an objective evidence of impairment based on reasonable and supportable information that is available without undue cost or effort. For all financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The Company recognizes loss allowances on trade receivables when there is an objective evidence that the Company will not be able to collect all the due amount depending on product categories and the payment mechanism prevailing in the industry.

Income recognition on financial assets

Interest income from financial assets is recognized in profit or loss using effective interest rate method, where applicable.

Dividend income is recognized in profit or loss only when the Company's right to receive payments is established and the amount of dividend can be measured reliably.

3.4.2 Financial Liabilities

Financial liabilities are classified according to the substance of the contractual arrangements entered into. Financial liabilities are classified, at initial recognition, as subsequently measured at amortized cost unless they fulfill the requirement of measurement at fair value through profit or loss. Where the financial liability has been measured at amortized cost, the difference between the initial carrying amount of the financial liabilities and their redemption value is recognized in the statement of profit and loss over the contractual terms using the effective interest rate method. Financial liabilities at fair value through profit or loss are carried at fair value with changes in fair value recognized in the finance income or finance cost in the statement of profit or loss.

3.4.3 Derecognition of financial assets and financial liabilities

Financial assets are derecognized when the rights to receive benefits have expired or been transferred, and the Company has transferred substantially all risks and rewards of ownership of such financial asset. Financial liabilities are derecognized when the liability is extinguished that is when the contractual obligation is discharged, cancelled or expired.



Notes to the Financial Statements

3.4.4 Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

3.5 Derivatives and hedging activities

The Company do have derivative financial instruments such as forward contracts, and to mitigate risk of changes in exchange and interest rates, although nil outstanding at on 31st March, 2023. The counterparty for these contracts is generally banks.

3.5.1 Derivatives

Derivatives are measured at fair value. All fair value gains and losses are recognized in profit and loss except where the derivatives qualify as hedging instruments in cash flow hedges or net investment hedges.

3.5.2 Cash flow hedges that qualify for hedge accounting:

The Company designates their derivatives as hedges of foreign exchange risk associated with the cash flows of highly probable forecast transactions.

The Company documents at the inception of the hedging transaction the economic relationship between hedging instruments and hedged items including whether the hedging instrument is expected to offset changes in cash flows of hedged items.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in the Other Comprehensive Income.

3.6 Government Grants

Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are deferred and recognized in the Statement of Profit and Loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of Property, Plant and Equipment are included in non-current liabilities as deferred income and are credited to the Statement of Profit and Loss on a Straight Line basis over the useful life of the related assets and presented within other income.

3.7 Income Tax

The Income Tax expense or credit for the period is the tax payable on the current year's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses as well as available MAT Credit.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date. Current tax comprises of expected tax payable or receivable on taxable income / loss for the year or any adjustment or receivable in respect of previous year.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Current and deferred tax are recognized in profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.



Notes to the Financial Statements

3.8 Inventories

Stock of finished goods and stock-in-trade are valued at lower of cost and net realizable value. Finished goods, produced from agricultural produce viz. Black Tea and Tea Waste, are valued at lower of cost arrived at by adding the cost of conversion to the fair value of agricultural produce viz. Green Leaves and the net realizable value. Agricultural produces, viz. Green Leaves harvested from the Company's own Tea Estates, are valued at fair value less cost to sale at the point of harvest. Black Pepper, being an Agricultural Produce is also valued at the net realizable value.

Raw Materials purchased (including Bought Green Leaves) and Stores and Spare Parts are valued at or under cost. Work-in-progress is valued at works cost based on technical evaluation of the stage of completion.

Provision is made for obsolete, slow moving and defective inventories, wherever necessary and reviewed from time to time.

Costs are ascertained to the individual item of inventory by adopting weighted average method. Net realizable value is the estimated selling price for inventories less all selling costs.

3.9 Biological Assets

Biological Assets of the Company comprises of unharvested Green Tea Leaves. These are recognized as such when and only when, (a) the Company controls the assets as a result of past events, (b) it is probable that future economic benefits associated with such assets will flow to the Company and (c) the fair value or cost of assets can be measured reliably. These assets are measured at its fair value less cost to sell. The gain or loss arising from change in such value is included in Statement of Profit and Loss.

3.10 Agricultural Produce

Agricultural Produce of the Company comprises of harvested Green Tea Leaves as well as Black Pepper, from its own Tea Estates. These are valued at fair value less cost to sell on the reporting date. The gain or loss arising from change in such value is included in the Statement of Profit and Loss under the head Consumption of Raw Materials (Green leaves) or Change in inventories of Finished Goods, as applicable.

3.11 Employee Benefits

3.11.1 These are recognized at the undiscounted amount as expense for the year in which the related service is rendered.

3.11.2 The Company is contributing regularly to the Provident Funds, administered by the Governments and independent of Company's finances, in respect of all its eligible employees. The Company also operates Defined Contribution Scheme for payment of Pension to certain classes of employees. Monthly contribution at 15% of the eligible employees' current salary is made to recognized Superannuation Fund, which is fully funded. This Fund is administered by Trustees and is independent of Company's finance. Contributions are recognized in Profit and Loss Statement on an accrual basis.

3.11.3 Defined Benefit Gratuity Plan is also maintained by the Company. The Company contributes to the recognized Gratuity Fund, which is administered by the Trustees and is independent of Company's finance. The Annual Contribution is determined by the actuary at the end of the year. Actuarial gains and losses are recognized in the Profit and Loss Statement. The Company also recognizes in the Profit and Loss Statement gains or losses on curtailment or settlement of the defined benefit plan as and when the curtailment or settlement occurs.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized, in the year in which they occur, directly in Other Comprehensive Income and eventually included in retained earnings in the Statement of changes in Other Equity and in the Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in the Statement of Profit and Loss as past service cost.

3.11.4 Leave encashment liability for eligible employees is provided for at the end of the year, as actually computed and paid/provided for and the charge is recognized in the Profit and Loss Statement.

3.12 Leases

Leases are recognized as per Ind AS 116 when there is a contract that conveys the right to control the use of an identified asset. Such leases are amortized over the lease term.

3.13 Borrowing costs

Borrowing costs consist of interest and related costs incurred in connection with the borrowing of funds. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs.



Notes to the Financial Statements

Borrowing costs that are attributable to the acquisition or construction of qualifying assets or for self-created assets (i.e. an asset that necessarily takes a substantial period of time to get ready for its intended use) are capitalized as a part of the cost of such assets. All other borrowing costs are charged to the Statement of Profit and Loss.

3.14 Provisions and Contingent Liabilities

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking in to account the risks and uncertainties surrounding the obligation.

Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Company or present obligations where it is not probable that an outflow of resources will be required or the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are not recognized in the financial statements but are disclosed unless the possibility of an outflow of economic resources is considered remote.

3.15 Operating Segments

In terms of Ind AS 108, Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) viz. the Chief Executive officer (Executive Chairman) of the Company. The Chief Operating Decision Maker is responsible for allocating resources and assessing performance of the operating segments, which are engaged in separate business activities from which it earns revenue and incur expenses. For each of the segments discreet Financial Results are available.



Notes to the Financial Statements

₹ in Lakhs

4. PROPERTY, PLANT AND EQUIPMENT										
Particulars	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION				NET CARRYING AMOUNT	
	As at 1st April, 2022	Additions during the Year	Disposal during the Year	As at 31st March, 2023	As at 1st April, 2022	Depreciation for the year	Disposal during the Year	As at 31st March, 2023	As at 31st March, 2023	As at 31st March, 2022
Land - Tea Estates	6,330.99	8.63	-	6,339.62	-	-	-	-	6,339.62	6,330.99
Land - Leasehold	1,165.55	-	-	1,165.55	69.49	11.79	-	81.28	1,084.27	1,096.06
Bearer Plants - Tea Bushes	2,423.09	278.16	0.79	2,700.46	228.54	58.02	0.44	286.12	2,414.34	2,194.55
Bearer Plants - Black Pepper Vines	20.68	-	-	20.68	6.21	1.89	-	8.10	12.58	14.47
Buildings	10,685.52	1,331.38	4.77	12,012.13	1,576.97	318.73	1.24	1,894.46	10,117.67	9,108.55
Plant and Equipment	6,375.46	527.86	105.40	6,797.92	3,599.03	479.88	92.13	3,986.78	2,811.14	2,776.43
Furniture and Fixtures	1,581.68	14.38	1.24	1,594.82	737.07	120.23	1.18	856.12	738.70	844.61
Vehicles	1,194.27	27.29	52.05	1,169.51	791.33	78.39	49.37	820.35	349.16	402.94
Office Equipment	411.38	13.33	16.53	408.18	283.00	32.02	15.54	299.48	108.70	128.38
Computers	725.69	55.15	22.31	758.53	523.86	83.39	21.19	586.06	172.47	201.83
31st March, 2023	30,914.31	2,256.18	203.09	32,967.40	7,815.50	1,184.34	181.09	8,818.75	24,148.65	23,098.81
31st March, 2022	31,094.73	1,513.56	1,693.98	30,914.31	7,135.20	1,108.11	427.81	7,815.50		

5. CAPITAL WORK-IN-PROGRESS AGEING SCHEDULE					
Particulars	Amount in CWIP for a period of				
	Less than 1 Year	1-2 years	2-3 years	More than 3 Years	Total
Projects in progress	246.07	127.86	14.34	24.23	412.50
	331.96	120.78	61.59	58.00	572.33
Projects temporarily suspended	-	-	-	-	-
	-	-	-	-	-
31st March, 2023	246.07	127.86	14.34	24.23	412.50
31st March, 2022	331.96	120.78	61.59	58.00	572.33

6. OTHER INTANGIBLE ASSETS										
Particulars	GROSS CARRYING AMOUNT				ACCUMULATED AMORTISATION				NET CARRYING AMOUNT	
	As at 1st April, 2022	Additions during the Year	Disposal during the Year	As at 31st March, 2023	As at 1st April, 2022	Amortisation for the year	Disposals during the Year	As at 31st March, 2023	As at 31st March, 2023	As at 31st March, 2022
Know-how	-	705.99	-	705.99	-	33.08	-	33.08	672.91	-
Computer Software	844.19	52.33	4.59	891.93	530.57	155.82	4.37	682.02	209.91	313.62
31st March, 2023	844.19	758.32	4.59	1,597.92	530.57	188.90	4.37	715.10	882.82	313.62
31st March, 2022	662.22	187.20	5.23	844.19	396.56	137.01	3.00	530.57		

7. INTANGIBLE ASSETS UNDER DEVELOPMENT AGEING SCHEDULE					
Particulars	Amount in Intangible Assets Under Development for a period of				
	Less than 1 Year	1-2 years	2-3 years	More than 3 Years	Total
Projects in progress	81.14	-	-	-	81.14
	333.42	-	-	-	333.42
Projects temporarily suspended	-	-	-	-	-
	-	-	-	-	-
31st March, 2023	81.14	-	-	-	81.14
31st March, 2022	333.42	-	-	-	333.42

**Notes to the Financial Statements**

₹ in Lakhs

	31st March, 2023	31st March, 2022
8. INVESTMENT IN SUBSIDIARIES AND ASSOCIATES		
Unquoted		
In Equity Instruments - Subsidiary Company		
Rossell Techsys Inc. - 392 (31.03.22 -392) Shares of Common Stock (Note 50)	75.13	75.13
Rossell Techsys Limited - 50,000 (31.03.22 - Nil) Equity Shares of ₹ 2 Each (Note 50)	1.00	-
	76.13	75.13
9. NON-CURRENT INVESTMENTS		
In Equity Instruments - Others		
R V Enterprizes Pte. Ltd. - no Par Value denominated in USD		
2,49,924.40 (Extent of holding - 13%) (31.03.2022 - USD 2,49,924.40) at FVTOCI	-	-
In Preference Instruments - Others		
R V Enterprizes Pte. Ltd. - 34,52,359 (31.03.2022-34,52,359) Shares of US\$ 1 each measured at FVTOCI	1,847.99	1,847.99
	1,847.99	1,847.99
A. Aggregate amount of Quoted Investments	-	-
B. Aggregate amount of Unquoted Investments	1,847.99	1,847.99
C. Aggregate amount of to date Impairment in Value of Investments (considered in OCI)	168.52 *	168.52*
* Note: There is no impairment during the year		
10. LOANS		
Unsecured Considered Good		
Loan to Employees	6.13	0.84
	6.13	0.84
11. OTHER FINANCIAL ASSETS		
Security Deposits	187.86	148.03
Other Deposits	185.17	404.54
	373.03	552.57
12. OTHER NON-CURRENT ASSETS		
Capital Advances	70.38	87.66
	70.38	87.66



Notes to the Financial Statements

₹ in Lakhs

	31st March, 2023	31st March, 2022
13. INVENTORIES		
Raw Materials (Green Leaf - Agricultural Produce)- At fair value	21.71	37.49
Raw Materials (Others)- At cost	12,860.76	9,768.19
Finished Goods (Black Pepper - Agriculture Produce) - At fair value less cost to sell	32.49	1.27
Finished Goods - At lower of cost and net realisable value [including in transit ₹ 169.13 Lakhs (31.03.2022 - ₹ 52.75 Lakhs)]	882.27	1,420.37
Stores and Spares- At or under cost	506.61	404.21
Work-in-Progress - At works cost	864.64	541.96
	15,168.48	12,173.49

14. BIOLOGICAL ASSETS OTHER THAN BEARER PLANTS		
Fair Value of Biological Assets Other than Bearer Plants (Unharvested Green Tea Leaves)	67.06	110.45
	67.06	110.45

15. INVESTMENTS		
Investment at Fair Value through Profit or Loss		
Investment in Mutual Funds (Unquoted)		
28,74,651.996 Units (2022- Nil) of SBI Savings Fund - Regular Plan - Growth	1,017.91	-
17,018.390 Units (2022- Nil) of SBI Magnum Low Duration Fund - Regular Plan - Growth	507.63	-
	1,525.54	-

16. TRADE RECEIVABLES		
Unsecured		
Trade Receivables Considered Good	4,778.01	3,314.39
Trade Receivables which have significant increase in credit risk	-	-
	4,778.01	3,314.39

16A. TRADE RECEIVABLES AGEING SCHEDULE							
Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 Months	6 Months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
(i) Undisputed Trade receivables – considered good	3,254.95	1,198.17	306.10	0.10	7.03	11.66	4,778.01
	2,505.15	609.06	178.47	1.87	19.84	-	3,314.39
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
	-	-	-	-	-	-	-

**Notes to the Financial Statements**

₹ in Lakhs

(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
31st March, 2023	3,254.95	1,198.17	306.10	0.10	7.03	11.66	4,778.01
31st March, 2022	2,505.15	609.06	178.47	1.87	19.84	-	3,314.39

		31st March, 2023	31st March, 2022
17.	CASH AND CASH EQUIVALENTS		
	Balance with Banks - Current Accounts	41.48	167.88
	Cash on hand	5.55	9.24
		47.03	177.12

18.	OTHER BANK BALANCES		
	Dividend Accounts *	5.57	7.15
		5.57	7.15

* Earmarked for payment of unclaimed dividend

19.	LOANS		
	Unsecured Considered Good		
	Loan to Employees	6.23	11.57
		6.23	11.57

20.	OTHER FINANCIAL ASSETS		
	Deposit with Bank under Lien with State's VAT authorities as Security Deposit	1.63	1.63
		1.63	1.63

21.	CURRENT TAX ASSETS		
	Central Income Tax	32.05	30.59
		32.05	30.59



Notes to the Financial Statements

₹ in Lakhs

	31st March, 2023	31st March, 2022
22. OTHER CURRENT ASSETS		
Advances to Suppliers, Service Providers etc.	110.77	75.44
Advances Recoverable*	156.97	361.05
Prepaid Expenses	244.79	482.63
Other Receivables	15.07	26.27
Input Tax Credit/ Refund (GST) Receivable	525.42	579.16
Subsidies receivable from Governments	791.26	609.51
Export Incentives Receivables	11.63	5.79
	1,855.91	2,139.85

* Includes ₹ 17.74 lakhs due from wholly owned subsidiary, Rossell Techsys Ltd.

23. EQUITY SHARE CAPITAL		
Authorized		
3,80,00,000 (31.03.2022 - 4,50,00,000) Equity Shares of ₹ 2 each	760.00	900.00
14,00,000 (31.03.2022 - Nil) Preference Shares of ₹ 10 each	140.00	-
Issued, Subscribed and Paid Up		
3,76,96,475 (31.03.2022 - 3,66,96,475) Equity Shares of ₹ 2 each fully paid up	753.93	733.93
A) Rights, Preferences and Restrictions attached to the Ordinary Share		
The Company has only one class of shares referred to as Equity Shares having a par value of ₹ 2 per share. Each shareholder is eligible for one vote per share and is entitled to participate in Dividend, which may be proposed by the Board of Directors. In the event of liquidation, the Equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.		
B) Equity Shares held by Holding Company		
BMG Enterprises Ltd.	2,47,31,795	2,37,63,795
C) Shareholders holding more than 5% of the aggregate Equity Share capital in the Company		
Name of the Shareholder	No. of Equity Shares and % of Holding	No. of Equity Shares and % of Holding
BMG Enterprises Ltd., Holding Company	2,47,31,795	2,37,63,795
	65.61	64.76
Harsh Mohan Gupta	18,77,751	18,77,751
	4.98	5.12
D) Reconciliation of Number of Shares		
Equity Shares outstanding at the beginning of the year	3,66,96,475	3,66,96,475
Add: Equity Shares issued during the year	10,00,000	-
Equity Shares outstanding at the end of the year	3,76,96,475	3,66,96,475



Notes to the Financial Statements

₹ in Lakhs

E)		The Company has issued and allotted 10,00,000 Equity Shares of ₹ 2 each on 16th December, 2022 when the Board of Directors at its Meeting held on 16th December, 2022 approved the conversion of 10,00,000 0.01% Compulsorily Convertible Preference Shares (CCPS) of Rs.10 each into 10,00,000 Equity Shares of ₹ 2 each pursuant to the option exercised by the Allottee as per the Terms of the Preferential Issue. (Notes 2 and 3 on Other Equity).	
		31st March, 2023	31st March, 2022
F) Shareholding of Promotors			
Sl. No.	Promotor Name	No. of Equity Shares and % of Total Shares	No. of Equity Shares and % of Total Shares
1	BMG Enterprises Ltd., Holding Company	2,47,31,795	2,37,63,795
		65.61%	64.76%
2	Mr. Harsh Mohan Gupta	18,77,751	18,77,751
		4.98%	5.12%
3	Mr. Rishab Mohan Gupta	7,69,203	7,69,203
		2.04%	2.10%
4	Ms. Vinita Gupta	6,93,670	6,93,670
		1.84%	1.89%
5	Harvin Estates Pvt. Ltd.	1,01,045	3,61,045
		0.27%	0.98%
6	Ms. Samara Gupta	15,000	15,000
		0.04%	0.04%
7	BMG Investments Pvt Ltd	9,769	9,769
		0.03%	0.03%
Total		2,81,98,233	2,74,90,233
		74.80%	74.92%
% Change during the Year			
	BMG Enterprises Ltd., Holding Company	0.85%	-
	Mr. Harsh Mohan Gupta	-0.14%	-
	Mr. Rishab Mohan Gupta	-0.06%	-
	Ms. Vinita Gupta	-0.05%	-
	Harvin Estates Pvt. Ltd.	-0.71%	-

