

ROSSELL INDIA LIMITED



Date: 26th August, 2020

Department of Corporate Services BSE Limited Ground Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai – 400 001 Scrip Code: 533168	National Stock Exchange of India Limited Listing Department, Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051 Symbol : ROSSELLIND	The Secretary The Calcutta Stock Exchange Ltd., 7, Lyons Range, Kolkata – 700 001
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Dear Sirs,

Sub: Annual Report for the Financial Year 2019-2020 along with Notice convening the 26th Annual General Meeting.

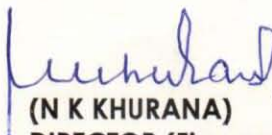
In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice convening the 26th Annual General Meeting (26th AGM) along with the Annual Report of the Company for the Financial Year 2019-2020. The 26th AGM of the Company will be held on Wednesday, 23rd September, 2020, at 2:00 P.M. (IST) through Video Conference (VC)/ Other Audio Visual Means (OAVM) facility.

The Annual Report for the Financial Year 2019-2020 is also available on the website of the Company at www.rossellindia.com and on the website of the NSDL at www.evoting.nsdl.com.

The aforesaid documents are being dispatched electronically 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.


(N K KHURANA)
DIRECTOR (Finance) and
COMPANY SECRETARY

Encl: As above



ROSSELL INDIA LIMITED



ANNUAL REPORT 2019 - 2020

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
A. Shukla, Non-Executive-Independent Director
R. Bhatnagar, Non-Executive-Independent Director – w.e.f. 9th August, 2019
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) – appointed w.e.f. 9th August, 2019
N. Palchoudhuri, Non-Executive-Independent Director (Member)
K. Katyal, Non-Executive-Independent Director (Member)
A. Shukla, Non-Executive-Independent Director (Member) – ceased w.e.f. 9th August, 2019

NOMINATION AND REMUNERATION COMMITTEE

- N. Palchoudhuri**, Non-Executive-Independent Director (Chairperson)
K. Katyal, Non-Executive-Independent Director (Member)
A. Shukla, 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

- A. Shukla**, Non-Executive-Independent Director (Chairman) – inducted w.e.f. 9th August, 2019
R. Bhatnagar, Non-Executive-Independent Director (Member) – inducted w.e.f. 9th August, 2019
N. K. Khurana, Director (Finance) and Company Secretary (Member)
N. Palchoudhuri, Non-Executive-Independent Director (Member) – ceased w.e.f. 9th August, 2019
K. Katyal, Non-Executive-Independent Director (Chairman) – ceased w.e.f. 9th August, 2019

DIVISIONAL HEADS

- S. S. Sikand** – Rossell Tea
P. K. Bhagvandas – Rossell Techsys
Rohit Diwan – Aerotech Services

AUDITORS

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

BANKERS

HDFC 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
CIN: L01132WB1994PLC063513

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Notice

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the Members of Rossell India Limited will be held on Wednesday, 23rd September, 2020, at 2:00 P.M. IST through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020 together with the Reports of the Directors and Auditors thereon;
2. To declare Dividend of Re. 0.20 per Equity Share of ₹ 2 each for the Financial Year ended 31st March, 2020.
3. To appoint a Director in place of Mr. N. K. Khurana (DIN - 00123297), who retires by rotation, and, being eligible offers himself for re-appointment.

SPECIAL BUSINESS

4. **Appointment of Mr. Rahul Bhatnagar (DIN- 07268064) as an Independent Director:**

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

"RESOLVED THAT Mr. Rahul Bhatnagar (DIN- 07268064), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 9th August, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (the Act) and Article 79 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), as amended from time to time, the appointment of Mr. Rahul Bhatnagar (DIN- 07268064), who meets the criteria for independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and thus eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of three years commencing from 9th August, 2019 up to 8th August, 2022, be and is hereby approved."

"RESOLVED FURTHER 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. **Re-appointment of Mr. Ajai Shukla (DIN -06459352) as an Independent Director:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 of the SEBI Listing Regulations, as amended from time to time, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Ajai Shukla (DIN - 06459352), who holds office of Independent Directors up to 31st March, 2020 and who meets the criteria for independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of Two consecutive years commencing from 1st April, 2020 upto 31st March, 2022."

"RESOLVED FURTHER 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. N. K. Khurana (DIN - 00123297) as Whole Time Director**

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Section I and Section II of Part II of Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations



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2015, approval of the Members be and is hereby accorded for the re-appointment of Mr. N. K. Khurana (DIN – 00123297) as the Whole Time Director of the Company, to be designated as Director (Finance) and Company Secretary for a period of 3 (Three) consecutive years commencing from 1st September, 2020 till 31st August, 2023 on the terms and conditions, including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting and approved by the Board of Directors, upon recommendation made by the Nomination and Remuneration Committee of the Board in accordance with Schedule V, Section I and Section II of Part II of the Act and also approved by the Audit Committee of the Board in accordance with the Policy of the Company on Related Party Transactions.”

“RESOLVED FURTHER 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. Ratification of Cost Auditor's 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, 2021, be paid remuneration as set out in the Explanatory Statement annexed to the Notice.”

Place: Kolkata
Date: 29th June, 2020

Registered Office:

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

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

NOTES

- In view of the continuing Covid-19 Pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM without the physical presence of Members at a common venue. In compliance of the provisions of Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and MCA Circulars, the 26th AGM of the Company is being held through VC/OAVM.**
- Further, pursuant to the aforesaid Circulars, the Notice of the AGM along with the Annual Report for FY 2019-20 is sent in electronic form only to those Members whose email addresses are registered with the Company/ Depositories. The Notice calling the 26th AGM has been uploaded on the website of the Company at www.rossellindia.com. 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 and the 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**
- 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.**
- 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 scrutinizeraklabh@gmail.com; aklabh@aklabh.com; aklabhcs@gmail.com or to the Company at corporate@rosselltea.com.**
- 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 for 1000 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.**



Notice

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 2019-20 along with 26th AGM Notice by email. Members holding shares in demat form can update their email address with their Depository Participants.**
9. In case of joint holder 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 17th September, 2020 to 23rd September, 2020 (both days inclusive) for the purpose of payment of Dividend if declared at the 26th AGM.
11. The Explanatory Statement pursuant to section 102 (1) of the Act, setting out the material facts concerning each item of Special Business is Annexed to this Notice.
12. Information under Regulation 26(4) and 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.
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) to enable the Company to consolidate their holding into one folio.
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 by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government, after completion of 7 (seven) years.

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 claimed for seven consecutive years or more shall also be transferred to an IEPF Suspend Account.

In compliance with the above provisions, the following amounts of unpaid dividend pertaining to the Financial Year 2011-2012 along with corresponding Equity Shares thereto were transferred IEPF Authorities of the Central Government during the Financial Year 2019-2020:

Amount of Unpaid Dividend pertaining to the Financial Year 2011-2012 transferred to IEPF	₹ 1,89,561
No. of Corresponding Shares transferred to IEPF	34,076 Equity Shares

Accordingly, the Company would be transferring the unpaid final dividend and corresponding unclaimed shares for the year ended 31st March 2013, during September, 2020 to IEPF. Those Members, who have not so far encashed their Dividend Warrants from the year ended 31st March, 2013 onwards may immediately approach the Company/ Registrar for revalidation of such Dividend Warrants.

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 <http://www.rossellindia.com/financials.html>.

16. Unclaimed Equity Shares

In terms of Regulation 39(4) read with Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,



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2015, the Company is maintaining an account under the name and style "Unclaimed Suspense Account", with IL&FS Securities Services Limited, Mumbai and the unclaimed 9,875 Equity Shares of the Company belonging to 44 Members are lying therein as on 31st March, 2020. During the Financial Year 2019-2020, 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, 21,245 Equity Shares of the Company belonging to 13 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.

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.

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, 40116 711, 4011 6718, 4011 6723
Fax: 033 - 22870263
Email ID: rta@cbmsl.co / 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 had vide Notification No. SEBI/LAD-NRO/ GN/2018/24 dated 8th June, 2018 and SEBI/LAD-NRO/ GN/2018/49 dated 30th November, 2018 read with BSE circular no. list/comp/15/2018-19 dated 5th July, 2018 and NSE circular no. NSE/CML/2018/26 dated 9th July, 2018 directed that transfer of securities would be carried out in dematerialized form only with effect from 1st April, 2019, except in case of transmission or transposition of securities. 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.

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. **Voting through electronic means:**

- a) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the Members, the facility to cast their votes through e-voting (including remote e-voting) on all Resolutions set forth in this Notice.
- b) 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 and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- c) 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.
- d) The Board of Directors has appointed M/s. A. K. Labh & Co., Practicing Company Secretaries, (Membership No. F4848) 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. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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



Notice

Details on Step 1 are mentioned below:

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.nsd.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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below :

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
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. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- d) Process for those shareholders whose email IDs are not registered with the depositories for procuring user ID and password and registration of email IDs for e-voting for the resolutions set out in this notice:
 - (i) 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 rita@cbmsl.co / ranarc@cbmsl.co / corporate@rosselltea.com
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 rita@cbmsl.co / ranarc@cbmsl.co / corporate@rosselltea.com
 - (ii) Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (i) or (ii) as the case may be.



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6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **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.

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.

Details on Step 2 are given below:

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

- a) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- b) After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- c) Select “EVEN” of company for which you wish to cast your vote.
- d) Now you are ready for e-Voting as the Voting page opens.
- e) 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.
- f) Upon confirmation, the message “Vote cast successfully” will be displayed.
- g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Instructions for Members for Attending the AGM through VC/OAVM

1. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM. Members who do not have the User ID and password or have forgotten the user id and password may retrieve the same by following the remote e-voting instructions mentioned in the notice. Further Members can also use the OTP based for logging into the e-voting system of NSDL.
2. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first basis.
3. Shareholders who will participate in the AGM through VC/OAVM can also pose question/feedback through question box option. Such questions by the Members shall be taken up during the meeting or replied by the Company suitably.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizeraklabh@gmail.com; aklabh@aklabh.com; aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in.



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- 2 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.
- 3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

Other Instructions:

- i) The e-voting period commences on Sunday, 20th September, 2020 (9.00 a.m. IST) and ends on Tuesday, 22nd September, 2020 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, 16th September 2020, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - ii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - iii) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - iv) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - v) The voting rights of members shall be in proportion to their shares of the Paid up Equity Share Capital of the Company as on the cut-off date of 16th September, 2020.
 - vi) The Scrutiniser shall, immediately after the conclusion of voting at General Meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall within 3 days of conclusion of the meeting submit a consolidated scrutiniser report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.
 - vii) The results along with the Scrutinisers Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to BSE Limited and National Stock Exchange of India.
 - viii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.
21. 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 or to the Company's Registrar and Share Transfer Agent, named above.

Place: Kolkata
Date: 29th June, 2020

Registered Office:

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

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 Sixth Annual General Meeting to be held on 23rd September, 2020.

ITEM NO. 4

Based on recommendation of Nomination and Remuneration Committee, the Board of Director has appointed Mr. Rahul Bhatnagar (DIN - 07268064) as an Additional Director of the Company and also Independent Director for a term as stated in the respective resolution, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and Article 79 of the Articles of Association of the Company, Mr. Bhatnagar shall hold office up to the date of this 26th Annual General Meeting ("AGM") and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received required declaration from Mr. Bhatnagar to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In the opinion of the Board, Mr. Bhatnagar fulfills the conditions specified in the Act, Rules and Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

A brief profile of Mr. Bhatnagar is given below:

Mr. Rahul Bhatnagar (DIN - 07268064) he is a MBA from the Wharton School, University of Pennsylvania, USA, an Associate Member of the Institute of Chartered Accountants of India and Bachelor of Economics, St. Stephen's College, University of Delhi. Mr. Bhatnagar has over 4 decades of extensive and rich global experience spread across diverse industries in the field of Business Strategy and Execution, Financial Management and Controls, M&A, Taxation, Treasury, Marketing Intelligence etc. He has served in the capacity of CFO and Finance Controller in various multinational Companies like Nestle, Pepsico, Seagram, etc. His last assignment was with Bharti Enterprises Ltd as the Managing Director and Group CFO.

In compliance with the provisions of Section 149, read with Schedule IV of the Act and Regulation 17 of SEBI Listing Regulations the appointment of Mr. Bhatnagar as Independent Director is now being placed before the Members for their approval.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item No. 4 of this Notice except Mr. Bhatnagar himself.

The Board recommends the adoption of the proposed Ordinary Resolutions at Item No. 4 of this Notice for approval of the Members.

ITEM NO. 5

Mr. Ajai Shukla (DIN -06459352) was appointed as Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the 25th Annual General Meeting held on 9th August 2019 to hold office upto 31st March, 2020 for the "first term" as per the explanation to Section 149(10) and 149(11) of the Act. The Nomination and Remuneration Committee of the Board after taking into account the performance evaluation of the Independent Directors, during his first term of one year and considering the knowledge, acumen, expertise and experience in his fields and the valuable contribution made by him during his tenure as an Independent Director, has recommended to the Board that continued association of Mr. Shukla as an Independent Director would be in the interest of the Company. Based on the above, the Board has recommended the re-appointment of Mr. Shukla as an Independent Director on the Board of the Company, to hold office for the second term of two consecutive years commencing from 1st April, 2020 upto 31st March, 2022 and not liable to retire by rotation.

A brief profile of Mr. Shukla is given below:

Mr. Ajai Shukla (DIN -06459352) did his schooling from The Lawrence School, Sanawar, Shimla Hills in 1975, and straightaway joined the National Defence Academy, Khadakvasla. During his three years there, he was awarded a graduate degree from the Jawaharlal Nehru University. Later, he obtained his master's degree from Madras University and then went on to do a master's degree in War Studies from King's College, London, UK. Before taking up journalism in 2001, he was a combat soldier for over two decades, serving multiple tenures in Jammu & Kashmir, Nagaland, Manipur, Arunachal Pradesh, Punjab and Rajasthan. He was selected for a yearlong deputation with the UN Peacekeeping Mission in Mozambique. In 2001, he opted for premature retirement after commanding a prestigious armoured regiment, Hodson's Horse. At present he works as Consulting Editor (Strategic Affairs) with the daily business newspaper, Business Standard. He writes on strategic affairs, defense policy, budgeting and procurement, force structuring and India's defense economy and defense technology. He also writes for international publications, including The New York Times, The Wall Street Journal, Guardian, South China Morning Post and professional journals like the London-based Royal United Services Institute (RUSI) journal. He speaks at various forums and establishments, including the War Colleges of the army, navy and air force.



Notice

In compliance with the provisions of Section 149, read with Schedule IV of the Act and Regulation 17 of SEBI Listing Regulations the re-appointment of Mr. Ajai Shukla as Independent Director is now being placed before the Members for their approval.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item No. 5 of this Notice except Mr. Shukla himself.

The Board recommends the adoption of the proposed Special Resolutions at Item No. 5 of this Notice for approval of the Members.

ITEM NO. 6

At the 23rd Annual General Meeting held on 4th August, 2017 the Members of the Company had approved the appointment including the terms of appointment of Mr. N. K. Khurana (DIN - 00123297) as Whole Time Director designated as Director (Finance) and Company Secretary for a period of 3 years w.e.f. 1st September, 2017 till 30th August, 2020.

The Nomination and Remuneration Committee of the Board, at its Meeting held on 29th June, 2020, 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, has decided to recommend to the Board for his re-appointment for a further tenure of 3 consecutive years effective from 1st September, 2020.