24. NON CURRENT BORROWINGS		
SECURED		
Term Loans from Banks		
HDFC Bank Limited	2,499.10	3,498.74
Less: Current maturities of long term debts	999.64	999.64
	1,499.46	2,499.10
a) Nature of Security		
Equitable Mortgage of Leasehold Land and Buildings constructed thereon at Bangalore.		
b) Rate of Interest prevailing at year end - 9.90% p.a. (2022 - 7.65% p.a.)		
c) Terms of Repayment		
Repayment in 20 Equal Quarterly Instalments till September, 2025		
	1,499.46	2,499.10



Notes to the Financial Statements

₹ in Lakhs

	31st March, 2023	31st March, 2022
25. DEFERRED TAX LIABILITIES / (ASSETS) (NET)		
Deferred Tax Liabilities		
The balance comprises temporary differences attributable to:		
i) Property, Plant and Equipment and Other Intangible Assets	771.16	641.04
ii) Financial Assets at Fair Value through Profit or Loss	7.46	-
iii) Fair Value of Inventories	0.94	6.33
iv) Deferred tax related to OCI items	-	12.81
v) Other Items - On Biological Asset at Fair Value	-	11.21
Deferred Tax Liabilities (A)	779.56	671.39
Deferred Tax Assets		
The balance comprises temporary differences attributable to:		
i) Deferred tax related to OCI items	11.35	-
ii) Minimum Alternate Tax Credit Entitlement	643.18	607.21
iii) Other Items - On Biological Asset at Fair Value	12.86	-
Deferred Tax Assets (B)	667.39	607.21
Net Deferred Tax Liabilities / (Assets) (A-B)	112.17	64.18
26. OTHER NON - CURRENT LIABILITIES		
Liabilities for Expenses	9.94	11.51
Government Grants		
Opening Balance	198.41	200.27
Received during the year	20.62	2.84
Less : Deferred Income to be appropriated within one year	6.13	4.70
Closing Balance	212.90	198.41
	222.84	209.92
27. CURRENT BORROWINGS		
Secured Loans repayable on demand from Banks*		
Cash Credit, Packing Credit and Demand Loans	13,162.25	11,846.60
Nature of Security		
Secured by first pari passu charge by way of : a) Equitable Mortgage on immovable properties, being Leasehold Land and Buildings constructed thereon at Bangalore as well as Dikom, Nokhroy, Nagrijuli, Romai and Namsang Tea Estates of the Company and b) Hypothecation of movable properties of Rossell Tea and Rossell Techsys Divisions (including Stock and Book Debts), both present and future, of the Company.		
Current Maturities of Long Term Borrowings	999.64	999.64
Unsecured		
Demand Loan from Bank	500.00	-
	14,661.89	12,846.24
*Utilised for Specific Purpose for which it was taken.		

**Notes to the Financial Statements**

₹ in Lakhs

	31st March, 2023	31st March, 2022
28. TRADE PAYABLES		
Trade Payables		
a) Total outstanding dues of micro enterprises and small enterprises (Note below)	89.04	23.20
b) Total outstanding dues other than micro enterprises and small enterprises	2,668.63	2,322.87
	2,757.67	2,346.07
Note		
To the extent the Company has received information from the Suppliers regarding their status under the Micro, Small and Medium Enterprise Development Act, 2006, the details are provided under Sec. 22 of that Act:		
1. Principal amount remaining unpaid at the end of the year	89.04	23.20
2. The amount of Interest accrued and paid thereon in terms of Sec. 16	-	-
3. The amount of Interest due and payable for the period of delay in making payment	-	-
4. Interest remaining accrued and unpaid at the end of the year	-	-

28A. TRADE PAYABLE AGEING SCHEDULE

Particulars	Outstanding for following periods from due date of payment*				
	Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
(i) MSME	89.04	-	-	-	89.04
	23.20	-	-	-	23.20
(ii) Others	2,659.01	8.20	0.98	0.44	2,668.63
	2,314.94	7.56	0.37	-	2,322.87
(iii) Disputed dues – MSME	-	-	-	-	-
	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
	-	-	-	-	-
31st March, 2023	2,748.05	8.20	0.98	0.44	2,757.67
31st March, 2022	2,338.14	7.56	0.37	-	2,346.07

*Ageing has been considered from the date of transaction

29. OTHER FINANCIAL LIABILITIES		
Interest accrued but not due on borrowings	60.25	44.18
Unpaid Dividends (Note below)	5.57	7.15
Capital Liabilities	146.68	121.94
	212.50	173.27
Note: Amount due for Transfer to Investor Education and Protection Fund within 1 year - ₹ 2.03 lakhs (2022 - ₹ 2.37 lakhs)		



Notes to the Financial Statements

₹ in Lakhs

	31st March, 2023	31st March, 2022
30. OTHER CURRENT LIABILITIES		
Advances from Customers	1,154.32	85.34
Liabilities for Expenses	1,719.71	1,563.32
Statutory dues	203.36	187.01
Deferred Income related to Government Grants		
Opening Balance	4.70	5.59
Add: Grant Received during the year	0.89	24.78
Add: Deferred Inome to be appropriated as Income within One Year	6.13	4.70
Less :Released to Profit and Loss Statement during the year	5.59	30.37
Closing Balance	6.13	4.70
Due to Rossell India Empeoyees' Gratuity Fund	123.54	210.91
	3,207.06	2,051.28
31. CURRENT TAX LIABILITIES (NET)		
Provision for Agricultural Income Tax	45.59	45.59
	45.59	45.59

In terms of our Report of even date

For **Khandelwal Ray & Co.,**
Chartered Accountants
Registration No. 302035E

H. M. Gupta
Executive Chairman
DIN: 00065973
Place: Delhi

Rahul Bhatnagar
Director
DIN: 07268064
Place: Noida, UP

Pinaki Sarkar
Partner
Membership No.051449

Place: Kolkata
Date: 27th May, 2023

N. K. Khurana
Director (Finance) and
Company Secretary
M. No.: FCS 2173
Place: Kolkata
Date: 27th May, 2023

**Notes to the Financial Statements**

₹ in Lakhs

	2022-2023	2021-2022
32. REVENUE FROM OPERATIONS		
(a) Sale of Products		
Black Tea	16,219.92	14,109.52
Black Pepper	13.52	23.04
Avionics, Aviation and Electronic Equipment	18,627.52	14,705.94
	34,860.96	28,838.50
(b) Sale of Services		
Receipts for Technical and Support Services	5.42	432.77
(c) Other Operating Revenues		
Subsidy -		
- Replanting, Irrigation and Machinery Subsidy	5.59	30.37
- Transport Subsidy	9.87	-
- Orthodox Subsidy	365.81	157.18
Sundry Receipts	86.46	120.65
Changes in Fair Value of Biological Assets	-	37.81
Incentive under MEIS entitlement and other Benefits relating to exports / premium on sale thereof	24.21	285.52
	491.94	631.53
	35,358.32	29,902.80
33. OTHER INCOME		
Interest Income from Financial Assets at amortised cost		
On Deposits-at amortised cost	19.07	13.86
On Loans- at effective interest basis	1.81	2.29
Interest Income from Tax Refunds	0.24	-
Interest Subvention under Assam Tea Industries Special Incentive Scheme, 2020	75.88	113.56
Profit on Sale of Investment designated at FVTPL	-	15.40
Net Gain on restatement of Investments designated at FVTPL	25.61	-
Liabilities no Longer Required Written Back (Net)	0.14	8.19
Net Gain on Foreign Currency Transactions and Translation	268.76	246.18
Profit (net) on Disposal of Property, Plant and Equipment	3.85	26.31
	395.36	425.79
34. COST OF MATERIALS CONSUMED		
Purchased Green Leaf Consumed*	619.66	382.02
Consumption of Raw Materials	8,709.06	6,404.77
	9,328.72	6,786.79
* Includes change in Fair Value of Stock of Own Green Leaf on reporting dates		



Notes to the Financial Statements

₹ in Lakhs

	2022-2023	2021-2022
35. CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS		
Stock of Work in Progress at the beginning of the year	541.96	817.42
Less: Stock of Work in Progress at the end of the year	864.64	541.96
(Increase) / Decrease	(322.68)	275.46
Stock of Finished Goods at the beginning of the year	1,421.64	1,720.54
Less: Stock of Finished Goods at the end of the year	914.76	1,421.64
(Increase) / Decrease	506.88	298.90
	184.20	574.36
36. EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages and Bonus	10,766.61	10,174.36
Contribution to Provident and other Funds	1,336.09	925.38
Workmen and Staff Welfare	1,050.65	995.78
	13,153.35	12,095.52
37. FINANCE COST		
Interest Cost on Financial Liabilities carried at amortised cost		
On Term Loans	275.57	339.91
On Working Capital Loans	669.49	596.75
On Intercorpoarte Deposits (Related Party)	-	26.72
On Others	9.52	0.95
Other Borrowings Cost	36.35	34.61
Net Loss on Foreign Currency Transactions (Net)	186.62	-
	1,177.55	998.94
Disclosure pursuant to Pararaph 26 of Ind AS 23 Borrowings Cost		
a) The amount of interest capitalised during the year on self constructed assets (Bearer Plants - Capital work in Progress).	5.27	5.07
b) Capitalisation rate used to determine the amount of interest eligible for Capitalisation as per Paragraph 14	7.13%	6.64%
c) The amount of interest capitalised during the year on self constructed assets (Plant and Machinery - Capital work in Progress).	-	1.90
d) Capitalisation rate used to determine the amount of interest eligible for Capitalisation as per Paragraph 14.	-	4.70%
e) The amount of interest capitalised during the year on self constructed assets (Intangible Assets under Development)	-	14.87
f) Capitalisation rate used to determine the amount of interest eligible for Capitalisation as per Paragraph 14	-	4.70%

**Notes to the Financial Statements**

₹ in Lakhs

	2022-2023	2021-2022
38. DEPRECIATION AND AMORTIZATION EXPENSE		
Depreciation on Property, Plant and Equipment	1,184.34	1,108.11
Amortization of Other Intangible Assets	188.90	137.01
	1,373.24	1,245.12
39. OTHER EXPENSES		
Consumption of Stores and Spare Parts	942.49	900.92
Power and Fuel	1,554.74	1,029.86
Rent	56.86	52.80
Rates and Taxes	51.74	39.85
Repairs to Building	187.83	279.80
Repairs to Machinery	236.11	216.34
Other Repairs	405.58	361.52
Vehicles Maintenance	266.96	241.44
Transportation Expenses	273.52	243.99
Freight and Shipment Charges	112.98	75.90
Warehousing Expenses	138.51	143.74
Other Selling Expenses	1,297.11	763.38
Brokerage	140.21	116.84
Commission on Sales	-	1.38
Legal and Professional Fees	356.76	356.17
Insurance	149.14	153.98
Directors' Fee and Commission	36.05	43.35
Auditors' Remuneration (Note below)	6.88	5.71
Traveling and Conveyance	413.75	292.26
Research & Development Expenses	213.31	95.30
Miscellaneous Expenses	489.31	501.15
Changes in Fair Value of Biological Assets	43.39	-
	7,373.23	5,915.68
Note: Break up of Auditors' Remuneration		
As Auditor	5.00	4.50
For Other Services		
Certification Job	1.53	0.93
Reimbursement of Expenses	0.35	0.28
	6.88	5.71



Notes to the Financial Statements

₹ in Lakhs

	2022-2023	2021-2022
40. INCOME TAX EXPENSES		
A. Amount recognised in Profit and Loss Statement		
Current Tax		
Assam Agricultural Income Tax for the year	-	-
Income Tax for the year	300.00	300.00
Total Current Tax	300.00	300.00
Deferred Tax		
Deferred Tax	59.34	46.66
B. Amount recognised in Other Comprehensive Income		
Deferred Tax Charge (Credit)		
Items that will not be reclassified to profit or loss		
On Remeasurements of post-employment defined benefit obligations	11.35	(12.81)
Net Deferred Tax	11.35	(12.81)
C. Reconciliation of Effective Tax		
The Income Tax Expense for the year reconciled with Accounting Profit as under		
Profit before tax	3,096.38	3,322.93
Effect of -		
Tax Nil (2022- Nil) on Agricultural Book Profit - Agricultural Income Tax	-	-
Tax @ 17.472% (2022- 17.472%) of Book Profit - Income Tax	300.00	300.00
MAT Credit receivable	(643.18)	(607.21)
Differential Depreciation allowable under Income Tax	771.16	641.04
Deferred Tax attributable to other items	(68.64)	12.83
Income Tax Expense recognised in Profit and Loss Statement	359.34	346.66

41. EARNINGS PER SHARE		
Profit for the Year	2,737.04	2,976.27
Weighted average number of Equity Shares outstanding for the purpose of:		
- Basic Earnings per Equity Share	369.87	366.96
- Diluted Earnings per Equity Share	374.58	366.96
Basic Earnings per Equity Share of ₹ 2 each	7.40	8.11
Diluted Earnings per Equity Share of ₹ 2 each	7.31	8.11

42. CONTINGENT LIABILITIES AND COMMITMENTS'		
(i) Estimated amount of Contingent Liabilities not provided for		
a. Claims against the Company not acknowledged as Debts	51.62	51.62
b. Income Tax Demands disputed before Appellate Authorities	1,067.20	-
c. Bank Guarantees outstanding	1.66	65.61
(ii) Commitments		
Estimated amount of contracts to be executed on Capital Account and not provided for (net of Advances)	160.71	205.99

**Notes to the Financial Statements**

₹ in Lakhs

	2022-2023	2021-2022
43. EXPENSES ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES		
The Company is covered under Section 135 of the Companies Act, 2013. Accordingly, the CSR committee has been formed by the Company in accordance with Sub-Section 1 and the Company is mandatorily required to spend at least 2% of its average Net Profit as computed under Section 198 for the immediately preceding three financial years on Corporate Social Responsibility (CSR) activities. The required disclosure for CSR activities undertaken during the year is given hereunder:		
(i) Amount required to be spent by the company during the year	67.00	48.00
(ii) Amount of expenditure incurred	67.01	48.03
(iii) Shortfall at the end of the year	-	-
(iv) Total of previous years shortfall	-	-
(v) Reason for shortfall	NA	NA
(vi) Nature of CSR activities	Eradication of hunger and malnutrition, promoting education, healthcare, destitute care and rehabilitation, disaster relief, COVID-19 relief and rural development projects.	
(vii) Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard(*)	21.68	13.54
(viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately.	NA	NA
(*) Represents contribution to BMG Foundation, a Trust controlled by the Holding Company to promote health care including preventive health care.		

44. SEGMENT INFORMATION	
In terms of Ind AS 108, the Company has the following reportable Operating Segments as Primary Segments:	
Business Activity	Operating Segment
A. Cultivation, Manufacture and Sale of Tea	Cultivation, Manufacture and Sell of Bulk Tea
B. Aviation Products and Services	Engineering and Manufacturing in Aerospace and Defense

	31st March, 2023	31st March, 2022
Segments' Revenue		
A. Cultivation, Manufacture and Sale of Tea	16,721.75	14,442.24
B. Aviation Products and Services	18,636.57	15,460.56
Total Revenue from Operations	35,358.32	29,902.80
Revenue from External Customers'		
Country of Domicile		
India	15,229.62	12,891.11



Notes to the Financial Statements

₹ in Lakhs

	31st March, 2023	31st March, 2022
44. SEGMENT INFORMATION (contd.)		
Foreign Countries		
USA	17,668.89	14,137.71
UK	1,311.61	1,343.21
France	-	49.20
Germany	278.56	40.50
Other Countries	869.64	1,441.07
Total	20,128.70	17,011.69
	35,358.32	29,902.80
Information about Major Customers		
The Boeing Company, USA	15,184.42	13,561.50
% of Total Revenue	42.94	45.35
Taylor's of Harrogate	1,218.00	1,337.55
% of Total Revenue	3.44	4.47
Segments' Results		
A. Cultivation, Manufacture and Sale of Tea	2,568.99	2,221.73
B. Aviation Products and Services	2,266.67	1,898.15
	4,835.66	4,119.88
Less: Interest	1,177.55	998.94
Unallocated Expenses net of unallocated Income	561.73	456.79
Profit before Tax	3,096.38	2,664.15
Segments' Assets		
A. Cultivation, Manufacture and Sale of Tea	15,760.78	15,615.62
B. Aviation Products and Services	30,734.16	26,618.32
	46,494.94	42,233.94
Add: Unallocated	4,891.34	2,614.67
Total Assets	51,386.28	44,848.61
Segment Assets include the following Capital Expenditure for the year		
A. Cultivation, Manufacture and Sale of Tea	687.70	914.66
B. Aviation Products and Services	1,129.67	598.51
	1,817.37	1,513.17
Add: Unallocated	1,197.13	187.59
Total Additions to Property, Plant and Equipment during the year	3,014.50	1,700.76

**Notes to the Financial Statements**

₹ in Lakhs

	31st March, 2023	31st March, 2022
44. SEGMENT INFORMATION (contd.)		
Segments' Liabilities		
A. Cultivation, Manufacture and Sale of Tea	3,662.16	5,083.76
B. Aviation Products and Services	18,762.80	14,762.20
	22,424.96	19,845.96
Add: Unallocated	294.22	389.69
	22,719.18	20,235.65

45. EMPLOYEE BENEFIT OBLIGATION		
Defined Contribution Plans		
The Company operates defined contribution scheme for payment of pension for certain eligible employees. Under the scheme, contributions are made by the Company, based on current salaries, to the recognized Superannuation Fund maintained by the Company. The Company is also contributing to the Governments administered Provident Funds in respect of all the qualifying employees.		
An amount of ₹ 1,006.75 lakhs (2022 – ₹ 947.84 Lakhs) has been charged to the Statement of Profit and Loss on account of defined contribution schemes.		
Defined Benefit Plans		
The Company also operates defined benefit scheme in respect of gratuity benefit towards its employees. This schemes offer specified benefits to the employees on retirement, death, disability or cessation of employment. The liability arising for the Defined Benefit Scheme is determined in accordance with the advice of independent, professionally qualified actuary, using the Projected Unit Credit (PUC) actuarial method as at year end. The Company makes regular contribution for this Employee Benefit Plan to a recognized Gratuity Fund. This Fund is administered through approved Trust, which operate in accordance with the Trust Deed and Rules.		
Gratuity - Funded		
	31st March, 2023	31st March, 2022
DISCLOSURE OF DEFINED BENEFIT COST		
A. Profit and Loss		
1. Current Service Cost	192.45	197.76
2. Past Service Cost - Plan amendments	-	-
3. Curtailment Cost/(Credit)	-	-
4. Settlement Cost/(Credit)	-	-
5. Service Cost	192.45	197.76
6. Net interest on net defined benefit liability / (asset)	(14.99)	-
7. Other long term employee benefit plans / other adjustments	121.91	-
8. Acquisition Credit	-	(247.07)
9. Cost recognised in the Statement of Profit and Loss Account	299.37	(49.31)