Mr. Khurana has been associated with the Company since its inception in 1994 as Company Secretary-cum- Finance Manager and thereafter in various positions as Head of Finance and Company Secretary. Apart from Finance, Accounts, Taxation, Secretarial, Legal, Commercial and Administrative functions, Mr. Khurana, as part of the Senior Management Team, is also involved in Strategy and Policy decision making at the Corporate Level. Keeping in view, his professional background, corporate experience and leadership qualities, the Nomination and Remuneration Committee considered it prudent to recommend the re-appointment of Mr. Khurana as the Director (Finance) and Company Secretary with effect from 1st September, 2020, in terms of Remuneration Policy of the Company, subject to approval of the Members at the ensuing Annual General Meeting.

Since Mr. Khurana is a Related Party within the meaning of Sec. 2 (76) of the Act as well as Regulation 2 (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Audit Committee of the Board at their Meeting held on 29th June 2020, endorsed the recommendation of the Nomination and Remuneration Committee and recommended to the Board, the appointment of Mr. Khurana as "Director (Finance) and Company Secretary", for a period of 3 years from 1st September, 2020 to 31st August, 2023, in compliance with the Company's Policy on Related Party Transactions and the provisions of Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Based on the recommendation of the Nomination and Remuneration Committee, Audit Committee and keeping in view of the vast experience of Mr. Khurana in his field, the Board, at its Meeting held on 29th June, 2020 has re-appointed Mr. Khurana for further tenure of 3 consecutive years with effect from 1st September, 2020 till 30th August, 2023, subject to approval of the members by way of Special Resolutions 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:

₹ 3,00,000 only per month in the range of ₹ 3,00,000 – ₹ 4,50,000. 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. Perquisites and Allowances:

The sum total of all the perquisites and allowances 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 20% of Salary.
- ii) **Housing:** Rent-free furnished accommodation, for which rent shall not exceed 50% of the salary, along with the expenditure on gas, electricity, water and furnishing thereof shall not exceed 10% of the salary. In case no accommodation is provided, House Rent Allowance up to 50% of the salary shall be payable to Mr. Khurana.
- iii) **Medical Allowance:** Subject to a ceiling of one month's salary in one year.
- iv) **Contribution to National Pension Fund:** 10% of Salary, as per Rules of the Company.
- v) **Leave Travel Allowance:** For self and family, once in the year in accordance with the Rules of the Company.



Notice

vi) **Contribution to Provident Fund, Superannuation Fund and Gratuity Fund:** As per Rules of the Company.

vii) **Earned Leave** as per Rules of the Company. Leave not availed shall be allowed to be encashed.

Provision of Car for use on Company's business, telephones at residence and mobile telephones will not be considered as perquisites.

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 Minimum Remuneration comprising of Salary, Perquisites and Allowances within the applicable ceiling as prescribed under Part II Section II Clause (A) proviso of Schedule V to the Act. Accordingly, approval is being obtained from the Members by Special Resolutions. In that event, the above salary, Allowances and Perquisites shall be payable as Minimum Remuneration, as applicable.

4. Overall Remuneration:

The overall remuneration payable to Mr. Khurana shall not, subject to minimum remuneration as specified hereinabove, exceed 5% of the Net Profits of the Company in a Financial Year computed in the manner laid down in Section 198 of the Act with overall remuneration payable to all the managerial personnel remaining within the total ceiling of 10% 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 the 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 Directors recommend adoption of the proposed Special Resolutions for re-appointment of Mr. Khurana as a Whole Time Director to be 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. 6 of the Notice.

ITEM NO. 7

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 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, 2021 at a remuneration of ₹ 1,20,000 (Rupees one lakh Twenty two thousand) plus applicable Taxes thereon and reimbursement of actual out of pocket expenses.

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 Ordinary Resolution in this regard. The Directors 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. 7 of the Notice.

Place: Kolkata
Date: 29th June, 2020

Registered Office:

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

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. N.K. Khurana, Director (Finance) and Company Secretary.

I. General Information:

(1) Nature of Industry

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

- (a) **Rossell Tea Division:** Cultivation, Manufacture and Sale of Black Tea.
- (b) **Aerotech Services Division:** Technical and Support Services.
- (c) **Rossell Techsys Division:** Design and Development of Avionics Equipment.
- (d) **Rossell Hospitality Division:** Indian quick Service Restaurant known as Kebab Express (Discontinued with effect from 1st October, 2019)

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

The Company is an existing Company and owns Seven (7) Tea Estates in the State of Assam. The Aerotech Services Division and Rossell Techsys Division commenced business activities on and from 1st April, 2006 and 1st October, 2008 respectively.

(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):

Particulars	2019-2020	2018-2019
Total Income	31,898.87	24,897.93
Operating Profit before Finance Costs and Depreciation	5,074.07	2,100.22
Less : Finance Costs	1,077.87	1,054.60
Profit before Depreciation	3,996.20	1,045.62
Depreciation	904.15	995.84
Profit before Exceptional Items	3,092.05	49.78
Exceptional Items	(32.96)	(11.00)
Profit before Taxation	3,059.09	38.78

(5) Foreign Investments and Collaborators, if any

During the year, the Company has not made any Investments in RV Enterprizes Pte. Ltd., Singapore. Thus, the total Foreign Investments as on 31st March, 2020 remains at the same level at ₹ 1,842.97 lakhs (Net of impairment).

II. Information about the appointee

(1) Background details

Mr. Khurana has 40 years of professional experience in the field of Finance and Corporate Affairs. He is a Commerce as well as Law Graduate from the University of Calcutta. He is 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. 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). He was the Chairman of the Finance Committee of Indian Tea Association. At present he is the Chairman of the Finance Committee of the Tea Research Association. With his specialization and vast experience of more than three decades in the Tea Industry, the Company has immensely benefited from the services rendered by him.



Notice

(2) Past Remuneration

His remuneration for the year 2019-20, 2018-19 and 2017-18 as the Director (Finance) and Company Secretary was ₹ 57.30 lakhs, ₹ 54.70 lakhs and ₹ 51.10 lakhs respectively.

(3) Recognition or Awards

Mr. Khurana has been the Chairmen of the Finance Committee of each of the Indian Tea Association (ITA) as well as Tea Research Association (TRA), the premier Institutions for the Tea Industry. He is Member of Finance Committee of the Tollygunge Club Limited, Kolkata.

(4) Job Profile and Suitability

Mr. Khurana has in-depth knowledge of Tea Industry, having worked in various capacities in the Company since its inception. He has been the Chief Financial Officer-cum- Company Secretary of the Company for a substantial period of time and involved in all facets of the Management of the Company as part of the Senior Management on day to day basis apart from Finance and Regulatory Compliance functions of the Company. With his vast knowledge and dedicated services, the performance of the Company has scaled a new height. He is actively involved in the affairs of the Tea Industry as a Senior Professional, having intimate association with the Indian Tea Association and Tea Research Association. Thus, he is eminently suited for appointment as the Whole Time Director of the Company as Director (Finance) and Company Secretary.

(5) Remuneration Proposed

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 annexed to the proposed Special Resolutions.

(6) Comparative remuneration policy with respect to industry, size of the company, profile of the position and person:

The remuneration as proposed of Mr. Khurana is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and its group and diverse nature of its businesses. Moreover in his position as Director (Finance) and Company Secretary of the Company, Mr. Khurana devotes his substantial time in overseeing the Financial Management, Company Secretarial matters and overall corporate affairs of the Company.

(7) Pecuniary Relationship

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 a Special Resolution 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. Khurana i.e. till 31st August, 2023.

(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 7 Tea Estates in the State of Assam and is on the constant lookout for more Tea Estates both in India and overseas.

As regards Aviation Product and Services, the Company continues to focus on the Indian Defense Sector to address the increased potential for business. The Company has signed various MOUs with OEMs for offset work in this sector. 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 International Companies, with hefty order book with long term contracts.



Notice

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

Although the present fundamentals in the market have a favorable impact on the general business sentiments and growth in the various business verticals of the Company in days ahead, 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 Whole Time Director

The details of the Remuneration package have been embodied in the Explanatory Statement of the proposed Special Resolution.

(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.

Details of Directors seeking appointment and re-appointment at the 26th AGM [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015]:

Particulars	(1)	(2)	(3)
Name of the Director	Mr. Rahul Bhatnagar	Mr. Ajai Shukla	Mr. N.K. Khurana
Date of Birth	29th Mach, 1958	23rd January, 1959	22nd November, 1958
Date of Appointment	9th August, 2019	1st April, 2019	1st August, 1994 as Company Secretary-cum-Finance Manager
Qualifications	MBA (USA), ACA, B.A (Eco)	M.A	B.Com (H), LL.B., FCA, FCS, FCMA.
Expertise in specific functional areas	Over 40 years of extensive and rich global experience in the field of Business Strategy and Execution, Financial Management and Controls, M&A, Taxation, Treasury etc.	Over 20 years of experience as combat soldier and around 19 years of experience in the field of Journalism and media.	Over 40 Years of wide experience of Corporate Management including Finance, Accounts, Legal, Commercial and Secretarial Functions, besides having in depth knowledge of Tea Industry.
Companies in which he/she holds Directorship	Rossell India Ltd. Whirlpool of India Ltd. Akzo Nobel India Limited	Rossell India Ltd.	Rossell India Ltd. BMG Enterprises Ltd.
Chairman / Member of the Committees of the Board of the Companies on which he/she is a Director	Member of the following Committee of Rossell India Ltd. <ul style="list-style-type: none"> Audit Committee CSR Committee Member of the following Committee of Akzo Nobel India Ltd. <ul style="list-style-type: none"> Audit Committee Nomination and Remuneration Committee Member of the following Committee of Whirlpool of India Ltd: <ul style="list-style-type: none"> Audit Committee Nomination and Remuneration Committee CSR Committee 	Member of the following Committee of Rossell India Ltd. <ul style="list-style-type: none"> Nomination and Remuneration Committee CSR Committee 	Member of the following Committee of Rossell India Ltd <ul style="list-style-type: none"> Stakeholders Relationship Committee CSR Committee
Number of shares held in the Share Capital of the Company	NIL	NIL	3,700 Equity Shares of ₹ 2 each fully paid up



Report Of The Board Of Directors For The Financial Year Ended 31st March, 2020

Dear Members,

Your Directors have pleasure in presenting their Twenty Sixth Annual Report together with the Audited Accounts for the year ended 31st March, 2020.

Financial Summary Highlights

₹ in Lakhs

	Year ended 31st March 2020	Year ended 31st March 2019
Total Income	31,898.87	24,897.93
Profit before finance cost and Depreciation	5,074.07	2,100.22
Less : Finance Cost	1,077.87	1,054.60
Profit before Depreciation	3,996.20	1,045.62
Less : Depreciation	904.15	995.84
Profit before Exceptional Items	3,092.05	49.78
Exceptional Items	(32.96)	(11.00)
Profit before Taxation	3,059.09	38.78
Less : Provision for current Taxation	550.00	23.00
Deferred Taxation adjustment	654.28	(41.14)
Profit After Taxation	1,854.81	56.92
Other Comprehensive Income (Net of Tax)	(181.65)	(6.49)
Total Comprehensive Income	1,673.16	50.43

Share Capital

The issued, subscribed and paid up share capital of the Company as on 31st March, 2020 was at ₹ 733.93 lakh divided into 3,66,96,475 Equity Shares of ₹ 2 each. During the year under review, 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 2019-2020, an amount of ₹ 1,500.00 lakhs was separately transferred to General Reserves in terms of the first proviso to section 123(1) of the Companies Act, 2013 and a sum of ₹ 354.81 lakhs was kept as retained earnings.

Dividend

Your Directors are pleased to recommend to the Members, for their approval, a dividend of ₹ 0.20 per Equity Share of ₹ 2 each (i.e.10% on the paid up capital) in the Company for the year ended 31st March, 2020.

The State Of Company's Affairs

Revenue

The gross revenue of your Company including sale of Tea, avionics equipment, receipts from technical and support services has increased to ₹ 30,931 lakhs for the year under review as against ₹ 24,868 lakhs in the previous year reflecting a growth of 24.38 %.



Report Of The Board Of Directors For The Financial Year Ended 31st March, 2020

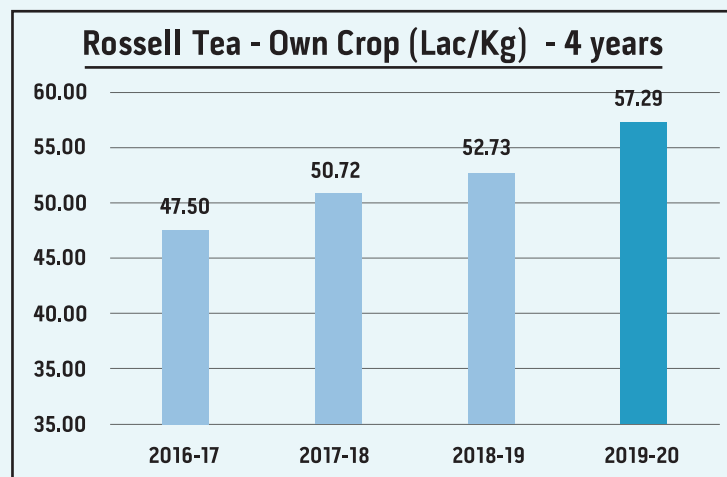
Performance

Rossell Tea

The Directors' view with immense satisfaction the performance of Rossell Tea Division for the financial year 2019-20 despite the lockdown announced from 25th March which did impact the production in March 2020. The Division produced an All- time record crop and the prices too were the highest in the last 5 years. High quality Orthodox and CTC compliant teas were outturned and "Rossell Tea" is clearly the benchmark for the Industry in both the categories for its customers in the domestic and global markets.

Our Tea production inclusive of Bought Leaf during the financial year was 59.36 lakh kilograms which was 7.81% higher than the previous year's production of 55.06 lakh kilograms. This is the highest quantum of production in the history of the company. The production would surely have been over 60 lakh kilograms had the lockdown not taken place from the 25th March onwards.

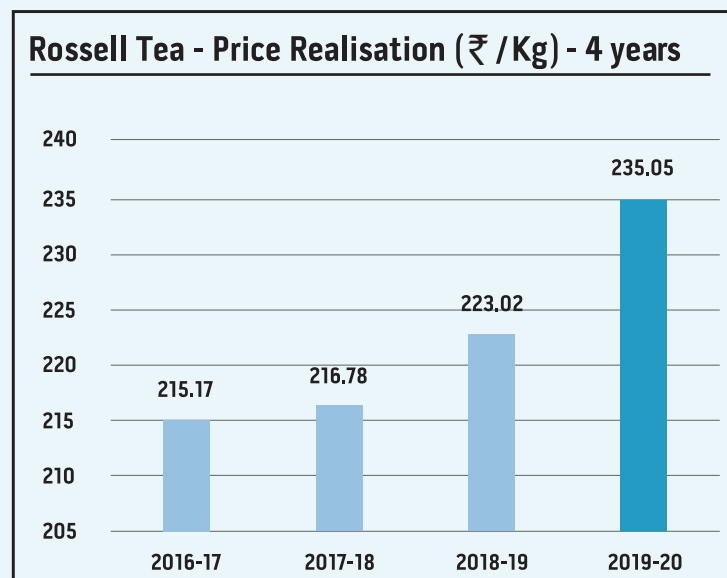
Own crop was 57.29 lakh kilograms this year vis-à-vis 52.73 lakh kilograms last year recording an increase of 8.65%.