Notes to the Financial Statements

₹ in Lakhs

	31st March, 2023	31st March, 2022
DISCLOSURE OF DEFINED BENEFIT COST (contd.)		
B. Other Comprehensive Income (OCI)		
1. Actuarial (gain)/loss due to DBO experience	292.99	(107.68)
2. Actuarial (gain)/loss due to DBO assumption changes	(59.27)	(51.73)
3. Actuarial (gain)/loss arising during the period	233.72	(159.41)
4. Return on plan assets (greater)/less than discount rate	(89.56)	(5.39)
5. Actuarial (gains)/losses recognized in OCI	144.16	(164.80)
C. Defined Benefit Cost		
1. Total Service Cost	192.45	197.76
2. Net interest on net defined benefit liability / (asset)	(14.99)	-
3. Actuarial (gains)/losses recognized in OCI	144.16	(164.80)
4. Other long term employee benefit plans	121.91	-
5. Defined Benefit Cost	443.53	32.96
MOVEMENT OF DEFINED BENEFIT OBLIGATION AND PLAN ASSETS		
A. Change in Defined Benefit Obligations (DBO)		
1. DBO at the end of prior period	2,717.97	2,980.98
2. Current Service Cost	192.45	197.76
3. Interest Cost on the DBO	177.95	194.26
4. Curtailment Cost/(Credit)	-	-
5. Settlement Cost/(Credit)	-	-
6. Past Service Cost - Plan amendments	-	-
7. Acquisitions (Credit)/ cost	-	(247.07)
8. Actuarial (gain)/loss - experience	292.99	(107.68)
9. Actuarial (gain)/loss - demographic assumptions	(59.27)	(51.73)
10. Actuarial (gain)/loss - financial assumptions	-	-
11. Benefits Paid directly by the Company	-	-
12. Benefits paid from plan assets	(351.79)	(248.55)
13. DBO at the end of current period	2,970.30	2,717.97
B Change in Fair Value of Assets		
1. Fair value of assets at the end of the prior period	2,932.08	2,980.98
2. Acquisition adjustment	-	-
3. Interest income on plan assets	192.94	194.26
4. Employer contributions	229.42	-
5. Return on plan assets greater / (lesser) than discount rate	89.56	5.39
6. Benefits paid	(351.79)	(248.55)
7. Other Adjustments	(121.91)	-
8. Fair Value of assets at the end of current period	2,970.30	2,932.08



Notes to the Financial Statements

₹ in Lakhs

	31st March, 2023	31st March, 2022
Actuarial Assumptions as at 31st March, 2023		
1. Discount Rate	7.20%	7.00%
2. Rate of Salary Increase	5.00%	5.00%
The Discount Rate as at 31st March, 2023 is based on the yield on Government Bonds as on March, 2023		
Sensitivity Analysis		
A. Discount Rate(%)	7.20	7.00
1. Effect on DBO due to 1% increase in Discount Rate	(269.14)	(249.28)
Percentage Impact	(9.06)	(9.17)
2. Effect on DBO due to 1% decrease in Discount Rate	317.13	294.48
Percentage Impact	10.68	10.83
B. Salary escalation rate (%)	5.00	5.00
1. Effect on DBO due to 1% increase in Salary Escalation Rate	316.21	293.29
Percentage Impact	10.65	10.79
2. Effect on DBO due to 1% decrease in Salary Escalation Rate	(273.27)	(252.74)
Percentage Impact	(9.20)	(9.30)
Method used for sensitivity analysis: The sensitivity results above determine their individual impact on the Plan's end of year Defined Benefit Obligation. In reality, the Plan is subject to multiple external experience items which may move the Defined Benefit Obligation in similar or opposite directions, while the Plan's sensitivity to such changes can vary over time.		
IV Actuarial Calculations under Indian Accounting Standard (Ind AS) 19 - Additional Disclosure Information		
A. Maturity Profile of the Defined Benefit Obligation		
1. Within 1 year	145.62	121.58
2. 1-2 year	253.44	205.27
3. 2-3 year	194.88	242.37
4. 3-4 year	291.72	180.86
5. 4-5 year	251.99	278.69
6. 5-10 year	1,464.88	1,422.46
B. Expected employer contribution to the plan for next year March, 2023 (Net amount taken as Payable to the Fund as at the year end)	123.54	210.91
C. Plan Asset Information as at 31st March, 2023		
	Percentage	Percentage
Government of India Securities (Central and State)	25.32	29.59
High quality Corporate Bonds (including Public Sector Bonds)	8.30	8.48
Cash (including Special Deposits)	4.84	1.42
Schemes of Insurance	57.49	55.77
Other	4.05	4.74
Total	100.00	100.00



Notes to the Financial Statements

D. Risk Management	
	The above benefit plans expose the Company to actuarial risks such as follows:
(i)	Interest rate risk: The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase
(ii)	Salary inflation risk: Higher than expected increases in salary will increase the defined benefit obligation
(iii)	Demographic risk: This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

46.	Related Party Disclosure as per Ind AS 24 for the Financial Year Ended 31st March 2023	
(i)	Holding Company	
	BMG Enterprises Ltd.	Extend of holding of Equity Share - 65.61%
(ii)	Subsidiary Company	
	Rossell Techsys Inc. w.e.f 12th February, 2021 (Incorporated on 6th August, 2020)	Extent of holding of Equity Shares - 100%
	Rossell Techsys Limited w.e.f 16th December, 2022 (Incorporated on 6th December, 2022)	Extent of holding of Equity Shares - 100%
(iii)	Enterprises over which the Key Management Personnel or their relatives have significant influence	
	BMG Investments Private Ltd.	
	Harvin Estates Private Ltd.	
	BMG Foundation	
(iv)	Key Management Personnel	
	Mr. H.M.Gupta	- Executive Chairman
	Mr. R M Gupta	- Whole Time Director
	Mr. N K Khurana	- Director (Finance) and Company Secretary
	Ms. Nayantara Palchoudhuri	- Non-Executive Director
	Mr. K Katyal	- Non-Executive Director
	Mr. R Bhatnagar	- Non-Executive Director
(v)	Relatives of Key Management Personnel with whom transactions took place during the year	
	Mrs. Vinita Gupta	- Wife of Mr. H M Gupta
	Ms. Samara Gupta	- Daughter of Mr. H M Gupta

₹ in Lakhs

		Financial Year	
		2022-2023	2021-2022
(vi)	Transactions/ balance with Subsidiary		
	Rossell Techsys Inc.		
	Investment in Equity Shares of Subsidiary Company	-	75.06
	Services provided during the year	1,093.61	539.95
	Purchase of Goods	35.59	0.81
	Payable to Subsidiary Company at the end of the year	68.90	80.17
	Rossell Techsys Ltd.		
	Investment in Equity Shares of Subsidiary Company	1.00	-
	Receivable from Subsidiary Company at the end of the year	17.74	-
(vii)	Transactions/ balances with Holding Company		
	a) Loan from BMG Enterprises Ltd, Holding Company		
	At the beginning of the year		

**Notes to the Financial Statements**

₹ in Lakhs

	Financial Year	
	2022-2023	2021-2022
Principal	-	840.00
Interest	-	-
Received during the year	-	198.00
Repayment during the year	-	1,038.00
Interest paid	-	11.68
At the end of the year		
Principal	-	-
Interest	-	-
b) Rent paid for Office Space		
- BMG Enterprises Ltd	-	12.00
(viii) Transactions / balances with Enterprises where significant influence is exercisable		
a) Loan from BMG Investment Pvt Ltd		
At the beginning of the year		
Principal	-	768.00
Interest	-	-
Received during the year	-	756.00
Repayment during the year	-	1,524.00
Interest paid	-	15.04
At the end of the year		
Principal	-	-
Interest	-	-
a) Rent paid for Office Space		
- Harvin Estate Pvt. Ltd.	6.00	6.00
b) Rent for Residential Accommodation		
- Harvin Estate Pvt. Ltd.	6.00	6.00
c) Contribution made for charitable purpose (Included in CSR Activities)		
- BMG Foundation	21.68	13.54
(ix) Transactions with Key Management Personnel:		
a) Short Term Employment Benefits		
- Mr. H. M. Gupta	164.63	151.85
- Mr. N. K. Khurana	63.09	60.66
- Mr. R M Gupta	115.98	109.69
b) Post-Employment Benefit		
- Mr. H. M. Gupta	11.52	11.99
- Mr. N. K. Khurana	16.87	17.61
- Mr. R M Gupta	10.08	13.75



Notes to the Financial Statements

₹ in Lakhs

	Financial Year	
	2022-2023	2021-2022
(x) Transactions with relatives of Key Management Personnel		
a) Short Term Employment Benefits		
- Mrs. Vinita Gupta	48.28	45.76
- Ms. Samara Gupta	41.92	39.70
b) Post-Employment Benefits		
- Mrs. Vinita Gupta	4.32	5.82
- Ms. Samara Gupta	3.69	4.97
(xi) Transactions with Post Employment Benefit Plan - Contributions		
a) Contribution to Rossell India Employees' Gratuity Fund as per Actuarial Valuation	443.53	-
b) Contribution to Rossell Tea Superannuation Fund	48.01	41.06
c) Balance payable to Rossell India Employees' Gratuity Fund at the end of the year	123.54	210.91
(xii) Transactions with Non-Executive Directors		
Sitting Fees		
Ms. Nayantara Palchoudhuri	7.25	6.45
Mr. K Katyal	7.15	6.65
Mr. A Shukla	-	4.50
Mr. R Bhatnagar	6.65	5.75
Director's Commission		
Ms. Nayantara Palchoudhuri	5.00	5.00
Mr. K Katyal	5.00	5.00
Mr. A Shukla	-	5.00
Mr. R Bhatnagar	5.00	5.00

47. Financial risk management objectives

The Company's business activities expose it to certain financial risks - market risk, liquidity risk and credit risk. In order to minimize those risks, the Company has risk management policies and procedures in place as approved by the Risk management Committee of the Board of Directors of the Company after due evaluation of key risks facing the business of the Company:

a) Market Risk

The Company's business of Cultivation, Manufacture and Sale of Tea is primarily agricultural in nature. Moreover, the sale price of Tea is largely determined by the market forces of demand and supply. Thus, adverse weather conditions and uncertain tea market expose it to the risk that the fair value or future cash flows may adversely fluctuate. The Company closely monitors the changes in market conditions and select the sales strategies to mitigate its exposure to various market risks. Other Market risks are as under:

i. Foreign Currency Risk

The Company undertakes significant transactions denominated in foreign currency with its customers in relation to Exports by Rossell Tea Division and 100% EOU of Rossell Techsys Division. This results in wide exposure to exchange rate fluctuations. Such exchange rate risk primarily arises from transactions made in foreign exchange and reinstatement risks arising from recognized assets and liabilities, which are not in the Company's functional currency (Indian Rupees). A significant portion of these transactions are in US Dollar, Euro and British Pound Sterling etc.



Notes to the Financial Statements

The Company, as Risk Management Policy, hedges its exposure in foreign exchange whenever considered appropriate based on the their perception about such market and reviews periodically its exposure therein to ensure that results from fluctuating currency exchange rate are appropriately managed.

The exposure to foreign currency as on 31st March, 2023 and 31st March, 2022 is given as under:

₹ in Lakhs

Particulars	As at 31st March, 2023				As at 31st March, 2022			
	USD	EURO	GBP	CHF	USD	EURO	GBP	CHF
Financial Assets								
Investments in Equity/ Preference Instruments	34.64	-	-	-	34.64	-	-	-
Trade Receivables	55.93	0.04	-	-	40.43	1.12	-	-
Total Financial Assets (A)	90.57	0.04	-	-	75.07	1.12	-	-
Financial Liabilities								
Borrowings	-	-	-	-	38.06	-	-	-
Trade Payables	21.93	0.22	0.17	-	23.94	0.16	0.02	0.09
Other Payables	0.84	-	-	-	1.06	-	-	-
Total Financial Liabilities (B)	22.77	0.22	0.17	-	63.06	0.16	0.02	0.09
Net Exposure in Foreign Currency (A-B)	67.80	(0.18)	(0.17)	-	12.01	0.96	(0.02)	(0.09)

The impact of sensitivity analysis (10% appreciation / depreciation of the foreign currency with respect to functional currency) arising on account of above outstanding foreign currency denominated assets and liabilities would be ₹ 461.63 Lakhs (31st March, 2022 – Rs.27.86 Lakhs).

ii. Interest Rate Risk

Interest rate risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The objectives of the Company's interest rate risk management processes are to lessen the impact of adverse interest rate movements on its earnings and cash flows and to minimize counter party risks.

The Company is exposed to interest rate volatilities primarily with respect to its borrowings from banks. Such volatilities primarily arise due to changes in the Lending rates of Banks, which in turn are linked with Repo Rates as announced by RBI from time to time as well as other economic parameters of the Country. The Company manages such risk by operating with Banks having strong fundamentals with comparatively lower Lending Rates in the Market.

Interest rate sensitivity

Since the significant amount of borrowings of the Company are short term in nature, the possible volatility in the interest rate is minimal.

b) Liquidity Risk

Liquidity risk is the risk that the Company may encounter difficulty, including seasonality, in meeting its obligations due to shortage of liquid assets.

The Company mitigates its liquidity risks by ensuring timely collections of its trade receivables, close monitoring of its credit cycle, ensuring optimal movements of its inventories and avoid blockage of working capital in non-productive current assets.

The remaining contractual maturities of significant financial liabilities payable within one year (other than borrowings from the Banks) as at 31st March, 2023 and 31st March, 2022 are as under:

₹ in Lakhs

Particulars	As at 31st March, 2023	As at 31st March, 2022
Trade Payables	2,757.67	2,346.07
Other Financial Liabilities	212.50	173.27
Other Current Liabilities	3,207.06	2,051.28
Total	6,177.23	4,570.62



Notes to the Financial Statements

c) Credit Risk

Credit risk is the risk that counter party will not meet its obligations leading to a financial loss to the Company.

The Company has its policy to limit its exposure to credit risk arising from outstanding receivables. Management regularly assess the credit quality of its customer's based on which, the terms of payment are decided. Credit limits are set for each customer, which are reviewed at periodic intervals. The credit risk of the Company is low as the Company sells a significant volume of its Teas through the auction system which is on cash and carry basis. The exports are made mostly to worldwide reputed Corporates like Boeing, Lockheed Martin, Taylors of Harrogate etc., and otherwise backed by letter of credit or on advance basis.

There is no expected credit risk on Trade Receivables as on 31st March, 2023 (Note 16).

48. Financial Instruments by category

₹ in Lakhs

Particulars	As at 31st March, 2023				
	FVTPL	FVOCI	Amortized Cost	Total Carrying Value	Total Fair value
Financial Assets					
(i) Investments	1,525.54	1,847.99	-	3,373.53	3,373.53
(ii) Trade Receivables	-	-	4,778.01	4,778.01	4,778.01
(iii) Cash and Cash Equivalents	-	-	47.03	47.03	47.03
(iv) Other Bank Balances	-	-	5.57	5.57	5.57
(v) Loans	-	-	12.36	12.36	12.36
(vi) Other Financial Assets	-	-	374.66	374.66	374.66
Total financial assets	1,525.54	1,847.99	5,217.63	8,591.16	8,591.16
Financial liabilities					
(i) Borrowings	-	-	16,161.35	16,161.35	16,161.35
(ii) Trade payables	-	-	2,757.67	2,757.67	2,757.67
(iii) Other financial liabilities	-	-	212.50	212.50	212.50
Total financial liabilities	-	-	19,131.52	19,131.52	19,131.52

Particulars	As at 31st March, 2022				
	FVTPL	FVOCI	Amortized Cost	Total Carrying Value	Total Fair value
Financial Assets					
(i) Investments	-	1,847.99	-	1,847.99	1,847.99
(ii) Trade Receivables	-	-	3,314.39	3,314.39	3,314.39
(iii) Cash and Cash Equivalents	-	-	177.12	177.12	177.12
(iv) Other Bank Balances	-	-	7.15	7.15	7.15
(v) Loans	-	-	12.41	12.41	12.41
(vi) Other Financial Assets	-	-	554.20	554.20	554.20
Total financial assets	-	1,847.99	4,065.27	5,913.26	5,913.26
Financial liabilities					
(i) Borrowings	-	-	15,345.34	15,345.34	15,345.34
(ii) Trade payables	-	-	2,346.07	2,346.07	2,346.07
(iii) Other financial liabilities	-	-	173.27	173.27	173.27
Total financial liabilities	-	-	17,864.68	17,864.68	17,864.68



Notes to the Financial Statements

49. Fair Value measurements

Fair value hierarchy

Fair value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

Level 1: Quoted prices (unadjusted) in active market for identical assets or liabilities.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The management consider that the carrying amounts of financial assets (other than those measured at fair values) and liabilities recognized in the financial statements approximate their fair value as on the reporting date.

There were no transfers between Level 1, Level 2 and Level 3 during the year.

The following table presents the fair value hierarchy of assets and liabilities measured at fair value on a recurring basis.

₹ in Lakhs

1. Financial assets and liabilities measured at fair value on a recurring basis:	Fair Value Hierarchy (Level)	As at 31st March, 2023	As at 31st March, 2022
Financial Assets (A)			
Investment in Units of Mutual Funds measured at FVTPL	Level 2	1,525.54	-
Investment in Equity Instruments measured at FVTOCI	Level 2	1,847.99	1,847.99
Total	-	3,373.53	1,847.99
Financial Liabilities (B)	-	-	-
Net (A) – (B)	-	3,373.53	1,847.99
2. Biological Assets other than Bearer Plants measured at Fair Value			
Unharvested Green Tea leaves	Level 3	67.06	110.45
Agricultural Produce			
- Green Leaf	Level 2	21.71	37.49
- Black Pepper	Level 2	32.49	1.27
Total		121.26	149.21
Grand Total (1 + 2)		3,494.79	1,997.20



Notes to the Financial Statements

50. Subsidiary Company and Associates

The required information in Form AOC-1 – Statement containing salient features of the Financial Statement of subsidiaries/ associate companies/ joint venture.

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

1. Sl. No.	1
2. Name of the Subsidiary	Rossell Techsys Inc. USA Wholly Owned Subsidiary (incorporated outside India)
3. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Year ended 31st March, 2023
4. Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	US Dollar 1 US Dollar = ₹ 82.2169
5. Share Capital	₹ 81.94 lakhs [USD 99,660]
6. Reserves and Surplus	₹ 50.18 lakhs [USD 61,033]
7. Total Assets	₹ 147.70 lakhs [USD 1,79,641]
8. Total Liabilities	₹ 15.58 lakhs [USD 18,948]
9. Investments	Nil
10. Turnover	₹ 1,133.60 lakhs [USD 13,78,798]
11. Profit before Taxation	₹ 25.24 lakhs [USD 30,703]
12. Provision for Taxation	Nil
13. Profit after Taxation	₹ 25.24 lakhs [USD 30,703]
14. Proposed Dividend	Nil
15. % of shareholding	100%

1. Sl. No.	2
2. Name of the Subsidiary	Rossell Techsys Limited Wholly Owned Subsidiary
3. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Year ended 31st March, 2023
4. Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	Not Applicable
5. Share Capital	₹ 1.00 lakhs
6. Reserves and Surplus	₹ (17.80) lakhs
7. Total Assets	₹ 1.10 lakhs
8. Total Liabilities	₹ 17.90 lakhs
9. Investments	Nil
10. Turnover	Nil
11. Profit before Taxation	₹ 17.80 lakhs
12. Provision for Taxation	Nil
13. Profit after Taxation	₹ 17.80 lakhs
14. Proposed Dividend	Nil
15. % of shareholding	100%

- Names of subsidiaries which are yet to commence operations - **None**
- Names of subsidiaries which have been liquidated or sold during the year - **None**



Notes to the Financial Statements

50. Subsidiary Company and Associates

Part "B": Associates and Joint Ventures - Not applicable

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates/Joint Ventures	-
1. Latest audited Balance Sheet Date	-
2. Shares of Associate/Joint Ventures held by the company on the year end	-
No.	-
Amount of Investment in Associates/Joint Venture	-
Extend of Holding %	-
3. Description of how there is significant influence	-
4. Reason why the associate/joint venture is not consolidated	-
5. Net worth attributable to Shareholding as per latest audited Balance Sheet	-
6. Profit / Loss for the year	-
i. Considered in Consolidation	-
i. Not Considered in Consolidation	-

- Names of associates or joint ventures, which are yet to commence operations - **Not Applicable**
- Names of associates or joint ventures, which have been liquidated or sold during the year - **Not Applicable**

51. Business Restructuring

The Board of Directors of the Company at their Meeting held on 12th July, 2022 approved the Scheme of Amalgamation between BMG Enterprises Limited ("the Transferor Company") and Rossell India Limited ("the Transferee Company") and their respective shareholders under the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 ('the Scheme'). The Appointed Date set out in the Scheme is 1st July, 2022 or such other date as the Hon'ble National Company Law Tribunal ("NCLT") or any other competent authority may approve. The Stock Exchanges have recently issued their No Objection/ Observation Letters for this Scheme and the required application to NCLT is in the process of being filed. The Scheme shall be effective post receipt of necessary approvals by shareholders and creditors of the Companies, NCLT and such other statutory and regulatory approvals as may be required.

The Board of Directors of the Company at their Meeting held on 16th December, 2022 approved the Scheme of Arrangement between Rossell India Limited ("the Demerged Company") and Rossell Techsys Limited ("the Resulting Company") and their respective shareholders under the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 involving demerger of Rossell Techsys Division from the Demerged Company into the Resulting Company and cancellation and reduction of existing share capital of Resulting Company. The Appointed Date set out in the Scheme is 1st April, 2023 or such other date as the Hon'ble National Company Law Tribunal ("NCLT") or any other competent authority may approve. The Stock Exchanges have recently issued their No Objection/ Observation Letters for this Scheme and the required application to NCLT is in the process of being filed. The Scheme shall be effective post receipt of necessary approvals by shareholders and creditors of the Companies, NCLT and such other statutory and regulatory approvals as may be required.

52. Preferential Allotment of Shares

- The Board of Directors by adopting a Resolution by Circulation on 27th June, 2022 allotted 10,00,000 0.01% Compulsorily Convertible Preference Shares (CCPS) (Instruments entirely Equity in nature) of ₹ 10 each at an issue price of ₹ 156 per CCPS including Securities Premium of ₹ 146 per CCPS aggregating to ₹ 1,560 Lakhs on preferential basis (for cash consideration) after obtaining the required regulatory approvals to BMG Enterprises Ltd., the Holding Company. (Allottee)
- Subsequently, the Board of Directors at its Meeting held on 16th December, 2022 approved the conversion of aforesaid CCPS of Rs.10 each into 10,00,000 Equity Shares of ₹ 2 each pursuant to the option exercised by the Allottee as per the Terms of the Preferential Issue. The difference in face value of ₹ 8 per Share aggregating to ₹ 80 Lakhs was treated as further Securities Premium received on such issue and allotment of Equity Shares
- The funds raised from the issue and allotment of the said CCPS have been fully utilised for meeting long term fund requirements and other general corporate purposes of the Company.
- Quarterly returns or statements of current assets filed by the company with banks are in agreement with the books of accounts.



Notes to the Financial Statements

54. Title deeds of Immovable Property not held in the name of the Company

₹ in Lakhs

Relevant line item in the Balance Sheet	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter / director or employee of promoter / director	Property held since which date	Reason for not being held in the name of the company
PPE	Land	2488.09	Kharikatia Tea & Industries Limited	No	1st November, 2012	Pending sale permission from the concerned authorities of the Government of Assam.
PPE	Building	616.75		No		
PPE	Bearer Plants - Tea Bushes	399.40		No		

55. The following are the analytical ratios for the year ended 31st March, 2023 and 31st March, 2022

Sl. No.	Particulars	Numerator	Denominator	31st March 2023	31st March 2022	% Variance	Reason for Change, if the change is more than 25%
(i)	Current Ratio	Current assets	Current liabilities	1.12	1.03	9%	
(ii)	Debt – Equity Ratio	Total Debt	Shareholder's Equity	0.56	0.62	-10%	
(iii)	Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	2.43	2.27	7%	
(iv)	Return on Equity (ROE)	Net Profits after taxes	Average Shareholder's Equity	10.27%	12.88%	-20%	
(v)	Inventory Turnover Ratio	Sales	Average Inventory	18.63	12.81	45%	Sales have been higher and level of average inventory are down
(vi)	Trade receivables turnover ratio	Net Credit Sales	Average Accounts Receivable	8.62	9.38	-8%	
(vii)	Trade payables turnover ratio	Net Credit Purchases	Average Trade Payables	5.27	5.55	-5%	
(viii)	Net capital turnover ratio	Revenue	Average Working Capital	22.45	-	-	For 31st March 2022, average working capital was negative.
(ix)	Net profit ratio	Net Profit	Net Sales	7.85%	10.17%	-23%	
(x)	Return on capital employed (ROCE)	Earning before interest and taxes	Average Capital Employed	10.06%	10.89%	-8%	
(xi)	Return on Investment (ROI)	Income generated from investments	Time weighted average investments	6.85%	-	-	For 31st March 2022, Income generated from Investments were Nil.



Notes to the Financial Statements

56. General

Previous Years' figures have been regrouped / rearranged wherever considered appropriate to make them comparable with this year.

In terms of our Report of even date

For **Khandelwal Ray & Co.,**
Chartered Accountants
Registration No. 302035E

H. M. Gupta
Executive Chairman
DIN: 00065973
Place: Delhi

Rahul Bhatnagar
Director
DIN: 07268064
Place: Noida, UP

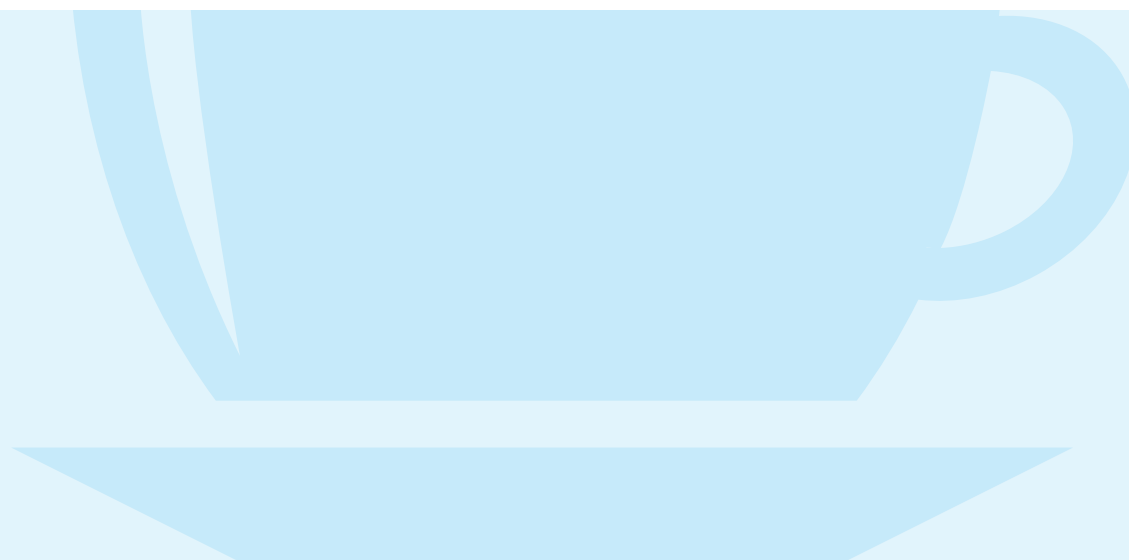
Pinaki Sarkar
Partner
Membership No.051449

N. K. Khurana
Director (Finance) and
Company Secretary
M. No.: FCS 2173
Place: Kolkata
Date: 27th May, 2023

Place: Kolkata
Date: 27th May, 2023



Consolidated Financial Statements





Independent Auditors' Report

TO THE MEMBERS OF ROSSELL INDIA LIMITED

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the accompanying Ind AS Consolidated Financial Statements of Rossell India Ltd. ("the Holding Company") and its Subsidiaries (the Holding Company and its Subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and Notes to the Consolidated Financial Statements including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2023, the consolidated profits and total comprehensive income, consolidated changes in equity and consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have nothing to report in this regard.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon.

The Holding Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Holding Company's Directors' Report but does not include the Consolidated Financial Statements and our Auditor's Report thereon.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management Responsibility for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance (including consolidated total comprehensive income), consolidated changes in equity and cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India.



Independent Auditors' Report

The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditor's Report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies of the group used and the reasonableness of accounting estimates and related disclosures made by Management and Board of Directors.
- Conclude on the appropriateness of Management's and Board of Director use of the going concern basis of accounting in preparation of Consolidated Financial Statement and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's Report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in the matter that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements. We remain solely responsible for our audit opinion.



Independent Auditors' Report

- Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.
- We communicate with those charged with governance of Holding Company and Subsidiaries regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our Auditor's Report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other matters

The financial statements of the subsidiary, Rossell Techsys Inc., USA reflect total Assets ₹ 147.69 Lakhs and total Liability ₹ 15.58 Lakhs as on 31st March, 2023, total Revenue ₹ 1,129.72, total net profit ₹ 45.61 Lakhs, total comprehensive income ₹ 33.57 lakhs and net Cash Flow amounting to ₹ 50.50 lakhs for the year ended on that date as considered in the consolidated statements.

The financial statements of the subsidiary have not been audited by us. We have considered the management representation in respect of the unaudited financial statement of the subsidiary and our opinion is based on the said representation

The financial statements of another subsidiary, Rossell Techsys Ltd., whose financial statements are audited by us, includes total assets of ₹ 1.10 lakhs and total Liability ₹ 17.90 Lakhs as on 31st March, 2023, total revenue of ₹ Nil, total net profit/(loss) ₹ (17.80) lakhs, total comprehensive income ₹ (17.80) lakhs and net Cash Flow of ₹ 1.00 lakhs for the year ended on that date as considered in the consolidated statements.

Report on Other legal and Regulatory Requirements

- 1.A As required by Section 143(3) of the Act, based on our audit we report, to the extent available that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the relevant returns and other documents provided by the Subsidiary Companies.
 - c) The Ind AS Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Consolidated financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014..
 - e) On the basis of the written representations received from the Directors of the Holding Company as on 31st March, 2023 taken on record by the Board of Directors of the Holding Company and on the basis of written representation received by the Management from Directors of its Indian Subsidiary as on 31st March, 2023, none of the Directors of the Group is disqualified as on 31st March, 2023 from being appointed as a Director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Group's internal financial controls over financial reporting.



Independent Auditors' Report

- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V of the Act.

- B With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and accordingly to the explanations given to us:

- a) The consolidated financial statements disclose the impact of pending litigations as at 31st March, 2023 on the consolidated financial position of the Group. Refer Note 41 to the consolidated financial statements.

- b) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31st March, 2023.

- c) There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company during the year ended 31st March, 2023.

- d) (i) The management has represented that to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding whether recorded in writing or otherwise that the Intermediary shall;

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (Ultimate Beneficiaries) by or on behalf of the Group; or
- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries;

- (ii) The management has represented that to the best of its knowledge and belief, no funds have been received by the Group from any persons or entities, including foreign entities (Funding Parties), with the understanding, whether recorded in writing or otherwise that the Group shall

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (Ultimate Beneficiaries) by or on behalf of Funding Parties; or
- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries;
- Based on such audit procedures as considered reasonable and appropriate in the circumstances nothing has come to our notice that has caused us to believe that the representations under sub-clause (d)(i) and (d)(ii) contain any material mis-statement.

- e) The dividend declared or paid during the year by the Holding Company are in compliance with section 123 of the Act.

- C with respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act.

In our opinion and according to the information and explanation given to us, the remuneration paid during the current year by the Holding Company to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company is not in excess of the limit laid down under Section 197 of the Act.

For **Khandelwal Ray & Co.**
Chartered Accountants
(Registration No.302035E)

Pinaki Sarkar
Partner

Membership No. 051449
UDIN: 23051449BGRVTR7432

Place : Kolkata
Date : 27th May, 2023



Annexure – A to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the Consolidated Financial Statements of Rossell India Limited (hereinafter referred to as the "Parent") for the year ended 31st March, 2023, we have audited the internal financial controls with reference to Consolidated Financial Statements of the Parent and its Subsidiaries, Rossell Techsys Inc., USA and Rossell Techsys Limited (the Parent and its Subsidiaries together referred to as "the Group").

Management's Responsibility for Internal Financial Controls

The respective management of the companies in the Group, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Parent considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Parent's internal financial controls with reference to Consolidated Financial Statement based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system and their operating effectiveness. Our audit of internal financial controls system included obtaining an understanding of internal financial controls with reference to Consolidated Financial Statements, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system with reference to Consolidated Financial Statement.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control with reference to Consolidated Financial Statement is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



Annexure – A to the Auditors' Report

Opinion

In our opinion, the Group has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls with reference to Consolidated Financial Statement were operating effectively as at 31st March, 2023, based on the internal control over financial reporting criteria established by the Parent considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Khandelwal Ray & Co.**,
Chartered Accountants
(Registration No.302035E)

Pinaki Sarkar
Partner

Membership No. 051449
UDIN: 23051449BGRVTR7432

Place : Kolkata
Date : 27th May, 2023

**Consolidated Balance Sheet** as at 31st March, 2023

₹ in Lakhs

Particulars		Note No.	31st March, 2023	31st March, 2022
I. ASSETS				
(1)	Non-current Assets			
(a)	Property, Plant and Equipment	4	24,148.65	23,098.81
(b)	Capital work-in-progress	5	412.50	572.33
(c)	Other Intangible Assets	6	882.82	313.62
(d)	Intangible Assets Under Development	7	81.14	333.42
(e)	Financial Assets			
(i)	Non-Current Investments	8	1,847.99	1,847.99
(ii)	Loans	9	6.13	0.84
(iii)	Other Financial Assets	10	380.46	559.33
(f)	Other Non-current Assets	11	70.38	87.66
	Total Non-Current Assets		27,830.07	26,814.00
(2)	Current Assets			
(a)	Inventories	12	15,174.76	12,173.73
(b)	Biological Assets other than Bearer Plants	13	67.06	110.45
(c)	Financial Assets			
(i)	Investments	14	1,525.54	-
(ii)	Trade Receivables	15	4,778.01	3,314.39
(iii)	Cash and Cash Equivalents	16	113.11	191.70
(iv)	Other Bank Balances	17	5.57	7.15
(v)	Loans	18	6.23	11.57
(vi)	Other Financial Assets	19	1.63	1.63
(d)	Current Tax Assets (Net)	20	32.05	30.59
(e)	Other Current Assets	21	1,838.27	2,139.85
	Total Current Assets		23,542.23	17,981.06
	TOTAL ASSETS		51,372.30	44,795.06
II. EQUITY AND LIABILITIES				
(1)	Equity			
(a)	Equity Share Capital	22	753.93	733.93
(b)	Other Equity		27,952.35	23,902.44
	Attributable to Owners of Parent		28,706.28	24,636.37
	Non Controlling Interests		-	-
	Total Equity		28,706.28	24,636.37
(2)	Liabilities			
(a)	Non-Current Liabilities			
(i)	Financial Liabilities			
	Borrowings	23	1,499.46	2,499.10
(ii)	Deferred Tax Liabilities (Net)	24	112.17	64.18
(iii)	Other Non-Current Liabilities	25	222.84	209.92
	Total Non-Current Liabilities		1,834.47	2,773.20



Consolidated Balance Sheet as at 31st March, 2023

₹ in Lakhs

Particulars		Note No.	31st March, 2023	31st March, 2022
(b) Current Liabilities				
(i) Financial Liabilities				
	Borrowings	26	14,661.89	12,846.24
	Trade Payables	27		
	- Total outstanding dues of micro enterprises and small enterprises		89.04	23.20
	- Total outstanding dues other than micro enterprises and small enterprises		2,684.21	2,325.89
	Other Financial Liabilities	28	212.50	173.27
	(ii) Other Current Liabilities	29	3,138.32	1,971.30
	(iii) Current Tax Liabilities (Net)	30	45.59	45.59
	Total Current Liabilities		20,831.55	17,385.49
	Total Liabilities		22,666.02	20,158.69
	TOTAL EQUITY AND LIABILITIES		51,372.30	44,795.06