Both the CTC and Orthodox categories opened firm in the beginning of the year, However the Orthodox prices dropped during the peak period due to sanctions imposed by USA on Iran. The prices of both categories dropped considerably from December to March due to oversupply, more in the CTC category.

As the Orthodox market was firm and considerably higher than the CTC, your company decided to produce more Orthodox variety for better realization and the production was 35.66 lakh kilograms as compared to 27.19 lakh kilograms in the previous year. CTC production was 23.70 lakh kilograms as compared to 27.87 lakh kilograms.

Our Orthodox sale averages are ₹ 241.24 per kilogram as against ₹ 237.33 in the previous year and in the CTC category ₹ 230.95 as against ₹ 213.68 per kilogram.





Report Of The Board Of Directors For The Financial Year Ended 31st March, 2020

In both the categories of Tea our averages are significantly higher than the Industry averages for Assam estates which are ₹ 215 for Orthodox and Rs171 for CTC. Exports during the fiscal was 10.56 lakh kilograms as against 6.74 lakh kilograms in the previous year. Exports were higher in both CTC as well as Orthodox teas from 3.23 lakh kilograms to 5.49 lakh kilograms and 3.51 lakh kilograms to 5.07 lakh kilograms respectively.

Our product-mix allowed us to realize the best possible value for our teas. Improved productivities and efficiency, higher crop and prices ensured that we were able to obviate the unprecedented hike in wages and other inputs and also fuel costs. The turnover of the Division has increased from ₹ 124.71 crores to ₹ 147.31 crores, the highest ever for the Division recording an increase of 18.12%. This would have surpassed the ₹ 150 crores milestone if we had not lost on the production in the last week of March due to the lockdown imposed in view of the Covid-19.

Aviation Products and Services

Rossell Techsys Division contributed to over 50% of the Company's turnover in the financial year 2019-20. This was fueled by a record-breaking performance riding on the back of a strong order book. The Division continues to get strong support from its premier customers like Boeing and Lockheed Martin, maintaining its high credibility and brand image. The Division accomplished to deliver more than 25,000 manufactured parts in the year, maintaining high standards of quality. It successfully maintained its certifications, such as AS9100, ISO9001, ISO14001, ISO27001, and BS18001 as well as full compliance to ISO31000. In the current financial year, the Division succeeded in getting certified to ISO 37001: 2016 - Anti bribery and Ethical management systems. The Division topped off this performance with receiving the "Boeing Supplier of The Year – 2019" award- the second such award in 5 years. With this, it created an elite league for itself, being the only Indian manufacturing company, till date, to receive two such prestigious awards.

Aerotech Service product support business has three contracts for providing post sales technical support for Original Equipment Manufacturers (OEMs) equipment fitted on various Indian platforms of the Indian Air Force. The Field Service Engineers continue to perform the tasks to the satisfaction of the OEM.

Rossell Hospitality

You are aware that Rossell Hospitality Division has been incurring losses since it has commenced its operations. In spite of all out efforts engaged by the management to turn around the business of the Division, it remained fruitless. Keeping in view the overall financial interest of the Company and to avoid overstrain on the resources of the Company, your Board, at its Meeting held on 9th August 2019, decided to discontinue the operations of Rossell Hospitality Division of the Company with effect from 1st October, 2019.

Prospects

Rossell Tea

2020 is a different year than any other years. At the onset of covid-19 from March 2020 onwards which has turned into a pandemic globally and has caused loss of lives and lockdowns in almost all countries, bringing life and business into a sudden standstill. Situation has somewhat improved thereafter and lock down eased in most countries but the panic and the fear continues and it will be a while before the normal pre- Covid life is restored, if at all. We are currently witnessing the worst Global Recession, in recent times.

Owing to Lockdown in India from March 2020 and very adverse weather conditions the Indian Crop suffered badly and till end March 2020 the crop was 28.59% or 29.62 Million Kgs behind last year. The crop thereafter suffered badly during April and more severely during May 2020 as well and the shortfall is expected to be over 140 Million kgs as compared to similar period last year.

The Sri Lankan crop also suffered and till end April it is 24.43 % or 23.70 Million kgs behind as compared to 2019.

Kenya has had a reasonably good start to their 2020 season once again. Till end-April their crop at 208.22 Million kgs is higher by 57.24 % as compared to 2019.

The Orthodox market so far has been consistently performing well owing to pending orders from Iran, favorable terms for business with Iran in Rupee term and also the crop shortage and increased price levels at Sri Lanka.

Owing the crop shortage in North India in particular the CTC market also started at a very buoyant note and continues to be so particularly for better quality produce like that of Our Company.

Your Company has the flexibility to switch production between CTC and Orthodox depending on market conditions and this is being done to maximize Revenue.



Report Of The Board Of Directors For The Financial Year Ended 31st March, 2020

In spite of Domestic Market opening at much higher levels particularly for the CTC produce, all out efforts are being made by the Rossell team to retain the existing overseas customers at UK, Germany, UAE, USA etc, developed over many years and to increase exports wherever possible. But owing to loss of crop and turnover it has been decided to sell where the price points is higher whether be in India or overseas buyers, to make up for the lost revenue.

High Quality Tea consuming countries like Iran, Germany, UK, Japan etc also saw a surge in the spread of virus and uncertainties and loss of out of home consumption. But the demand for quality reliable produce went up at these destinations, owing to perceived health benefits. Rossell Team utilized the opportunity and bagged contracts from UK buyers at much higher levels than previous year. And currently selling to Germany at attractive levels. Strong enquiry from Iran and Middle East buyers exists and these will be addressed in subsequent months, as our crop improves.

Owing to Covid -19 the INR has become weaker as compared to hard currencies, which augurs well for our export earnings plus the MEIS scheme of subsidy for Export still continues.

With the substantial increase in wages and other inputs the cost structure of tea companies has gone up substantially during the last two years. Whilst most Tea companies have recorded losses during the fiscal, Your Company has recorded handsome profits and shall continue to be the Benchmark in the Industry.

Aviation Products and Services

Rossell Techsys Division has seen the nature of the RFPs received expand into areas such as complex consoles, box builds, ATE's and electrical panel assemblies. This is a good sign as it is an indication of the growing stature, credibility and trust of the Division. It has received multiple RFPs from various divisions of Boeing, LM and also opportunities with the US federal government. The Division has also signed up teaming agreements in the US and Israel, aimed at making inroads with (a) US government and (b) exploring opportunities with Israeli Defense. The short term impacts of Covid19 in 2020-21, notwithstanding, the outlook for the Company remains bright.

With regard to Aerotech Services, one contract which is expiring on 31st May 2020, is being renegotiated for one year extension and is likely to be finalized shortly, the other contracts will continue. We will continue to provide product support services as per prevailing contracts.

Change in Nature of Business

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. Rossell Hospitality Division of the Company was shut down on and from 1st October, 2019.

Directors and Key Managerial Personnel

The Board, at its Meeting held on 8th August, 2019 has appointed Mr. Rahul Bhatnagar (DIN-07268064) as an Additional Director in the Category of Non-Executive Independent Director with effect from that date, on the recommendation of the Nomination and Remuneration Committee, subject to approval of the Members at the ensuing Annual General Meeting. Mr. Bhatnagar shall vacate his office as an Additional Director on and from the date of 26th Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 and the Board recommends his appointment to the office of Director, subject to approval of the Members.

On recommendation of the Nomination and Remuneration Committee, the Board, by way of resolution passed by circulation dated 24th March, 2020 has re-appointed Mr. Ajai Shukla (DIN - 06459352) as an Independent Director, for his second term, with effect from 1st April, 2020 to hold office till 31st March, 2022, subject to approval of the Members at the 26th Annual General Meeting.

At its Meeting held on 29th June, 2020, the Board, on recommendation of the Nomination and Remuneration Committee, has re-appointed Mr. N K Khurana (DIN - 00123297) as Whole Time Director designated as Director (Finance) and Company Secretary with effect from 1st September, 2020 to hold office till 30th August 2023, subject to approval of the Members at the 26th Annual General Meeting.

The detailed composition of the Board of Directors has been provided in the Corporate Governance Report enclosed as **Annexure -1** to this report.

The following persons continued as Key Managerial Personnel of the Company in compliance with the provisions of Section 203 of the Companies Act, 2013:

- 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, 2020 are mentioned in the Extracts of the Annual Return in Form MGT-9 which is enclosed as **Annexure - 3** and forms part of this Report.



Report Of The Board Of Directors For The Financial Year Ended 31st March, 2020

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 Companies Act, 2013, the Nomination and Remuneration Committee, while appointing a Director, takes 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 and leadership skills and take impartial judgment.

Independence: A Director is considered Independent if he/she meets the criteria laid down in Section 149(6) of the Companies Act, 2013, the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, 2015.

Board and Committee Meetings

The Board met five 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 Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations). The details of all Committees of the Board and their Meetings have been given in the Corporate Governance Report enclosed as **Annexure -1** to this report.

Independent Director's Declaration

The Declarations required under Section 149(7) of the Companies Act, 2013 from the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013, was duly received by the Company.

Corporate Governance

The Company has complied with the Corporate Governance requirements under the Companies Act, 2013 and as stipulated under Regulations 17 to 27 of the SEBI Listing Regulations 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 www.rossellindia.com. The CSR budget for the Financial Year 2019-2020 was prepared in accordance with the provisions of Section 135 (5) of the Companies Act, 2013 read with the Company's CSR Policy. The amount so budgeted was fully spent on or before 31st March, 2020, the 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 Companies Act 2013 and SEBI Listing Regulations, 2015 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 Meeting held on 10th February, 2020 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 Independent Directors of the Board as specified by SEBI in its aforesaid circular dated 5th January, 2017.



Report Of The Board Of Directors For The Financial Year Ended 31st March, 2020

Annual Return & Extracts of Annual Return

In compliance with Section 134 (3) (a) of the Companies Act, 2013, the Annual Return of the Company shall be made available on the website of the Company at www.rossellindia.com.

In terms of Rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of Annual Return is enclosed as **Annexure- 3**.

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 behaviour, 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 www.rossellindia.com.

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 Companies Act, 2013 and confirm that:

- (a) In the preparation of the annual accounts for financial year ended 31st March, 2020, 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, 2020, 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 this 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, 2020 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 were adequate and operating effectively.

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 appointed for a period of 5(Five) consecutive Financial Years at the 23rd Annual General Meeting, held on 4th August, 2017 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 Companies Act, 2013 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. M/s. Shome & Banerjee, Cost Accountants, conducted this audit for the Previous Financial Year ended 31st March, 2019 and submitted their report to the Central Government on 9th September, 2019.

In terms of Section 148(3) of the Companies Act, 2013 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 2020-2021.

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



Report Of The Board Of Directors For The Financial Year Ended 31st March, 2020

Secretarial Audit

In terms of Section 204 of the Companies Act, 2013 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 2019-2020. The report of the Secretarial Auditors in Form MR-3 is enclosed as **Annexure-4** to this report.

The report confirms that the Company had complied with the statutory provisions listed under Form MR-3 and the Company also has 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 Companies Act, 2013 and SEBI Listing Regulations. There are no materially 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 weblink: <http://www.rossellindia.com/financialresult/Policy%20on%20Related%20Party%20Transactions.pdf>

Necessary disclosure of Related Party Transactions in terms of clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is given in Form AOC-2 as **Annexure-5** 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 Companies Act, 2013. However, during the year under review, your Company has taken inter-corporate loan from BMG Enterprises Ltd and BMG Investments Pvt. Ltd. in compliance with the provisions of Section 186 of the Companies Act, 2013 outstanding amount as on 31st March, 2020 being ₹ 1,418.00 lakhs and ₹ 701.00 lakhs respectively. Particulars of existing Investments made by the Company, as required to be disclosed in terms of Section 134 (1) (g) of the Companies Act, 2013 is given in the accompanying financial statement (Note No. 25)

Statements of subsidiaries / Joint Ventures

Your Company neither have any Subsidiary Company nor any Joint Venture or Associate Company within the meaning of Section 2(6) of the Companies Act, 2013. Hence, the Company is not required to prepare Consolidated Financial Statement in terms of Section 129(3) of the Companies Act, 2013.

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-8**.

The Audit Committee of the Board reviews the risk assessment and minimization procedure in the light of the Risk Management Policy 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, as **Annexure - 1** of this report.

The required disclosure under Section 197 (12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given as **Annexure- 6** to this report.



Report Of The Board Of Directors For The Financial Year Ended 31st March, 2020

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.

Industrial relations at all the units remain satisfactory, your Company employed 6,165 personnel on its roll as on 31st March, 2020.

Details of employee remuneration as required to be provided in terms of the provisions of Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in **Annexure- 7**, 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 from any of its Divisions.

Awards and Recognition

The Rossell Techsys Division was the recipient of the "Boeing Supplier of The Year – 2019" award - the second such award in 5 years.

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 is carried out by firms of Chartered Accountants for all the Divisions of the 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 Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, a sum of Rs1,89,561 being the dividend lying unclaimed out of the dividend declared by the Company for the Financial Year 2011-2012 were transferred to IEPF on 23rd September, 2019. The details of the said unclaimed dividend transferred is available at the website of the Company at <http://www.rossellindia.com/financials.html>

Similarly, During the period under review 34,076 Equity Shares pertaining to financial year 2011-2012 have been transferred to IEPF Authorities vide Corporate Action dated 3rd October, 2018 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 <http://www.rossellindia.com/financials.html>.

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-8** to this report.



Report Of The Board Of Directors For The Financial Year Ended 31st March, 2020

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

(a) Conservation of energy

(i)	The steps taken or impact on conservation of energy	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 2019-20 are as follows; <ul style="list-style-type: none"> a) Installation of capacitors on the LT 400V panel to improve the Power Factor in order to achieve higher rebate from ASEB. b) Refurbishing of old Gas Generator with new Actuator for power generation by Natural Gas. c) Rebuilding and extension of withering troughs with the motor with horse power for higher capacity of leaf holding and withering. d) Improvement in the CT/PT system of high tension metering with replacement of cables, to an Estate, having dedicated high tension line, giving more power availability and less use of standby generators. e) Extension of the hot air duct of the AquaeroTherm1250H, to the ECP Dryer hot air input along with the previous arrangement. Since the ATM has a high Thermal Efficiency it also gives a steady heat output, thereby benefiting Coal savings. Electrical conservation is also done due to the balanced draft system instead of induced draft type, for reduction in excess air requirement. f) Color Sorters, because of their age, have been spruced with spares change, for improved Sorting of Orthodox teas and higher productivity. Spare Compressor has been kept as floating machinery for all Estates.
(ii)	The steps taken by the company for utilizing alternate sources of energy	Study of the possibility of using Solar power at two Estates of Rossell Tea Division continues.
(iii)	The capital investment on energy conservation equipment.	All inter-Estate transfer with new acquisitions is planned with a view towards energy conservation. An amount of Rs 107.52 lakhs has been spent during the fiscal.

(b) Technology absorption

(i)	the efforts made towards technology absorption	In-house seminar, discussions 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 labour 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)- <ul style="list-style-type: none"> (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/ equipment done during this fiscal. No technology imported. 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 ₹ 18.49 lakhs has been made during the year towards subscription by Rossell Tea Division.

(c) Foreign exchange earnings and Outgo

During the year, the total foreign exchange used was ₹ 361.46 lakhs on account of various expenses and ₹ 10,819.22 lakhs for imports of raw materials, stores as well as capital goods. The total foreign exchange earned was ₹ 18,840.08 lakhs.