In terms of our Report of even date

For **Khandelwal Ray & Co.,**
Chartered Accountants
Registration No. 302035E

H. M. Gupta
Executive Chairman
DIN: 00065973
Place: Delhi

Rahul Bhatnagar
Director
DIN: 07268064
Place: Noida, UP

Pinaki Sarkar
Partner
Membership No.051449

N. K. Khurana
Director (Finance) and
Company Secretary
M. No.: FCS 2173
Place: Kolkata
Date: 27th May, 2023

Place: Kolkata
Date: 27th May, 2023

**Consolidated Profit and Loss Statement** for the year ended 31st March, 2023

₹ in Lakhs

Particulars	Note No.	Year ended 31st March, 2023	Year ended 31st March, 2022
INCOME			
Revenue from operations	31	35,359.84	29,905.44
Other Income	32	397.28	425.79
Total Income		35,757.12	30,331.23
EXPENSES			
Cost of materials consumed	33	9,341.68	6,788.99
Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	34	184.20	574.36
Employee benefits expense	35	13,891.61	12,442.13
Finance cost	36	1,177.55	998.94
Depreciation and amortization expense	37	1,373.24	1,245.12
Other expenses	38	6,597.64	5,544.61
Corporate Social Responsibility (CSR) activities		67.01	48.03
Total Expenses		32,632.93	27,642.18
Profit before extraordinary item and tax		3,124.19	2,689.05
Extraordinary Item			
Profit on Sale/Disposal of Tea Estate		-	658.78
		-	658.78
Profit before tax		3,124.19	3,347.83
Income Tax Expense			
(i) Current Tax			
Central Income Tax	39	300.00	300.00
Agricultural Income Tax	39	-	-
(ii) Deferred Tax - Charge	39	59.34	46.66
Total Tax Expense		359.34	346.66
Net Profit for the Period		2,764.85	3,001.17
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
(i) Remeasurements of post-employment defined benefit obligations		(144.16)	164.80
(ii) Income Tax relating to these items		11.35	(12.81)
Items that will be reclassified to profit or loss			
(i) Exchange differences on translation of financial statements of foreign operations		(12.04)	(1.49)
Other Comprehensive Income for the year, net of tax		(144.85)	150.50
Total Comprehensive Income for the year		2,620.00	3,151.67
Profit for the year			
Attributable to:			
Owners of the Parent		2,764.85	3,001.17
Non Controlling Interests		-	-
Other Comprehensive Income			
Attributable to:			
Owners of the Parent		(144.85)	150.50
Non Controlling Interests		-	-

Consolidated Profit and Loss Statement for the year ended 31st March, 2023

₹ in Lakhs

Particulars	Note No.	Year ended 31st March, 2023	Year ended 31st March, 2022
Total Comprehensive Income for the year			
Attributable to:			
Owners of the Parent		2,620.00	3,151.67
Non Controlling Interests		-	-
Earning per Equity Share [Nominal Value per share : ₹ 2 (Previous Year : ₹ 2)]			
(1) Basic	40	7.48	8.18
(2) Diluted		7.38	8.18

In terms of our Report of even date

For **Khandelwal Ray & Co.,**
Chartered Accountants
Registration No. 302035E

H. M. Gupta
Executive Chairman
DIN: 00065973
Place: Delhi

Rahul Bhatnagar
Director
DIN: 07268064
Place: Noida, UP

Pinaki Sarkar
Partner
Membership No.051449

Place: Kolkata
Date: 27th May, 2023

N. K. Khurana
Director (Finance) and
Company Secretary
M. No.: FCS 2173
Place: Kolkata
Date: 27th May, 2023

**Consolidated Cash Flow Statement** for the year ended 31st March, 2023

₹ in Lakhs

	2022-2023		2021-2022	
A. Cash Flow from Operating Activities				
Profit before Tax		3,124.19		3,347.83
- Adjustment for :				
Depreciation and Amortization expense	1,373.24		1,245.12	
Finance Cost	1,177.55		998.94	
Net Gain on Foreign Currency Transaction and Translation	(268.76)		(246.18)	
(Profit)/ Loss on Disposal of Property, Plant and Equipment (Net)	(3.85)		(26.31)	
Liabilities no more required written back (net)	(0.14)		(8.19)	
Exchange difference on translation of foreign operations	(12.04)		(1.49)	
		2,266.00		1,961.89
		5,390.19		5,309.72
Items Considered in Investing Activity :				
Interest on Deposits etc.	(19.31)		(13.86)	
Net Gain on restatement of Investments designated at FVTPL	(25.61)		-	
Profit on sale of Investments designated at FVTPL	-		(15.40)	
		(44.92)		(29.26)
		5,345.27		5,280.46
Operating Profit before Working Capital Changes				
- Adjustment for :				
Trade Receivables, Loans, Advances and Other Assets	(938.15)		(898.01)	
Inventories	(3,001.03)		(1,080.43)	
Trade Payable, Other Liabilities and Provisions	1,483.24		1,105.90	
		(2,455.94)		(872.54)
Cash Generated from Operations		2,889.33		4,407.92
Direct Taxes (Net of refund)	(301.46)		(427.56)	
		(301.46)		(427.56)
Cash Flow before Extraordinary Item		2,587.87		3,980.36
Extraordinary Item		-		(658.78)
Net Cash Flow from Operating Activities		2,587.87		3,321.58



Consolidated Cash Flow Statement for the year ended 31st March, 2023

₹ in Lakhs

B. Cash Flow from Investing Activities	2022-2023	2021-2022
Purchase of Property, Plant and Equipment, Other Intangible Assets including Advances for Capital Assets	(2,579.84)	(1,531.03)
Sale/ Disposal of Tea Estate	-	1,469.25
Sale of Property, Plant and Equipment	26.07	32.89
Purchase of Non-current Investments	-	(5.02)
Proceeds from sale of Non-current Investments	-	70.01
Purchase of Current Investments	(1,499.93)	-
Interest Received	19.31	13.86
Net Cash Flow from Investing Activities	(4,034.39)	49.96
C. Cash Flow from Financing Activities		
Proceeds of Compulsorily Convertible Preference Shares (CCPS)	1,560.00	-
Intercorporate Deposits Received/(Refunded) (Net)	-	(1,608.00)
Proceeds of Working Capital Loan from Bank (Net)	1,815.65	208.93
Repayment of Term Loan From Banks	(999.64)	(999.64)
Payment of Interest/ Other Borrowing Cost	(980.13)	(1,043.15)
Gain/ (Loss) on Foreign Currency Translations	82.14	246.18
Dividend Paid	(110.09)	(110.09)
Net Cash Flow from Financing Activities	1,367.93	(3,305.77)
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	(78.59)	65.77
Cash and Cash Equivalents at the beginning of the Financial Year (Note 16)	191.70	125.93
Cash and Cash Equivalents at the end of the Financial Year (Note 16)	113.11	191.70

Notes:

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Ind AS 7 - "Statement of Cash Flow".

In terms of our Report of even date

For **Khandelwal Ray & Co.,**
Chartered Accountants
Registration No. 302035E

H. M. Gupta
Executive Chairman
DIN: 00065973
Place: Delhi

Rahul Bhatnagar
Director
DIN: 07268064
Place: Noida, UP

Pinaki Sarkar
Partner
Membership No.051449

Place: Kolkata
Date: 27th May, 2023

N. K. Khurana
Director (Finance) and
Company Secretary
M. No.: FCS 2173
Place: Kolkata
Date: 27th May, 2023



Consolidated Statement of Changes in Equity for the year ended 31st March, 2023

Equity Share Capital		₹ in Lakhs
Balance at the beginning on 1st April, 2021		733.93
Changes during the year 2021-2022		-
Balance at the end on 31st March, 2022		733.93
Changes during the year 2022-2023		20.00
Balance at the end on 31st March, 2023		753.93

	Reserves and Surplus				Other Comprehensive Income			Attributable to Owners of the Parents	Non Controlling Interest	Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	Remeasurement of Employees' Obligations	Impairment of Investment	Foreign Currency Translation Reserve			
As at 1st April, 2021	248.01	2,609.55	17,565.72	1,210.98	(604.88)	(168.52)	-	20,860.86	-	20,860.86
Profit for the year	-	-	-	3,001.17	-	-	-	3,001.17	-	3,001.17
Dividend Paid	-	-	-	(110.09)	-	-	-	(110.09)	-	(110.09)
Remeasurements of post-employment defined benefit obligations (Net of tax)	-	-	-	-	151.99	-	-	151.99	-	151.99
Exchange differences arising on consolidation	-	-	-	-	-	-	(1.49)	(1.49)	-	(1.49)
Transfer to General Reserve	-	-	2,500.00	(2,500.00)	-	-	-	-	-	-
As at 31st March, 2022	248.01	2,609.55	20,065.72	1,602.06	(452.89)	(168.52)	(1.49)	23,902.44	-	23,902.44
Profit for the year	-	-	-	2,764.85	-	-	-	2,764.85	-	2,764.85
Securities Premium on Issuing CCPS (Note 1 below)	-	1,460.00	-	-	-	-	-	1,460.00	-	1,460.00
Securities Premium on Conversion of CCPS to Equity Shares (Note 2 below)	-	80.00	-	-	-	-	-	80.00	-	80.00
Dividend Paid	-	-	-	(110.09)	-	-	-	(110.09)	-	(110.09)
Remeasurements of post-employment defined benefit obligations (Net of tax)	-	-	-	-	(132.81)	-	-	(132.81)	-	(132.81)
Exchange differences arising on consolidation	-	-	-	-	-	-	(12.04)	(12.04)	-	(12.04)
Transfer to General Reserve	-	-	2,500.00	(2,500.00)	-	-	-	-	-	-
As at 31st March, 2023	248.01	4,149.55	22,565.72	1,756.82	(585.70)	(168.52)	(13.53)	27,952.35	-	27,952.35



Consolidated Statement of Changes in Equity for the year ended 31st March, 2023

NOTES:

- The Board of Directors of the Parent by adopting a Resolution by Circulation on 27th June, 2022 allotted 10,00,000 0.01% Compulsorily Convertible Preference Shares (CCPS) (Instruments entirely Equity in nature) of ₹ 10 each at an issue price of ₹ 156 per CCPS including Securities Premium of ₹ 146 per CCPS aggregating to ₹ 1,560 Lakhs on preferential basis (for cash consideration) after obtaining the required regulatory approvals. Accordingly, ₹ 1,460 lakhs have been credited here.
- Further, the Board of Directors of the Parent at its Meeting held on 16th December, 2022 approved the conversion of aforesaid CCPS of Rs.10 each into 10,00,000 Equity Shares of ₹ 2 each pursuant to the option exercised by the Allottee as per the Terms of the Preferential Issue. The difference in face value of ₹ 8 per Share aggregating to ₹ 80 Lakhs was treated as further Securities Premium received on such issue and allotment of Equity Shares.

Nature and purpose of each Reserve

- Capital Reserve**
This represents the amounts received as compensation for Tea Estates Land acquired by competent authorities on various occasions as well as certain adjustments relating to various Schemes of Arrangements, which the Parent had entered in to in the earlier years.
- Securities Premium Reserve**
Securities Premium Reserve was created as per the Scheme of Arrangements with the value of net assets taken over by the Parent and again used to credit the premium on issue of Equity Shares by the Parent from time to time, including the present issues (Notes 1 and 2 above). The reserve is available for utilisation in accordance with the provisions of the Companies Act, 2013.
- General Reserve**
General Reserve is created for ploughing back the profits earned by the Parent and retained before payment of dividend. This is free reserve and available for utilisation in accordance with the provisions of the Companies Act, 2013.
- Retained Earnings**
Retained earnings represent accumulated profits earned by the Group and remaining undistributed as on date.

In terms of our Report of even date

For **Khandelwal Ray & Co.**,
Chartered Accountants
Registration No. 302035E

H. M. Gupta
Executive Chairman
DIN: 00065973
Place: Delhi

Rahul Bhatnagar
Director
DIN: 07268064
Place: Noida, UP

Pinaki Sarkar
Partner
Membership No.051449

Place: Kolkata
Date: 27th May, 2023

N. K. Khurana
Director (Finance) and
Company Secretary
M. No.: FCS 2173
Place: Kolkata
Date: 27th May, 2023



Notes to the Consolidated Financial Statements

Significant Accounting Policies and Other Notes to the Consolidated Financial Statement for the Year ended 31st March, 2023

1. Company Overview

Russell India Limited (the Holding Company/ the Parent) is a Public Limited Company incorporated and domiciled in India. The Holding Company was incorporated on 10th June, 1994 under the Companies Act, 1956 with its registered office at Kolkata, West Bengal. The Equity Shares of the Holding Company are listed on National and Bombay Stock Exchanges. The Holding Company is engaged in the following business activities:

- a. Cultivation, Manufacture and Sell of Bulk Tea as Russell Tea Division.
- b. Engineering and Manufacturing in Aerospace and Defense Services as Russell Techsys Division.

Russell Techsys Inc (the Subsidiary Company/ Subsidiary) is a Delaware Corporation, incorporated in the State of Delaware, USA. The Company was incorporated on 6th August, 2021 under General Corporation Law of Delaware, USA with its registered office at County of Sussex, Delaware. Russell Techsys Inc, USA is engaged in the management and operations of its business related to the aerospace and airline industry and in connection therewith also provides certain services and activities to support the ongoing functions and requirements of other businesses operating in such industries.

Russell Techsys Limited (the Subsidiary Company/ Subsidiary) is a Public Limited Company incorporated and domiciled in India. The Company was incorporated on 6th December, 2022 under the Companies Act, 2013 with its registered office at Kolkata, West Bengal. This Company was incorporated for taking over the existing undertaking of Russell Techsys Division as per the Scheme of Arrangement (Note 48) already approved by the Board earlier and received NOC from Stock Exchanges/ SEBI. Accordingly, the Company has not taken up any Business Activity as yet.

2.1 Basis of Preparation

These Consolidated Financial Statements of the Group, comprising the Parent and Subsidiaries have been prepared in accordance with Indian Accounting Standard (Ind AS 110) as per Companies (Indian Accounting Standards) Rules, 2015 (as amended) notified under Section 133 of the Companies Act, 2013 (the Act) and the other relevant provisions of the Act and Rules made thereunder.

Since the Subsidiary company, Russell Techsys Limited was incorporated on 6th December, 2022 and became Wholly Owned Subsidiary on 16th December, 2022. Accordingly, the Consolidated Accounts include the Financial Results of the Subsidiary company, Russell Techsys Limited for the Financial Year 2022-23 from 16th December, 2022 to 31st March, 2023. Thus previous year's figures are not comparable.

2.2 Consolidation Procedure

Consolidated Financial Statements:

- (a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Parent with that of Subsidiaries;
- (b) Offset (eliminate) the carrying amount of the Parent's Investment in the Subsidiaries and the Parent's portion of equity of such Subsidiaries;
- (c) Eliminate in full intergroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group.

2.3 Basis of Measurement

The Consolidated Financial Statement has been prepared on a historical cost basis except the following items:

- a) Certain financial assets and liabilities (including derivative instruments) which are measured at fair value.
- b) Biological Assets other than Bearer Plants, which are measured at fair value less cost to sell.
- c) Defined benefit plans – plan assets measured at fair value.

2.4 Use of estimates and judgements

The preparation of financial statements in accordance with Ind AS requires management to use certain critical accounting estimates and assumptions. It also requires management to exercise judgment in the process of applying accounting policies. Actual results could differ from those estimates. These estimates, judgments, assumptions affect application of the accounting policies and the reported amounts of assets, liabilities, revenue, expenditure, contingent liabilities etc.

The estimates and underlying assumptions are reviewed on an ongoing basis and changes are made as management becomes aware of changes in the circumstances surrounding the estimates. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognized in the financial statements in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.



Notes to the Consolidated Financial Statements

2.5 Basis of Consolidation

Subsidiaries

Subsidiaries are the entity controlled by the Group. This control comes on an entity when the group is exposed to, or has rights to, variable returns from its involvement with that entity and has the ability to affect those returns through its power over that entity. The Financial Statements of Subsidiaries are included in the Consolidated Financial Statements from the date on which the control commences and till the date control ceases.

2.6 Classification of current and non-current

All assets and liabilities have been classified as current or non-current as per the Holding and Subsidiary Companies normal operating cycle and other criteria set out in the Ind AS 1 – Presentation of financial statements and Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, both the Companies have ascertained the operating cycle as 12 months for the purpose of current / non-current classification of assets and liabilities.

2.7 Share of Profit (Loss) of Subsidiary Companies

Based on Consolidated Financial Statements prepared in accordance with the above basis, the amount of Net Assets, share of Profit (Loss) of Subsidiaries and amount of Other Comprehensive Income (OCI) as attributable to Parent has been ascertained as under:

₹ in Lakhs

	31st March, 2023	31st March, 2022
Net Assets (100% attributable to Parent)	115.31	98.54
Share of Profit (100% attributable to Parent)	27.81	24.90
OCI (100% attributable to Parent)	(12.04)	(1.49)

3 Significant Accounting Policies

The following Significant Uniform Accounting Policies have been adopted by both Parent and Subsidiaries and accordingly by the Group for preparing these Consolidated Financial Statements

3.1 Property, Plant and Equipment

3.1.1 Tangible Assets (Other than Bearer Plants)

Property, Plant and Equipment are measured at cost / deemed cost, less accumulated depreciation and impairment losses, if any. Cost of Property, Plant and Equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated attributable costs of dismantling and removing the item and restoring the site on which it is located. Deemed Cost is the carrying value of all of its Property, Plant and Equipment (other than Bearer Plants) as of 1st April, 2016 measured as per the previous GAAP as the Group elected to continue with the same carrying value as on the aforesaid transition date for Ind AS.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Any gain or loss on disposal of an item of property, plant and equipment is recognized in Statement of Profit and Loss.

An item of Property, Plant and Equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of Property, Plant and Equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.



Notes to the Consolidated Financial Statements

Items of Property, Plant and Equipment are depreciated in a manner that amortizes the cost of the assets less its residual value, over their useful lives on a straight line basis. Estimated useful lives of the assets are as specified in Schedule II of the Companies Act, 2013, except for Bearer Plants, where the residual value is taken as Nil.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period and the effect of any changes in estimate is accounted for on a prospective basis.

3.1.2 Bearer Plants

Bearer Plants comprising of mature tea bushes as well as matured black pepper vines and shade trees are stated at cost / deemed cost less accumulated depreciation and impairment losses, if any.

The cost of uprooting of old tea bushes, rehabilitation of land, replanting and young tea upkeep and maintenance up to the year 3 from the year of planting are capitalized as mature plants, capital work-in-progress. From year 4 onwards capital work-in-progress is treated as Bearer Plants and depreciated using Straight Line Method over the expected useful life of 70 years, when the Bearer Plants (mature tea bushes) reaches maturity stage with residual value as 'Nil'.

Depreciation on Bearer Plants is recognized so as to write off its cost over useful lives, using the Straight Line Method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis.

3.1.3 Intangible Assets

Intangible Assets comprise acquired Computer Software having a finite life. Cost of software is capitalized when it is expected to provide future enduring economic benefits. The capitalization cost includes license fee, cost of implementation and system integration services. The costs are capitalized in the year in which the relevant Software is implemented for use and is amortized across a period not exceeding 10 years.

3.1.4 Research and Development

Research and Development costs are expensed as incurred, unless technical and commercial feasibility of the project demonstrate that: (a) the future economic benefits are available, (b) the activity is being carried out with an intention and ability to complete as well as use the asset and (c) the costs can be measured reliably. In such case, the cost is capitalized as Intangible Asset - Knowhow. The costs which can be capitalized include the cost of material, direct labour, overhead costs including finance cost, if applicable that are directly attributable to bringing the asset for its intended use.

3.2 Foreign Currency Translation

Foreign currency transactions are translated into Indian Rupee (INR) which is the functional currency (i.e. the currency of the primary economic environment in which the entity operates) using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognized in profit or loss.

For translation of Financial Statement of the Subsidiary denominated in USD into INR, the year-end exchange rate has been considered for items of assets and liabilities thereof. While the average exchange rate has been taken for items of income and expenses of the Subsidiary as per Indian Accounting Standard Ind AS 21 'The Effects of Changes in Foreign Exchange Rates'.

3.3 Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of insurance claim for damage / shortage of finished goods and are net of sales return, GST and trade allowances.

The Group recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Parent and significant risk and reward incidental to sale of products is transferred to the buyer or services are rendered as per terms of the relevant contract.



Notes to the Consolidated Financial Statements

3.3.1 Financial Instruments

Financial assets and financial liabilities are recognized when the entity becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issues of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial assets or financial liabilities. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date i.e. the date when the Group commits to purchase or sell the asset.

3.3.2 Financial Assets

Recognition and Classification

The financial assets are classified at initial recognition in the following measurement categories as:

- those subsequently measured at amortized cost.
- those to be subsequently measured at fair value [either through other comprehensive income (OCI), or through profit or loss]

Subsequent Measurement

- Financial assets measured at amortized cost – Financial assets which are held within the business model of collection of contractual cash flows and where those cash flows represent payments solely towards principal and interest on the principal amount outstanding are measured at amortized cost. A gain or loss on a financial asset that is measured at amortized cost and is not a part of hedging relationship is recognized in profit or loss when the asset is derecognized or impaired.
- Financial assets measured at fair value through other comprehensive income – Financial assets that are held within a business model of collection of contractual cash flows and for selling and where the assets' cash flow represents solely payment of principal and interest on the principal amount outstanding are measured at fair value through OCI. Movements in carrying amount are taken through OCI, except for recognition of impairment gains or losses. When a financial asset, other than investment in equity instrument, is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to statement of profit and loss.

Classification of equity instruments, not being investments in subsidiaries, associates and joint arrangements, depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through OCI. When investment in such equity instrument is derecognized, the cumulative gains or losses recognized in OCI is transferred within equity on such derecognition.

- Financial assets measured at fair value through profit or loss – Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. Movements in fair value of these instruments are taken in profit or loss.

Impairment of financial assets

The Group assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Impairment losses are recognized in the profit or loss, where there is an objective evidence of impairment based on reasonable and supportable information that is available without undue cost or effort. For all financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The Group recognizes loss allowances on trade receivables when there is an objective evidence that the Group will not be able to collect all the due amount depending on product categories and the payment mechanism prevailing in the industry.

Income recognition on financial assets

Interest income from financial assets is recognized in profit or loss using effective interest rate method, where applicable.

Dividend income is recognized in profit or loss only when the Parent's right to receive payments is established and the amount of dividend can be measured reliably.



Notes to the Consolidated Financial Statements

3.3.3 Financial Liabilities

Financial liabilities are classified according to the substance of the contractual arrangements entered into. Financial liabilities are classified, at initial recognition, as subsequently measured at amortized cost unless they fulfill the requirement of measurement at fair value through profit or loss. Where the financial liability has been measured at amortized cost, the difference between the initial carrying amount of the financial liabilities and their redemption value is recognized in the statement of profit and loss over the contractual terms using the effective interest rate method. Financial liabilities at fair value through profit or loss are carried at fair value with changes in fair value recognized in the finance income or finance cost in the statement of profit or loss.

3.3.4 Derecognition of financial assets and financial liabilities

Financial assets are derecognized when the rights to receive benefits have expired or been transferred, and the Group has transferred substantially all risks and rewards of ownership of such financial asset. Financial liabilities are derecognized when the liability is extinguished that is when the contractual obligation is discharged, cancelled or expired.

3.3.5 Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

3.4 Derivatives and hedging activities

The Group at times, do have derivative financial instruments such as forward contracts to mitigate risk of changes in exchange and interest rates, although it was Nil outstanding at on 31st March, 2023. The counterparty for these contracts is generally banks.

3.4.1 Derivatives

Derivatives are measured at fair value. All fair value gains and losses are recognized in profit and loss except where the derivatives qualify as hedging instruments in cash flow hedges or net investment hedges.

3.4.2 Cash flow hedges that qualify for hedge accounting:

The Group designates their derivatives as hedges of foreign exchange risk associated with the cash flows of highly probable forecast transactions.

The Group documents at the inception of the hedging transaction the economic relationship between hedging instruments and hedged items including whether the hedging instrument is expected to offset changes in cash flows of hedged items.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in the Other Comprehensive Income.

3.5 Government Grants

Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and the entity will comply with all attached conditions.

Government grants relating to income are deferred and recognized in the Statement of Profit and Loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of Property, Plant and Equipment are included in non-current liabilities as deferred income and are credited to the Statement of Profit and Loss on a Straight Line basis over the useful life of the related assets and presented within other income.



Notes to the Consolidated Financial Statements

3.6 Income Tax

The Income Tax expense or credit for the period is the tax payable on the current year's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses as well as available MAT Credit.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date. Current tax comprises of expected tax payable or receivable on taxable income / loss for the year or any adjustment or receivable in respect of previous year.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Current and deferred tax are recognized in profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

3.7 Inventories

Stock of finished goods and stock-in-trade are valued at lower of cost and net realizable value. Finished goods, produced from agricultural produce viz. Black Tea and Tea Waste, are valued at lower of cost arrived at by adding the cost of conversion to the fair value of agricultural produce viz. Green Leaves and the net realizable value. Agricultural produces, viz. Green Leaves harvested from the Company's own Tea Estates, are valued at fair value less cost to sale at the point of harvest. Black Pepper, being an Agricultural Produce is also valued at the net realizable value.

Raw Materials purchased (including Bought Green Leaves) and Stores and Spare Parts are valued at or under cost. Work-in-progress is valued at works cost based on technical evaluation of the stage of completion.

Provision is made for obsolete, slow moving and defective inventories, wherever necessary and reviewed from time to time.

Costs are ascertained to the individual item of inventory by adopting weighted average method. Net realizable value is the estimated selling price for inventories less all selling costs.

3.8 Biological Assets

Biological Assets comprises of unharvested Green Tea Leaves. These are recognized as such when and only when, (a) the Parent controls the assets as a result of past events, (b) it is probable that future economic benefits associated with such assets will flow to the Parent and (c) the fair value or cost of assets can be measured reliably. These assets are measured at its fair value less cost to sell. The gain or loss arising from change in such value is included in Statement of Profit and Loss.

3.9 Agricultural Produce

Agricultural Produce comprises of harvested Green Tea Leaves as well as Black Pepper, from its own Tea Estates. These are valued at fair value less cost to sell on the reporting date. The gain or loss arising from change in such value is included in the Statement of Profit and Loss under the head Consumption of Raw Materials (Green leaves) or Change in inventories of Finished Goods, as applicable.



Notes to the Consolidated Financial Statements

3.10 Employee Benefits

3.10.1 These are recognized at the undiscounted amount as expense for the year in which the related service is rendered.

3.10.2 The Parent is contributing regularly to the Provident Funds, administered by the Governments and independent of Company's finances, in respect of all its eligible employees. The Parent also operates Defined Contribution Scheme for payment of Pension to certain classes of employees. Monthly contribution at 15% of the eligible employees' current salary is made to recognized Superannuation Fund, which is fully funded. This Fund is administered by Trustees and is independent of Parent's finance. Contributions are recognized in Profit and Loss Statement on an accrual basis.

3.10.3 Defined Benefit Gratuity Plan is also maintained by the Parent. The Parent contributes to the recognized Gratuity Fund, which is administered by the Trustees and is independent of Parent's finance. The Annual Contribution is determined by the actuary at the end of the year. Actuarial gains and losses are recognized in the Profit and Loss Statement. The Parent also recognizes in the Profit and Loss Statement gains or losses on curtailment or settlement of the defined benefit plan as and when the curtailment or settlement occurs.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized, in the year in which they occur, directly in Other Comprehensive Income and eventually included in retained earnings in the Statement of changes in Other Equity and in the Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in the Statement of Profit and Loss as past service cost.

3.10.4 Leave encashment liability for eligible employees is provided for at the end of the year, as actually computed and paid/provided for and the charge is recognized in the Profit and Loss Statement.

3.11 Leases

Leases are recognized as per Ind AS 116 when there is a contract that conveys the right to control the use of an identified asset. Such leases are amortized over the lease term.

3.12 Borrowing costs

Borrowing costs consist of interest and related costs incurred in connection with the borrowing of funds. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs that are attributable to the acquisition or construction of qualifying assets or for self-created assets (i.e. an asset that necessarily takes a substantial period of time to get ready for its intended use) are capitalized as a part of the cost of such assets. All other borrowing costs are charged to the Statement of Profit and Loss.

3.13 Provisions and Contingent Liabilities

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking in to account the risks and uncertainties surrounding the obligation.

Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Group or present obligations where it is not probable that an outflow of resources will be required or the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are not recognized in the financial statements but are disclosed unless the possibility of an outflow of economic resources is considered remote.

3.14 Operating Segments

In terms of Ind AS 108, Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) viz. the Chief Executive officer (Executive Chairman) of the Group. The Chief Operating Decision Maker is responsible for allocating resources and assessing performance of the operating segments, which are engaged in separate business activities from which it earns revenue and incur expenses. For each of the segments discreet Financial Results are available.



Notes to the Consolidated Financial Statements

₹ in Lakhs

4. PROPERTY, PLANT AND EQUIPMENT										
Particulars	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION				NET CARRYING AMOUNT	
	As at 1st April, 2022	Additions during the Year	Disposal during the Year	As at 31st March, 2023	As at 1st April, 2022	Depreciation for the year	Disposal during the Year	As at 31st March, 2023	As at 31st March, 2023	As at 31st March, 2022
Land - Tea Estates	6,330.99	8.63	-	6,339.62	-	-	-	-	6,339.62	6,330.99
Land - Leasehold	1,165.55	-	-	1,165.55	69.49	11.79	-	81.28	1,084.27	1,096.06
Bearer Plants - Tea Bushes	2,423.09	278.16	0.79	2,700.46	228.54	58.02	0.44	286.12	2,414.34	2,194.55
Bearer Plants - Black Pepper Vines	20.68	-	-	20.68	6.21	1.89	-	8.10	12.58	14.47
Buildings	10,685.52	1,331.38	4.77	12,012.13	1,576.97	318.73	1.24	1,894.46	10,117.67	9,108.55
Plant and Equipment	6,375.46	527.86	105.40	6,797.92	3,599.03	479.88	92.13	3,986.78	2,811.14	2,776.43
Furniture and Fixtures	1,581.68	14.38	1.24	1,594.82	737.07	120.23	1.18	856.12	738.70	844.61
Vehicles	1,194.27	27.29	52.05	1,169.51	791.33	78.39	49.37	820.35	349.16	402.94
Office Equipment	411.38	13.33	16.53	408.18	283.00	32.02	15.54	299.48	108.70	128.38
Computers	725.69	55.15	22.31	758.53	523.86	83.39	21.19	586.06	172.47	201.83
31st March, 2023	30,914.31	2,256.18	203.09	32,967.40	7,815.50	1,184.34	181.09	8,818.75	24,148.65	23,098.81
31st March, 2022	31,094.73	1,513.56	1,693.98	30,914.31	7,135.20	1,108.11	427.81	7,815.50		

5. CAPITAL WORK-IN-PROGRESS AGEING SCHEDULE					
Particulars	Amount in CWIP for a period of				
	Less than 1 Year	1-2 years	2-3 years	More than 3 Years	Total
Projects in progress	246.07	127.86	14.34	24.23	412.50
	331.96	120.78	61.59	58.00	572.33
Projects temporarily suspended	-	-	-	-	-
	-	-	-	-	-
31st March, 2023	246.07	127.86	14.34	24.23	412.50
31st March, 2022	331.96	120.78	61.59	58.00	572.33

6. OTHER INTANGIBLE ASSETS										
Particulars	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION				NET CARRYING AMOUNT	
	As at 1st April, 2022	Additions during the Year	Disposal during the Year	As at 31st March, 2023	As at 1st April, 2022	Amortisation for the year	Disposals during the Year	As at 31st March, 2023	As at 31st March, 2023	As at 31st March, 2022
Know-how	-	705.99	-	705.99	-	33.08	-	33.08	672.91	-
Computer Software	844.19	52.33	4.59	891.93	530.57	155.82	4.37	682.02	209.91	313.62
31st March, 2023	844.19	758.32	4.59	1,597.92	530.57	188.90	4.37	715.10	882.82	313.62
31st March, 2022	662.22	187.20	5.23	844.19	396.56	137.01	3.00	530.57		

7. INTANGIBLE ASSETS UNDER DEVELOPMENT AGEING SCHEDULE					
Particulars	Amount in Intangible Assets Under Development for a period of				
	Less than 1 Year	1-2 years	2-3 years	More than 3 Years	Total
Projects in progress	81.14	-	-	-	81.14
	333.42	-	-	-	333.42
Projects temporarily suspended	-	-	-	-	-
	-	-	-	-	-
31st March, 2023	81.14	-	-	-	81.14
31st March, 2022	333.42	-	-	-	333.42

**Notes to the Consolidated Financial Statements**

₹ in Lakhs

	31st March, 2023	31st March, 2022
8. NON-CURRENT INVESTMENTS		
In Equity Instruments - Others		
R V Enterprizes Pte. Ltd. - no Par Value denominated in USD 2,49,924.40 (Extent of holding - 13%) (31.03.2022- USD 2,49,924.40) at FVTOCI	-	-
In Preference Instruments - Others		
R V Enterprizes Pte. Ltd. - 34,52,359 (31.03.2022-34,52,359) Shares of US\$ 1 each measured at FVTOCI	1,847.99	1,847.99
	1,847.99	1,847.99
A. Aggregate amount of Quoted Investments	-	-
B. Aggregate amount of Unquoted Investments	1,847.99	1,847.99
C. Aggregate amount of Impairment in Value of Investments (considered in OCI)	168.52*	168.52*
* Note: There is no impairment during the year		
9. LOANS		
Unsecured Considered Good		
Loan to Employees	6.13	0.84
	6.13	0.84
10. OTHER FINANCIAL ASSETS		
Security Deposits	195.29	154.79
Other Deposits	185.17	404.54
	380.46	559.33
11. OTHER NON-CURRENT ASSETS		
Capital Advances	70.38	87.66
	70.38	87.66
12. INVENTORIES		
Raw Materials (Green Leaf - Agricultural Produce)- At fair value	21.71	37.49
Raw Materials (Others)- At cost	12,867.04	9,768.43
Finished Goods (Black Pepper - Agriculture Produce) - At fair value less cost to sell	32.49	1.27
Finished Goods - At lower of cost and net realisable value (including in transit ₹ 169.13 Lakhs (31.03.2022 - ₹ 52.75 Lakhs)	882.27	1,420.37
Stores and Spares - At or under cost	506.61	404.21
Work-in-Progress - At works cost	864.64	541.96
	15,174.76	12,173.73



Notes to the Consolidated Financial Statements

₹ in Lakhs

	31st March, 2023	31st March, 2022
13. BIOLOGICAL ASSETS OTHER THAN BEARER PLANTS		
Fair Value of Biological Assets Other than Bearer Plants (Unharvested Green Tea Leaves)	67.06	110.45
	67.06	110.45

14. INVESTMENTS		
Investment at Fair Value through Profit or Loss		
Investment in Mutual Funds (Unquoted)		
28,74,651.996 Units (2022- Nil) of SBI Savings Fund - Regular Plan - Growth	1,017.91	-
17,018,390 Units (2022- Nil) of SBI Magnum Low Duration Fund - Regular Plan - Growth	507.63	-
	1,525.54	-

15. TRADE RECEIVABLES		
Trade Receivables Considered Good-Unsecured	4,778.01	3,314.39
Trade Receivables which have significant increase in credit risk	-	-
	4,778.01	3,314.39

15A. TRADE RECEIVABLES AGEING SCHEDULE							
Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade receivables – considered good	3,254.95	1,198.17	306.10	0.10	7.03	11.66	4,778.01
	2,505.15	609.06	178.47	1.87	19.84	-	3,314.39
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
31st March, 2023	3,254.95	1,198.17	306.10	0.10	7.03	11.66	4,778.01
31st March, 2022	2,505.15	609.06	178.47	1.87	19.84	-	3,314.39

16. CASH AND CASH EQUIVALENTS		
Balance with Banks - Current Accounts	107.56	182.46
Cash on hand	5.55	9.24
	113.11	191.70

**Notes to the Consolidated Financial Statements**

₹ in Lakhs

	31st March, 2023	31st March, 2022
17. OTHER BANK BALANCES		
Dividend Accounts *	5.57	7.15
Total	5.57	7.15
* Earmarked for payment of unclaimed dividend		
18. LOANS		
Unsecured Considered Good		
Loan to Employees	6.23	11.57
	6.23	11.57
19. OTHER FINANCIAL ASSETS		
Deposit with Bank under Lien with State's VAT authorities as Security Deposit	1.63	1.63
	1.63	1.63
20. CURRENT TAX ASSETS		
Central Income Tax	32.05	30.59
	32.05	30.59
21. OTHER CURRENT ASSETS		
Advances to Suppliers, Service Providers etc.	110.87	75.44
Advances Recoverable	139.23	361.05
Prepaid Expenses	244.79	482.63
Other Receivables	15.07	26.27
Input Tax Credit/ Refund (GST) Receivable	525.42	579.16
Subsidies receivable from Governments	791.26	609.51
Export Incentives Receivables	11.63	5.79
	1,838.27	2,139.85



Notes to the Consolidated Financial Statements

₹ in Lakhs

		31st March, 2023	31st March, 2022
22. EQUITY SHARE CAPITAL			
Authorized			
3,80,00,000 (31.03.2022 - 4,50,00,000) Equity Shares of ₹ 2 each		760.00	900.00
14,00,000 (31.03.2022 - Nil) Preference Shares of Rs.10 each		140.00	-
Issued, Subscribed and Paid Up			
3,76,96,475 (31.03.2022 - 3,66,96,475) Equity Shares of ₹ 2 each fully paid up		753.93	733.93
A) Rights, Preferences and Restrictions attached to the Ordinary Share			
The Company has only one class of shares referred to as Equity Shares having a par value of ₹ 2 per share. Each shareholder is eligible for one vote per share and is entitled to participate in Dividend, which may be proposed by the Board of Directors. In the event of liquidation, the Equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.			
B) Equity Shares held by Holding Company			
BMG Enterprises Ltd.		2,47,31,795	2,37,63,795
C) Shareholders holding more than 5% of the aggregate Equity Share capital in the Company			
Name of the Shareholder	No. of Equity Shares and % of Holding		No. of Equity Shares and % of Holding
BMG Enterprises Ltd., Holding Company	2,47,31,795		2,37,63,795
	65.61		64.76
Harsh Mohan Gupta	18,77,751		18,77,751
	4.98		5.12
D) Reconciliation of Number of Shares			
Equity Shares outstanding at the beginning of the year		3,66,96,475	3,66,96,475
Add: Equity Shares issued during the year		10,00,000	-
Equity Shares outstanding at the end of the year		3,76,96,475	3,66,96,475
E)	The Parent has issued and allotted 10,00,000 Equity Shares of ₹ 2 each on 16th December, 2022 when the Board of Directors at its Meeting held on 16th December, 2022 approved the conversion of 10,00,000 0.01% Compulsorily Convertible Preference Shares (CCPS) of Rs.10 each into 10,00,000 Equity Shares of ₹ 2 each pursuant to the option exercised by the Allottee as per the Terms of the Preferential Issue. (Notes 1 and 2 on Other Equity)		
F) Shareholding of Promoters			
Sl. No.	Promotor Name	No. of Equity Shares and % of Total Shares	No. of Equity Shares and % of Total Shares
1	BMG Enterprises Ltd., Holding Company	2,47,31,795	2,37,63,795
		65.61%	64.76%
2	Mr. Harsh Mohan Gupta	18,77,751	18,77,751
		4.98%	5.12%
3	Mr. Rishab Mohan Gupta	7,69,203	7,69,203
		2.04%	2.10%
4	Ms. Vinita Gupta	6,93,670	6,93,670
		1.84%	1.89%