Report Of The Board Of Directors For The Financial Year Ended 31st March, 2020

Material Changes and Commitments

You 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.

Acknowledgement

Your Directors place on record their appreciation for employees at all levels, who have contributed to 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

Place: Delhi
Date : 29th June, 2020

H.M. Gupta
Executive Chairman
DIN : 00065973



Annexure - 1 to the Report of the Board of Directors

REPORT ON CORPORATE GOVERNANCE - 2019-2020

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 well in conformity with Section 149 of the Companies Act, 2013 and Regulation 17 of SEBI Listing Regulations as on 31st March, 2020 with Seven (7) Directors divided in to four (4) Non-Executive Directors and three (3) Executive Directors headed by the Executive Chairman, Mr. H.M. Gupta.

Composition of the Board, as on 31st March, 2020 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	Executive
Ms. Nayantara Palchoudhuri	00581440	Independent Director	Non-Executive
Mr. Ajai Shukla	06459352	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 9th August, 2019 has appointed, Mr. Rahul Bhatnagar (DIN-07268064) as an Independent Director with effect from that date, subject to approval of the members 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.



Annexure - 1 to the Report of the Board of Directors

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 periodically by the Executive Chairman and the Company Secretary for the action taken / pending to be taken.

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, four Board Meetings were held viz. 24th May, 2019, 9th August, 2019, 12th November, 2019 and 10th February, 2020. The maximum interval between any two consecutive Meetings did not exceed 120 days.

The last Annual General Meeting was held on 9th August, 2019.

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	4	Yes
Ms. Nayantara Palchoudhuri	4	Yes
Mr. Krishan Katyal	4	Yes
Mr. Ajai Shukla	4	Yes
Mr. Rahul Bhatnagar	3	No
Mr. N.K. Khurana	3	Yes
Mr. R. M. Gupta	4	Yes

2.4 Separate Meeting of Independent Directors:

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 10th February, 2020, 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:

- 2.4.1 Reviewed the performance of non-independent Directors and the Board as a whole in accordance with the criteria specified by SEBI vide its circular no. SEBI/HO/CFD/CMD/CIR/P/2017/004 dated 5th January, 2017;
- 2.4.2 Reviewed the performance of the Chairperson of the company, taking into account the views of Executive Directors and Non-Executive Directors in terms of the aforesaid circular of SEBI;
- 2.4.3 Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.



Annexure - 1 to the Report of the Board of Directors

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

As stipulated in Regulation 25(1) of the SEBI Listing Regulations, none of the Directors acts as an Independent Director in more than 7 Listed Companies and none of the Independent Directors is a whole time Director in 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 Limited Companies in which he is a Director.

The details of the Directorships, Chairmanships and the Committee memberships in other Companies (excluding Private Limited Companies, Foreign Companies and Section 8 Companies) held by the Directors as on 31st March, 2020, are given below:-

Director	No. of Companies		
	Member of Board	Board Committees #	
		Chairman	Member
Mr. H.M. Gupta	2	NIL	NIL
Ms. Nayantara Palchoudhuri	7	NIL	8
Mr. Rahul Bhatnagar	3	3	3
Mr. Krishan Katyal	1	1	2
Mr. Ajai Shukla	1	NIL	NIL
Mr. N. K. Khurana	2	NIL	1
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.

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	Yes
Ms. Nayantara Palchoudhuri	Tide Water Oil Co India Ltd	Independent Director
	Vesuvius India Ltd.	Independent Director
	Ludlow Jute Specialties Ltd.	Independent Director
	Nicco Parks & Resorts Ltd.	Independent Director
Mr. Rahul Bhatnagar	Whirlpool of India Ltd.	Independent Director
	Akzo Nobel India Ltd.	Independent Director
Mr. Krishan Katyal	NIL	NIL
Mr. Ajai Shukla	NIL	NIL
Mr. N. K. Khurana	NIL	NIL
Mr. R. M. Gupta	NIL	NIL



Annexure - 1 to the Report of the Board of Directors

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:

- i) Knowledge on Company's various businesses segments (Plantation i.e. Cultivation and production of black tea/ black pepper, Aviation & defense technology and Hospitality industry), 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.
- ii) Behavioral skills - Attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company.
- iii) Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making.
- iv) Financial Management and Business Administration skills.
- v) 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	RB	KK	AS	NKK	RMG
Knowledge on Company's various businesses segments	Y	Y	Y	Y	Y	Y	Y
Behavioral skills	Y	Y	Y	Y	Y	Y	Y
Business Strategy, Sales & Marketing	Y	Y	Y	Y	Y	Y	Y
Corporate Governance, Forex Management	Y	Y	Y	Y	Y	Y	Y
Financial Management and Business Administration skills	Y	Y	Y	Y	Y	Y	Y
Technical skills and specialized knowledge in relation to Company's business	Y	Y	Y	Y	Y	Y	Y

Note :

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

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/ plant/ site etc. Further details on familiarization programme is available on the website of the Company at the web link - http://www.rossellindia.com/policies_of_the_company.html



Annexure - 1 to the Report of the Board of Directors

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 - http://www.rossellindia.com/code_of_conduct.html

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 followings codes:

- i) "Rossell Insider Code" to regulate, monitor and report Insider Trading by the Company's Directors, Employees and other Connected Persons.
- ii) "Rossell Code of Fair Disclosure" 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 http://www.rossellindia.com/code_of_conduct.html

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 of 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 and
- d) Corporate Social Responsibility Committee

Pursuant to Regulation 21 of the SEBI Listing Regulations, 2015, the constitution of Risk Management Committee of the Board is mandatory for top 500 listed Companies, determined on the basis of Market Capitalization and hence the same is not required for your Company and hence the Audit Committee oversees the Risk Management system of the Company.

3. Audit Committee:

3.1 Brief description and Composition

The Board has constituted a well-qualified Audit Committee. 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 is comprised of the following Directors as on 31st March, 2020:

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



Annexure - 1 to the Report of the Board of Directors

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 Sec. 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 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 utilisation of proceeds of a public or rights issue, 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;
- 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;



Annexure - 1 to the Report of the Board of Directors

- 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** The Audit committee also reviews the following information:
- Management discussion and analysis of financial condition and results of operations;
 - Statement of significant related party transactions (as defined by the Audit Committee), submitted by Management;
 - 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, 4 Meetings of the Audit Committee were held viz. 24th May, 2019, 9th August, 2019, 11th November, 2019 and 10th February, 2020.

The composition and attendance of the members at the Audit Committee Meetings as on 31st March, 2020 are as follows:

Name	Chairman / Member	Category of Director	No. of Audit Committee Meetings Attended
Mr. Rahul Bhatnagar *	Chairman	Non-Executive-Independent	2
Ms. Nayantara Palchoudhuri	Member	Non-Executive-Independent	4
Mr. Krishan Katyal	Member	Non-Executive-Independent	4
Mr. Ajai Shukla *	Member	Non-Executive-Independent	2

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 Audit Committee was reconstituted by the Board at its Meeting held on 9th August, 2019 wherein Mr. Rahul Bhatnagar was appointed as the Chairman of the Committee and Mr. Ajai Shukla ceased to be a member of the Committee.



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 of the Board in compliance with Section 178(1) of the Companies Act, 2013 read with Regulation 19 of the SEBI Listing Regulations. As on 31st March, 2020, 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. Ajai Shukla	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 formulate criteria for evaluation / performance appraisal of Independent Directors and the Board;
- 4.2.3 To devise policy on Board diversity;
- 4.2.4 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.
- 4.2.5 To extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of independent Directors.

4.3 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.

- 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:



Annexure - 1 to the Report of the Board of Directors

4.4 Meeting and attendance during the year :

During the year under review, a meeting of the Nomination and Remuneration Committee was held on 9th August, 2019.