**Notes to the Consolidated Financial Statements**

₹ in Lakhs

		31st March, 2023	31st March, 2022
5	Harvin Estates Pvt. Ltd.	1,01,045	3,61,045
		0.27%	0.98%
6	Ms. Samara Gupta	15,000	15,000
		0.04%	0.04%
7	BMG Investments Pvt Ltd	9,769	9,769
		0.03%	0.03%
	Total	2,81,98,233	2,74,90,233
		74.80%	74.92%
	% Change during the Year		
	BMG Enterprises Ltd., Holding Company	0.85%	-
	Mr. Harsh Mohan Gupta	-0.14%	-
	Mr. Rishab Mohan Gupta	-0.06%	-
	Ms. Vinita Gupta	-0.05%	-
	Harvin Estates Pvt. Ltd.	-0.71%	-

23. NON CURRENT BORROWINGS			
SECURED			
Term Loans from Banks			
HDFC Bank Limited		2,499.10	3,498.74
Less: Current maturities of long term debts		999.64	999.64
		1,499.46	2,499.10
a) Nature of Security			
Equitable Mortgage of Leasehold Land and Buildings constructed thereon at Bangalore.			
b) Rate of Interest prevailing at year end - 9.90% p.a. (2022 - 7.65% p.a.)			
c) Terms of Repayment			
Repayment in 20 Equal Quarterly Instalments till September, 2025			
		1,499.46	2,499.10

24. DEFERRED TAX LIABILITIES/ (ASSETS) (NET)			
Deferred Tax Liabilities			
The balance comprises temporary differences attributable to:			
i) Property, Plant and Equipment and Other Intangible Assets		771.16	641.04
ii) Financial Assets at Fair Value through Profit or Loss		7.46	-
iii) Fair Value of Inventories		0.94	6.33
iv) Deferred tax related to OCI items		-	12.81
iv) Other Items - On Biological Asset at Fair Value		-	11.21
Deferred Tax Liabilities (A)		779.56	671.39



Notes to the Consolidated Financial Statements

₹ in Lakhs

	31st March, 2023	31st March, 2022
Deferred Tax Assets		
The balance comprises temporary differences attributable to:		
i) Deferred tax related to OCI items	11.35	-
ii) Minimum Alternate Tax Credit Entitlement	643.18	607.21
iii) Other Items - On Biological Asset at Fair Value	12.86	-
Deferred Tax Assets (B)	667.39	607.21
Net Deferred Tax Liabilities/(Assets) (A-B)	112.17	64.18
25. OTHER NON - CURRENT LIABILITIES		
Liabilities for Expenses	9.94	11.51
Government Grants		
Opening Balance	198.41	200.27
Received during the year	20.62	2.84
Less : Deferred Income to be appropriated within one year	6.13	4.70
Closing Balance	212.90	198.41
	222.84	209.92
26. CURRENT BORROWINGS		
Secured Loans repayable on demand from Banks*		
Cash Credit, Packing Credit and Demand Loans	13,162.25	11,846.60
Nature of Security		
Secured by first pari passu charge by way of :		
a) Equitable Mortgage on immovable properties, being Leasehold Land and Buildings constructed thereon at Bangalore as well as Dikom, Nokhroy, Nagrijuli, Romai and Namsang Tea Estates of the Company and b) Hypothecation of movable properties of Rossell Tea and Rossell Techsys Divisions (including Stock and Book Debts), both present and future of the Company.		
Current Maturities of Long Term Borrowings	999.64	999.64
Unsecured		
Demand Loan from Bank	500.00	-
	14,661.89	12,846.24

*Utilised for Specific purpose for which it was taken.

**Notes to the Consolidated Financial Statements**

₹ in Lakhs

	31st March, 2023	31st March, 2022
27. TRADE PAYABLES		
Trade Payables		
a) Total outstanding dues of micro enterprises and small enterprises	89.04	23.20
b) Total outstanding dues other than micro enterprises and small enterprises	2,684.21	2,325.89
	2,773.25	2,349.09

27A. TRADE PAYABLE AGEING SCHEDULE

Particulars	Outstanding for following periods from due date of payment*				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	89.04	-	-	-	89.04
	23.20	-	-	-	23.20
(ii) Others	2,674.59	8.20	0.98	0.44	2,684.21
	2,317.96	7.56	0.37	-	2,325.90
(iii) Disputed dues – MSME	-	-	-	-	-
	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
	-	-	-	-	-
31st March, 2023	2,763.63	8.20	0.98	0.44	2,773.25
31st March, 2022	2,341.16	7.56	0.37	-	2,349.09

*Ageing has been considered from the date of transaction

28. OTHER FINANCIAL LIABILITIES

Interest accrued but not due on borrowings	60.25	44.18
Unpaid Dividends (Note below)	5.57	7.15
Capital Liabilities	146.68	121.94
	212.50	173.27

Note: Amount due for Transfer to Investor Education and Protection Fund within 1 year - ₹ 2.03 lakhs (2022 - ₹ 2.37 lakhs)

29. OTHER CURRENT LIABILITIES

Advances from Customers	1,154.32	85.34
Liabilities for Expenses	1,650.93	1,483.15
Statutory dues	203.40	187.20
Deferred Income related to Government Grants		
Opening Balance	4.70	5.59
Add: Grant Received during the year	0.89	24.78
Add: Deferred Income to be appropriated as Income within One Year	6.13	4.70
Less :Released to Profit and Loss Statement during the year	5.59	30.37
Closing Balance	6.13	4.70
Due to Rossell India Employees' Gratuity Fund	123.54	210.91
	3,138.32	1,971.30



Notes to the Consolidated Financial Statements

₹ in Lakhs

	31st March, 2023	31st March, 2022
30. CURRENT TAX LIABILITIES (NET)		
Provision for Agricultural Income Tax	45.59	45.59
	45.59	45.59

In terms of our Report of even date

For **Khandelwal Ray & Co.,**
Chartered Accountants
Registration No. 302035E

H. M. Gupta
Executive Chairman
DIN: 00065973
Place: Delhi

Rahul Bhatnagar
Director
DIN: 07268064
Place: Noida, UP

Pinaki Sarkar
Partner
Membership No.051449

Place: Kolkata
Date: 27th May, 2023

N. K. Khurana
Director (Finance) and
Company Secretary
M. No.: FCS 2173
Place: Kolkata
Date: 27th May, 2023

**Notes to the Consolidated Financial Statements**

₹ in Lakhs

	2022-2023	2021-2022
31. REVENUE FROM OPERATIONS		
(a) Sale of Products		
Black Tea	16,219.92	14,109.52
Black Pepper	13.52	23.04
Avionics, Aviation and Electronic Equipment	18,628.69	14,708.58
	34,862.13	28,841.14
(b) Sale of Services		
Receipts for Technical and Support Services	5.42	432.77
(c) Other Operating Revenues		
Subsidy -		
- Replanting, Irrigation and Machinery Subsidy	5.59	30.37
- Transport Subsidy	9.87	-
- Orthodox Subsidy	365.81	157.18
Sundry Receipts	86.81	120.65
Changes in Fair Value of Biological Assets	-	37.81
Incentive under MEIS entitlement and other Benefits relating to exports / premium on sale thereof	24.21	285.52
	492.29	631.53
	35,359.84	29,905.44
32. OTHER INCOME		
Interest Income from Financial Assets at amortised cost		
On Deposits-at amortised cost	19.07	13.86
On Loans- at effective interest basis	1.81	2.29
Interest Income from Tax Refunds	0.24	-
Interest Subvention under Assam Tea Industries Special Incentive Scheme, 2020	75.88	113.56
Profit on Sale of Investment designated at FVTPL	-	15.40
Net Gain on restatement of Investments designated at FVTPL	25.61	-
Liabilities no Longer Required Written Back (Net)	0.14	8.19
Net Gain on Foreign Currency Transaction and Translation	268.76	246.18
Profit (net) on Disposal of Property, Plant and Equipment	3.85	26.31
Miscellaneous Income	1.92	-
	397.28	425.79



Notes to the Consolidated Financial Statements

₹ in Lakhs

	2022-2023	2021-2022
33. COST OF MATERIALS CONSUMED		
Purchased Green Leaf Consumed*	619.66	382.02
Consumption of Raw Materials	8,722.02	6,406.97
	9,341.68	6,788.99
* Includes change in Fair Value of Stock of Own Green Leaf on reporting dates		
34. CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS		
Stock of Work in Progress at the beginning of the year	541.96	817.42
Less: Stock of Work in Progress at the end of the year	864.64	541.96
(Increase) / Decrease	(322.68)	275.46
Stock of Finished Goods at the beginning of the year	1,421.64	1,720.54
Less: Stock of Finished Goods at the end of the year	914.76	1,421.64
(Increase) / Decrease	506.88	298.90
	184.20	574.36
35. EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages and Bonus	11,434.50	10,486.21
Contribution to Provident and other Funds	1,406.46	925.38
Workmen and Staff Welfare	1,050.65	1,030.54
	13,891.61	12,442.13
36. FINANCE COST		
Interest Cost on Financial Liabilities carried at amortised cost		
On Term Loans	275.57	339.91
On Working Capital Loans	669.49	596.75
On Intercorpoarte Deposits (Related Party)	-	26.72
On Others	9.52	0.95
Other Borrowings Cost	36.35	34.61
Net Loss on Foreign Currency Transactions (Net)	186.62	-
	1,177.55	998.94
Disclosure pursuant to Pararaph 26 of Ind AS 23 Borrowings Cost		
a) The amount of interest capitalised during the year on self constructed assets (Bearer Plants - Capital work in Progress)	5.27	5.07
b) Capitalisation rate used to determine the amount of interest eligible for Capitalisation as per Paragraph 14	7.13%	6.64%

**Notes to the Consolidated Financial Statements**

₹ in Lakhs

	2022-2023	2021-2022
c) The amount of interest capitalised during the year on self constructed assets (Plant and Machinery - Capital work in Progress)	-	1.90
d) Capitalisation rate used to determine the amount of interest eligible for Capitalisation as per Paragraph 14	-	4.70%
e) The amount of interest capitalised during the year on self constructed assets (Intangible Assets under Development)	-	14.87
f) Capitalisation rate used to determine the amount of interest eligible for Capitalisation as per Paragraph 14	-	4.70%
37. DEPRECIATION AND AMORTIZATION EXPENSE		
Depreciation on Property, Plant and Equipment	1,184.34	1,108.11
Amortization of Other Intangible Assets	188.90	137.01
	1,373.24	1,245.12
38. OTHER EXPENSES		
Consumption of Stores and Spare Parts	944.26	904.20
Power and Fuel	1,557.74	1,033.09
Rent	108.62	86.58
Rates and Taxes	60.94	40.57
Repairs to Building	187.83	279.80
Repairs to Machinery	236.11	216.34
Other Repairs	412.25	362.52
Vehicles Maintenance	266.96	241.44
Transportation Expenses	273.52	243.99
Freight and Shipment Charges	112.98	75.90
Warehousing Expenses	138.51	143.74
Other Selling Expenses	203.50	223.43
Brokerage	140.21	116.84
Commission on Sales	-	1.38
Legal and Professional Fees	442.67	453.43
Insurance	156.47	154.35
Directors' Fee and Commission	36.05	43.35
Auditors' Remuneration (Note below)	7.28	5.71
Traveling and Conveyance	501.70	305.38
Research & Development Expenses	213.31	95.30
Miscellaneous Expenses	553.34	517.27
Changes in Fair Value of Biological Assets	43.39	-
	6,597.64	5,544.61



Notes to the Consolidated Financial Statements

₹ in Lakhs

	2022-2023	2021-2022
Note: Break up of Auditors' Remuneration		
As Auditor	5.10	4.50
For Other Services		
Certification Job	1.83	0.93
Reimbursement of Expenses	0.35	0.28
	7.28	5.71
39. INCOME TAX EXPENSES		
Current Tax		
Assam Agricultural Income Tax for the year	-	-
Income Tax for the year	300.00	300.00
Total Current Tax	300.00	300.00
Deferred Tax		
Deferred Tax	59.34	46.66
40. EARNINGS PER SHARE		
Profit for the Year	2,764.85	3,001.17
Weighted average number of Equity Shares outstanding for the purpose of :		
- Basic Earnings per Equity Share	369.87	366.96
- Diluted Earnings per Equity Share	374.58	366.96
Basic Earnings per Equity Share of ₹ 2 each	7.48	8.18
Diluted Earnings per Equity Share of ₹ 2 each	7.38	8.18
41. CONTINGENT LIABILITIES AND COMMITMENTS'		
(i) Estimated amount of Contingent Liabilities not provided for		
a. Claims against the Company not acknowledged as Debts	51.62	51.62
b. Income Tax Demands disputed before Appellate Authorities	1,067.20	-
c. Bank Guarantees outstanding	1.66	65.61
(ii) Commitments		
Estimated amount of contracts to be executed on Capital Account and not provided for (net of Advances)	160.71	205.99
42. SEGMENT INFORMATION		
In terms of Ind AS 108, the Group has the following reportable Operating Segments as Primary Segments:		
Business Activity	Operating Segment	
A. Cultivation, Manufacture and Sale of Tea	Cultivation, Manufacture and Sell of Bulk Tea	
B. Aviation Products and Services	Engineering and Manufacturing in Aerospace and Defense	

**Notes to the Consolidated Financial Statements**

₹ in Lakhs

	2022-2023	2021-2022
SEGMENT INFORMATION (contd)		
Segments' Revenue		
A. Cultivation, Manufacture and Sale of Tea	16,721.75	14,442.24
B. Aviation Products and Services	18,638.09	15,463.20
Total Revenue from Operations	35,359.84	29,905.44
Segments' Results		
A. Cultivation, Manufacture and Sale of Tea	2,568.99	2,221.73
B. Aviation Products and Services	2,294.48	1,923.05
	4,863.47	4,144.78
Less: Interest	1,177.55	998.94
Unallocated Expenses net of unallocated Income	561.73	456.79
Profit before Tax	3,124.19	2,689.05
Segments' Assets		
A. Cultivation, Manufacture and Sale of Tea	15,760.78	15,615.62
B. Aviation Products and Services	30,721.18	26,564.77
	46,481.96	42,180.39
Add: Unallocated	4,890.34	2,614.67
Total Assets	51,372.30	44,795.06
Segment Assets include the following Capital Expenditure for the year		
A. Cultivation, Manufacture and Sale of Tea	687.70	914.66
B. Aviation Products and Services	1,129.67	598.51
	1,817.37	1,513.17
Add: Unallocated	1,197.13	187.59
Total Additions to Property, Plant and Equipment during the year	3,014.50	1,700.76
Segments' Liabilities		
A. Cultivation, Manufacture and Sale of Tea	3,662.16	5,083.76
B. Aviation Products and Services	18,709.64	14,685.24
	22,371.80	19,769.00
Add: Unallocated	294.22	389.69
	22,666.02	20,158.69



Notes to the Consolidated Financial Statements

₹ in Lakhs

43. Related Party Disclosure as per Ind AS 24 for the Financial Year Ended 31st March 2023	
(i)	Holding Company BMG Enterprises Ltd. Extend of holding of Equity Share - 65.61%
(ii)	Enterprises over which the Key Management Personnel or their relatives have significant influence BMG Investments Private Ltd. Harvin Estates Private Ltd. BMG Foundation
(iii)	Key Management Personnel Mr. H.M.Gupta - Executive Chairman Mr. R M Gupta - Whole Time Director Mr. N K Khurana - Director (Finance) and Company Secretary Ms. Nayantara Palchoudhuri - Non-Executive Director Mr. K Katyal - Non-Executive Director Mr. R Bhatnagar - Non-Executive Director
(iv)	Relatives of Key Management Personnel with whom transactions took place during the year Mrs. Vinita Gupta - Wife of Mr. H M Gupta Ms. Samara Gupta - Daughter of Mr. H M Gupta

		Financial Year	
		2022-2023	2021-2022
(v)	Transactions / balances with Holding Company		
	a) Loan from BMG Enterprises Ltd, Holding Company		
	At the beginning of the year		
	Principal	-	840.00
	Interest	-	-
	Received during the year	-	198.00
	Repayment during the year	-	1,038.00
	Interest paid	-	11.68
	At the end of the year		
	Principal	-	-
	Interest	-	-
	b) Rent paid for Office Space		
	- BMG Enterprises Ltd	-	12.00
(vi)	Transactions/ balances with Enterprises where significant influence is exercisable		
	a) Loan from BMG Investment Pvt Ltd		
	At the beginning of the year		
	Principal	-	768.00
	Interest	-	-
	Received during the year	-	756.00
	Repayment during the year	-	1,524.00
	Interest paid	-	15.04
	At the end of the year		
	Principal	-	-
	Interest	-	-

**Notes to the Consolidated Financial Statements**

₹ in Lakhs

		Financial Year	
		2022-2023	2021-2022
	b) Rent paid for Office Space		
	- Harvin Estate Pvt. Ltd.	6.00	6.00
	c) Rent for Residential Accommodation		
	- Harvin Estate Pvt. Ltd.	6.00	6.00
	d) Contribution made for charitable purpose (Included in CSR Activities)		
	- BMG Foundation	21.68	13.54
(vii)	Transactions with Key Management Personnel:		
	a) Short Term Employment Benefits		
	- Mr. H. M. Gupta	164.63	151.85
	- Mr. N. K. Khurana	63.09	60.66
	- Mr. R M Gupta	115.98	109.69
	b) Post-Employment Benefit		
	- Mr. H. M. Gupta	11.52	11.99
	- Mr. N. K. Khurana	16.87	17.61
	- Mr. R M Gupta	10.08	13.75
(viii)	Transactions with relatives of Key Management Personnel		
	a) Short Term Employment Benefits		
	- Mrs. Vinita Gupta	48.28	45.76
	- Ms. Samara Gupta	41.92	39.70
	b) Post-Employment Benefits		
	- Mrs. Vinita Gupta	4.32	5.82
	- Ms. Samara Gupta	3.69	4.97
(ix)	Transactions with Post Employment Benefit Plan - Contributions		
	a) Contribution to Rossell India Employees' Gratuity Fund as per Actuarial Valuation	443.53	-
	b) Contribution to Rossell Tea Superannuation Fund	48.01	41.06
	c) Balance payable to Rossell India Employees' Gratuity Fund	123.54	210.91
(x)	Transactions with Non-Executive Directors		
	Sitting Fees		
	Ms. Nayantara Palchoudhuri	7.25	6.45
	Mr. K Katyal	7.15	6.65
	Mr. A Shukla	-	4.50
	Mr. R Bhatnagar	6.65	5.75
	Director's Commission		
	Ms. Nayantara Palchoudhuri	5.00	5.00
	Mr. K Katyal	5.00	5.00
	Mr. A Shukla	-	5.00
	Mr. R Bhatnagar	5.00	5.00



Notes to the Consolidated Financial Statements

₹ in Lakhs

44. Financial risk management objectives

The Parent's business activities expose it to certain financial risks - market risk, liquidity risk and credit risk. In order to minimize those risks, the Parent has risk management policies and procedures in place as approved by the Audit Committee of the Board of Directors of the Parent after due evaluation of key risks facing the business of the Company:

a) Market Risk

The Parent's business of Cultivation, Manufacture and Sale of Tea is primarily agricultural in nature. Moreover, the sale price of Tea is largely determined by the market forces of demand and supply. Thus, adverse weather conditions and uncertain tea market expose it to the risk that the fair value or future cash flows may adversely fluctuate. The Group closely monitors the changes in market conditions and select the sales strategies to mitigate its exposure to various market risks. Other Market risks are as under:

i. Foreign Currency Risk

The Parent undertakes significant transactions denominated in foreign currency with its customers in relation to Exports by Rossell Tea Division and 100% EOU of Rossell Techsys Division. This results in wide exposure to exchange rate fluctuations. Such exchange rate risk primarily arises from transactions made in foreign exchange and reinstatement risks arising from recognized assets and liabilities, which are not in the Company's functional currency (Indian Rupees). A significant portion of these transactions are in US Dollar, Euro and British Pound Sterling etc.

The Parent, as Risk Management Policy, hedges its exposure in foreign exchange whenever considered appropriate based on their perception about such market and reviews periodically its exposure therein to ensure that results from fluctuating currency exchange rate are appropriately managed.

The exposure to foreign currency as on 31st March, 2023 and 31st March, 2022 is given as under:

₹ in Lakhs

Particulars	As at 31st March, 2023				As at 31st March, 2022			
	USD	EURO	GBP	CHF	USD	EURO	GBP	CHF
Financial Assets								
Investments in Equity/ Preference Instruments	33.64	-	-	-	33.64	-	-	-
Trade Receivables	55.93	0.04	-	-	40.43	1.12	-	-
Total Financial Assets (A)	89.57	0.04	-	-	74.07	1.12	-	-
Financial Liabilities								
Borrowings	-	-	-	-	38.06	-	-	-
Trade Payables	21.93	0.22	0.17	-	23.94	0.16	0.02	0.09
Total Financial Liabilities (B)	21.93	0.22	0.17	-	62.00	0.16	0.02	0.09
Net Exposure in Foreign Currency (A-B)	67.64	(0.18)	(0.17)	-	12.07	0.96	(0.02)	(0.09)

The impact of sensitivity analysis (10% appreciation / depreciation of the foreign currency with respect to functional currency) arising on account of above outstanding foreign currency denominated assets and liabilities would be ₹ 461.00 Lakhs (31st March, 2022 – ₹ 28.37 Lakhs).

ii. Interest Rate Risk

Interest rate risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The objectives of the Parent's interest rate risk management processes are to lessen the impact of adverse interest rate movements on its earnings and cash flows and to minimize counter party risks.

The Parent is exposed to interest rate volatilities primarily with respect to its borrowings from banks. Such volatilities primarily arise due to changes in the Lending rates of Banks, which in turn are linked with Repo Rates as announced by RBI from time to time as well as other economic parameters of the Country. The Parent manages such risk by operating with Banks having strong fundamentals with comparatively lower Lending Rates in the Market.

Interest rate sensitivity

Since the significant amount of borrowings of the Parent are short term in nature, the possible volatility in the interest rate is minimal.



Notes to the Consolidated Financial Statements

b) Liquidity Risk

Liquidity risk is the risk that the Group may encounter difficulty, including seasonality, in meeting its obligations due to shortage of liquid assets.

The Group mitigates its liquidity risks by ensuring timely collections of its trade receivables, close monitoring of its credit cycle, ensuring optimal movements of its inventories and avoid blockage of working capital in non-productive current assets.

The remaining contractual maturities of significant financial liabilities payable within one year (other than borrowings from the Banks) as at 31st March, 2023 and 31st March, 2022 are as under:

Particulars	₹ in Lakhs	
	As at 31st March, 2023	As at 31st March, 2022
Trade Payables	2,773.25	2,349.09
Other Financial Liabilities	212.50	173.27
Other Current Liabilities	3,138.32	1,971.30
Total	6,124.07	4,493.66

c) Credit Risk

Credit risk is the risk that counter party will not meet its obligations leading to a financial loss to the Group.

The Subsidiary exposure is limited to its parent. The Parent has its policies to limit its exposure to credit risk arising from outstanding receivables. Management regularly assess the credit quality of its customer's based on which, the terms of payment are decided. Credit limits are set for each customer which are reviewed at periodic intervals. The credit risk of the Group is low as the Group sells a significant volume of its Teas through the auction system which is on cash and carry basis. The exports are made mostly to worldwide reputed Corporates like Boeing, Lockheed Martin, Taylors of Harrogate etc., and otherwise backed by letter or credit or on advance basis.

There is no expected credit risk on Trade Receivables as on 31st March, 2023 (Note 15).

45. Financial Instruments by category

₹ in Lakhs

Particulars	As at 31st March, 2023				
	FVTPL	FVOCI	Amortized Cost	Total Carrying Value	Total Fair value
Financial Assets					
(i) Investments	1,525.54	1,847.99	-	3,373.53	3,373.53
(ii) Trade Receivables	-	-	4,778.01	4,778.01	4,778.01
(iii) Cash and Cash Equivalents	-	-	113.11	113.11	113.11
(iv) Other Bank Balances	-	-	5.57	5.57	5.57
(v) Loans	-	-	12.36	12.36	12.36
(vi) Other Financial Assets	-	-	382.09	382.09	382.09
Total financial assets	1,525.54	1,847.99	5,291.14	8,664.67	8,664.67
Financial liabilities					
(i) Borrowings	-	-	16,161.35	16,161.35	16,161.35
(ii) Trade payables	-	-	2,773.25	2,773.25	2,773.25
(iii) Other financial liabilities	-	-	212.50	212.50	212.50
Total financial liabilities	-	-	19,147.10	19,147.10	19,147.10



Notes to the Consolidated Financial Statements

₹ in Lakhs

Particulars	As at 31st March, 2022				
	FVTPL	FVOCI	Amortized Cost	Total Carrying Value	Total Fair value
Financial Assets					
(i) Investments	-	1,847.99	-	1,847.99	1,847.99
(ii) Trade Receivables	-	-	3,314.39	3,314.39	3,314.39
(iii) Cash and Cash Equivalents	-	-	191.70	191.70	191.70
(iv) Other Bank Balances	-	-	7.15	7.15	7.15
(v) Loans	-	-	12.41	12.41	12.41
(vi) Other Financial Assets	-	-	560.96	560.96	560.96
Total financial assets	-	1,847.99	4,086.61	5,934.60	5,934.60
Financial liabilities					
(i) Borrowings	-	-	15,345.34	15,345.34	15,345.34
(ii) Trade payables	-	-	2,349.09	2,349.09	2,349.09
(iii) Other financial liabilities	-	-	173.27	173.27	173.27
Total financial liabilities	-	-	17,867.70	17,867.70	17,867.70

45. Fair Value measurements

Fair value hierarchy

Fair value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

Level 1: Quoted prices (unadjusted) in active market for identical assets or liabilities.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The management consider that the carrying amounts of financial assets (other than those measured at fair values) and liabilities recognized in the financial statements approximate their fair value as on the reporting date.

There were no transfers between Level 1, Level 2 and Level 3 during the year.

The following table presents the fair value hierarchy of assets and liabilities measured at fair value on a recurring basis.

₹ in Lakhs

1. Financial assets and liabilities measured at fair value on a recurring basis	Fair Value Hierarchy (Level)	As at 31st March, 2023	As at 31st March, 2022
Financial Assets (A)			
Investment in Units of Mutual Funds measured at FVTPL	Level 2	1,525.54	-
Investment in Equity Instruments measured at FVTOCI	Level 2	1,847.99	1,847.99
Total	-	3,373.53	1,847.99
Financial Liabilities (B)	-	-	-
Net (A) – (B)	-	3,373.53	1,847.99

**Notes to the Consolidated Financial Statements**

₹ in Lakhs

2. Biological Assets other than Bearer Plants measured at Fair Value			
Unharvested Green Tea leaves	Level 3	67.06	110.45
Agricultural Produce			
- Green Leaf	Level 2	21.71	37.49
- Black Pepper	Level 2	32.49	1.27
Total		121.26	149.21
Grand Total (1 + 2)		3,494.79	1,997.20

47. Statement of Net Assets and Profit or Loss attributable to Owners and Non-Controlling Interest

Name of the entity	2022-23							
	Net Assets		Share in Net Profit / (Loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	Amount	As a % of Consolidated Net Assets	Amount	As a % of consolidated Net Profit / (Loss)	Amount	As a % of consolidated Other Comprehensive Income	Amount	As a % of consolidated Total Comprehensive Income
Holding Company								
Rossell India Limited	28,667.10	99.86	2,737.04	98.99	(132.81)	91.69	2,604.23	99.40
Subsidiary								
Foreign								
Rossell Techsys Inc.	56.98	0.20	45.61	1.65	-	-	45.61	1.74
Exchange differences on translation of financial statements of foreign operations	-	-	-	-	(12.04)	8.31	(12.04)	(0.46)
Indian								
Rossell Techsys Limited	(17.80)	(0.06)	(17.80)	(0.64)	-	-	(17.80)	(0.68)
Total	28,706.28	100.00	2,764.85	100.00	(144.85)	100.00	2,620.00	100.00



Notes to the Consolidated Financial Statements

₹ in Lakhs

Name of the entity	2021-22							
	Net Assets		Share in Net Profit / (Loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	Amount	As a % of Consolidated Net Assets	Amount	As a % of consolidated Net Profit / (Loss)	Amount	As a % of consolidated Other Comprehensive Income	Amount	As a % of consolidated Total Comprehensive Income
Holding Company								
Rossell India Limited	24,612.96	99.90	2,976.27	99.17	151.99	100.99	3,128.26	99.26
Subsidiary								
Foreign								
Rossell Techsys Inc.	23.41	0.10	24.90	0.83	-	-	24.90	0.79
Exchange differences on translation of financial statements of foreign operations	-	-	-	-	(1.49)	(0.99)	(1.49)	(0.05)
Total	24,636.37	100.00	3,001.17	100.00	150.50	100.00	3,151.67	100.00

48. Business Restructuring

The Board of Directors of the Company at their Meeting held on 12th July, 2022 approved the Scheme of Amalgamation between BMG Enterprises Limited ("the Transferor Company") and Rossell India Limited ("the Transferee Company") and their respective shareholders under the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 ('the Scheme'). The Appointed Date set out in the Scheme is 1st July, 2022 or such other date as the Hon'ble National Company Law Tribunal ("NCLT") or any other competent authority may approve. The Stock Exchanges have recently issued their No Objection/ Observation Letters for this Scheme and the required application to NCLT is in the process of being filed. The Scheme shall be effective post receipt of necessary approvals by shareholders and creditors of the Companies, NCLT and such other statutory and regulatory approvals as may be required.

The Board of Directors of the Company at their Meeting held on 16th December, 2022 approved the Scheme of Arrangement between Rossell India Limited ("the Demerged Company") and Rossell Techsys Limited ("the Resulting Company") and their respective shareholders under the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 involving demerger of Rossell Techsys Division from the Demerged Company into the Resulting Company and cancellation and reduction of existing share capital of Resulting Company. The Appointed Date set out in the Scheme is 1st April, 2023 or such other date as the Hon'ble National Company Law Tribunal ("NCLT") or any other competent authority may approve. The Stock Exchanges have recently issued their No Objection/ Observation Letters for this Scheme and the required application to NCLT is in the process of being filed. The Scheme shall be effective post receipt of necessary approvals by shareholders and creditors of the Companies, NCLT and such other statutory and regulatory approvals as may be required.

49. Preferential Allotment of Shares

- 49.1 The Board of Directors of the Parent by adopting a Resolution by Circulation on 27th June, 2022 allotted 10,00,000 0.01% Compulsorily Convertible Preference Shares (CCPS) (Instruments entirely Equity in nature) of ₹ 10 each at an issue price of ₹ 156 per CCPS including Securities Premium of ₹ 146 per CCPS aggregating to ₹ 1,560 Lakhs on preferential basis (for cash consideration) after obtaining the required regulatory approvals to BMG Enterprises Ltd., the Holding Company. (Allottee)
- 49.2 Subsequently, the Board of Directors of the Parent at its Meeting held on 16th December, 2022 approved the conversion of aforesaid



Notes to the Consolidated Financial Statements

CCPS of Rs.10 each into 10,00,000 Equity Shares of ₹ 2 each pursuant to the option exercised by the Allottee as per the Terms of the Preferential Issue. The difference in face value of ₹ 8 per Share aggregating to ₹ 80 Lakhs was treated as further Securities Premium received on such issue and allotment of Equity Shares.

- 49.3 The funds raised from the issue and allotment of the said CCPS have been fully utilised for meeting long term fund requirements and other general corporate purposes of the Company.
50. In terms of Guidelines Note on Audit of Consolidated Financial Statements issued by the Institute of Chartered Accountants of India, General Circular No. 39/2014 dated 14th October, 2014 issued by the Ministry of Corporate Affairs and provisions of Indian Accounting Standard Ind AS 110, only those disclosures are given as are relevant to these Consolidated Financial Statement to give a true and fair view thereof.

In terms of our Report of even date

For **Khandelwal Ray & Co.,**
Chartered Accountants
Registration No. 302035E

H. M. Gupta
Executive Chairman
DIN: 00065973
Place: Delhi

Rahul Bhatnagar
Director
DIN: 07268064
Place: Noida, UP

Pinaki Sarkar
Partner
Membership No.051449

N. K. Khurana
Director (Finance) and
Company Secretary
M. No.: FCS 2173
Place: Kolkata
Date: 27th May, 2023

Place: Kolkata
Date: 27th May, 2023



PROFITABILITY STATEMENT FOR 10 YEARS

FINANCIAL YEAR	2022-2023	2021-2022	2020-2021	2019-2020	2018-2019	2017-2018	2016-2017	2015-2016	2014-2015	2013-2014
Quantative Information (lakh Kgs.)										
Black Tea										
Saleable production	56.60	52.13	54.85	59.36	55.06	53.25	49.43	50.78	48.89	55.59
Sales	55.88	52.09	54.13	60.90	54.56	53.12	50.60	49.20	48.87	55.16
Financial Information (₹ in lakhs)										
Revenue from Operations										
- Black Tea	16,721.75	14,442.24	15,732.61	14,611.30	12,423.92	11,771.08	11,212.60	12,125.08	11,262.78	12,537.24
- Aviation Products and Services	18,636.57	15,460.56	16,495.70	16,320.07	10,746.78	6,397.21	3,838.14	2,832.48	1,897.85	1,172.27
- Others	-	-	-	624.11	1,697.43	1,684.10	1,329.73	1,155.62	878.19	430.62
Total Revenue from Operations	35,358.32	29,902.80	32,228.31	31,555.49	24,868.13	19,852.39	16,380.47	16,113.18	14,038.82	14,140.13
Other Income	395.36	425.79	200.09	343.38	29.80	201.47	316.16	554.60	273.27	480.62
Total Income	35,753.68	30,328.59	32,428.40	31,898.87	24,897.93	20,053.86	16,696.63	16,667.78	14,312.09	14,620.75
Expenses	30,106.51	25,420.38	25,383.32	26,824.80	22,797.72	18,529.62	15,885.83	13,789.66	12,056.28	10,417.08
Profit/(Loss) before Depreciation and Finance Cost	5,647.17	4,908.21	7,045.08	5,074.07	2,100.21	1,524.24	810.80	2,878.12	2,255.81	4,203.67
Depreciation	1,373.24	1,245.12	1,193.32	904.15	995.84	967.08	886.17	953.01	956.41	416.00
Profit/(Loss) before Finance Cost	4,273.93	3,663.09	5,851.76	4,169.92	1,104.37	557.16	(75.37)	1,925.11	1,299.40	3,787.67
Finance Cost	1,177.55	998.94	1,643.79	1,077.87	1,054.60	718.40	670.68	719.49	724.45	914.48
Profit/(Loss) before Exceptional Item and Extraordinary Item	3,096.38	2,664.15	4,207.97	3,092.05	49.77	(161.24)	(746.05)	1,205.62	574.95	2,873.19
Exceptional Item	-	-	(112.21)	(32.96)	(11.00)	-	-	-	-	-
Profit/(Loss) before Extraordinary Item	3,096.38	2,664.15	4,095.76	3,059.09	38.77	(161.24)	(746.05)	1,205.62	574.95	2,873.19
Extraordinary Item	-	658.78	-	-	-	-	-	-	-	-
Profit/(Loss) before Tax	3,096.38	3,322.93	4,095.76	3,059.09	38.77	(161.24)	(746.05)	1,205.62	574.95	2,873.19
Current Tax										
- For Current Year	300.00	300.00	370.00	550.00	23.00	35.00	-	300.00	170.00	650.00
- For Earlier Years	-	-	-	-	-	-	-	100.00	-	-
Deferred Tax Adjustment	59.34	46.66	434.61	654.28	(41.14)	(220.46)	(191.00)	(151.84)	4.48	183.00
Profit/(Loss) after Tax	2,737.04	2,976.27	3,291.15	1,854.81	56.91	24.22	(555.05)	957.46	400.47	2,040.19
Earning Per Share ₹ 2 each (₹)	7.40	8.11	8.97	5.05	0.16	0.07	(1.51)	2.61	1.09	5.56
Dividend Per Share of ₹ 2 each (₹)	0.40	0.30	0.30	0.20	-	-	0.20	0.50	0.50	0.50

* Dividend paid from General Reserve

**STATEMENT OF APPROXIMATE AREA, CROP AND YIELD**


TEA ESTATES	Tea Bearing Area in Hectares	Crop (Kgs.) 2022-2023	Yield per Bearing Hectare
DIKOM	621	12,20,197	1,965
NOKHROY	329	6,11,686	1,859
NAGRIJULI	595	10,78,257	1,812
ROMAI	309	6,47,315	2,095
NAMSANG	309	6,36,391	2,060
KHARIKATIA	483	9,78,263	2,025
TOTAL	2,646	51,72,109	1,955




ROSSELL INDIA LTD

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