Name	No. of Nomination and Remuneration Committee Meetings Attended
Ms.Nayantara Palchoudhuri	1
Mr. Krishan Katyal	1
Mr. Ajai Shukla	1

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 10th February, 2020 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 Independent 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, 2020, your Company was 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

The Company also reimburses the out-of- pocket expenses incurred by the Non-Executive Directors for attending Meetings. No payment by way of bonus, pension, incentives, stock options etc. was made to Non-Executive Directors.

5.3 Remuneration Paid to Directors

Remuneration as per Terms of Service paid to Managing Directors and Whole Time Directors during the year 2019-2020:

₹ in Lakhs

Sl No.	Name of Directors	Salary and Allowances	Commission	Value of Perquisites	Total
1.	Mr. H.M. Gupta, Executive Chairman	96.00	51.95	12.48	160.43
2.	Mr. N. K. Khurana, Director(Finance) and Company Secretary	46.20	-	10.75	56.95
3.	Mr. R. M. Gupta, Whole Time Director	81.60	-	0.71	82.31



Annexure - 1 to the Report of the Board of Directors

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

Service contract	: 1st April, 2018 to 31st March, 2021
Notice period	: Three months
Severance Fee	: Not Applicable

Re-appointment of Mr. H. M. Gupta as Managing Director designated as Executive Chairman was made by the Members in the 24th Annual General Meeting for a period of 3 years w.e.f. 1st April, 2018 till 31st March, 2021, by adopting Special Resolutions.

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

Service contract	: 1st September, 2017 to 31st August, 2020
Notice period	: Three months
Severance Fee	: Not Applicable

Appointment of Mr. N.K. Khurana as Whole Time Director designated as Director (Finance) was made by the Members in the 23rd Annual General Meeting for a period of 3 years w.e.f. 1st September, 2017 till 31st August, 2020, by adopting Special Resolutions.

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

Service contract	: 9th February, 2018 to 8th February, 2021
Notice period	: Three months
Severance Fee	: Not Applicable

Appointment of Mr. R. M Gupta, Whole Time Director was made by the Members at the 24th Annual General Meeting for a period of 3 years w.e.f. 9th February, 2018 till 8th February, 2021, by adopting Special Resolutions.

The sitting fees, commissions paid/payable to Non-Executive Directors during the financial year 2019-2020 and their shareholding in the Company as on 31st March, 2020 are as under:

₹ in Lakhs

Non-Executive Directors	Board Fees	Committee Fees	Total	Commission	No. of Shares held
Ms. Nayantara Palchoudhuri	2.00	1.70	3.70	2.50	NIL
Mr. Krishan Katyal	2.00	1.70	3.70	2.50	NIL
Mr. Ajai Shukla	2.00	0.70	2.70	2.50	NIL
Mr. Rahul Bhatnagar	1.50	0.60	2.10	2.50	NIL

Note: The above Fees and Commission excludes GST.
There are no stock option plans 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, 2020:

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



Annexure - 1 to the Report of the Board of Directors

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 four meetings held on 24th May, 2019, 9th August, 2019, 11th November, 2019 and 10th February, 2020.

Name	No. of Stakeholders Relationship Committee Meetings Attended
Mr. Krishan Katyal	4
Ms. Nayantara Palchoudhuri	4
Mr. N. K. Khurana	3

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 01.04.2019	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 31.03.2020	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, 2020.

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



Annexure - 1 to the Report of the Board of Directors

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
- 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 Company's website at www.rossellindia.com. Separate report on CSR activities for the Financial Year 2019-2020 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 met once i.e. on 24th May, 2019.

Name	No. of CSR Committee Meetings Attended
Mr. Krishan Katyal*	1
Ms. Nayantara Palchoudhuri*	1
Mr. N. K. Khurana	1
Mr. Rahul Bhatnagar *	NIL
Mr. Ajai Shukla*	NIL

*During the year under review, the Corporate Social Responsibility Committee was re-constituted by the Board at its Meeting held on 9th August, 2019 by inducting Mr. Rahul Bhatnagar and Mr. Ajai Shukla in the Committee and ceasing Mr. Krishan Katyal and Ms. Nayantara Palchoudhuri from the Committee.

8. General Body Meetings:

Location and time where last three AGMs were held:

Date	Location	Time
4th August, 2017	Kala Kunj, 48, Shakespeare Sarani, Kolkata - 700 017	10:30 a.m.
8th August, 2018	Kala Kunj, 48, Shakespeare Sarani, Kolkata - 700 017	10:30 a.m.
9th August, 2019	Kala Kunj, 48, Shakespeare Sarani, Kolkata - 700 017	10:30 a.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, 2019, all the resolutions were adopted by electronic voting.

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

- 8.1.1** In the 23rd Annual General Meeting held on 4th August, 2017, approval of the Members obtained for appointment of Mr. N. K. Khurana (DIN - 00123297) as the Whole Time Director of the Company, to be designated as Director (Finance) and Company Secretary for a period of 3 (Three) years commencing from 1st September, 2017 till 31st August, 2020 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.
- 8.1.2** In the 24th Annual General Meeting held on 8th August, 2018, approval of the Members obtained for appointment of Mr. Rishab Mohan Gupta (DIN - 05259454) as the Whole Time Director of the Company, for a period of 3 (Three) years commencing from 9th February, 2018 to hold office till 8th February, 2021 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.



Annexure - 1 to the Report of the Board of Directors

8.1.3 In the 24th Annual General Meeting held on 8th August, 2018, approval of the Members obtained for 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, 2018 to 31st March, 2021 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.

No postal ballot by way of Special Resolution is proposed to be passed in the ensuing 26th Annual General Meeting.

9. Means of Communication:

9.1 Unaudited Quarterly results along with Limited Review Report are uploaded on NSE Electronic Application Processing System (NEAPS) and BSE Listing Centre in accordance with Regulation 33 of the SEBI Listing Regulations and published in leading newspapers such as Business Standard, Financial Express (English) (all editions) and Aajkal (Bengali) (Kolkata) in terms of Regulation 47 of the said Regulation. The quarterly results are simultaneously posted in the Website of the Company, www.rossellindia.com.

9.2 The Company has its own functional website www.rossellindia.com 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 Reg. 30 and 46 of the SEBI Listing Regulations, etc. are regularly updated under that segment.

9.3 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 www.rossellindia.com.

9.4 Management discussion and Analysis Report are covered by the Directors' Report.

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

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

10. General Shareholders' Information:

10.1 26th AGM date, time to be convened through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"):
23rd September 2020 at 2.00 P.M

10.2 Financial calendar 2020-2021 (Tentative):
The Financial Year of the Company is April to March.

Tentative Publication of Results during the financial year 2020-2021 was as follows:

Result Period	Tentative time of Publication
1st quarter ended 30th June, 2020.	First Fortnight of August, 2020
2nd quarter and Half year ended 30th September, 2020.	First Fortnight of November, 2020.
3rd quarter ended 31st December, 2020.	First Fortnight of February, 2021.
Final Audited Results for the Financial Year 2020-2021 including for the 4th quarter ended 31st March, 2021.	Second Fortnight of May, 2021.

10.3 Book Closure for the 26th AGM: From 17th September to 23rd September (Both days inclusive)

10.4 Dividend Payment date: Within 30 days from date of the 26th AGM, if declared.

10.5 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
3.	The Calcutta Stock Exchange Ltd., 7, Lyons Range, Kolkata - 700 001



Annexure - 1 to the Report of the Board of Directors

Listing Fees as prescribed have been paid to all the aforesaid Stock Exchanges upto the Financial Year 2020 - 2021.

Scrip Code:

Stock Exchange	Stock Exchange
National Stock Exchange of India Ltd.	ROSSELLIND
BSE Ltd.,	533168
The Calcutta Stock Exchange Ltd.	10028199

10.6 Stock Price Data:

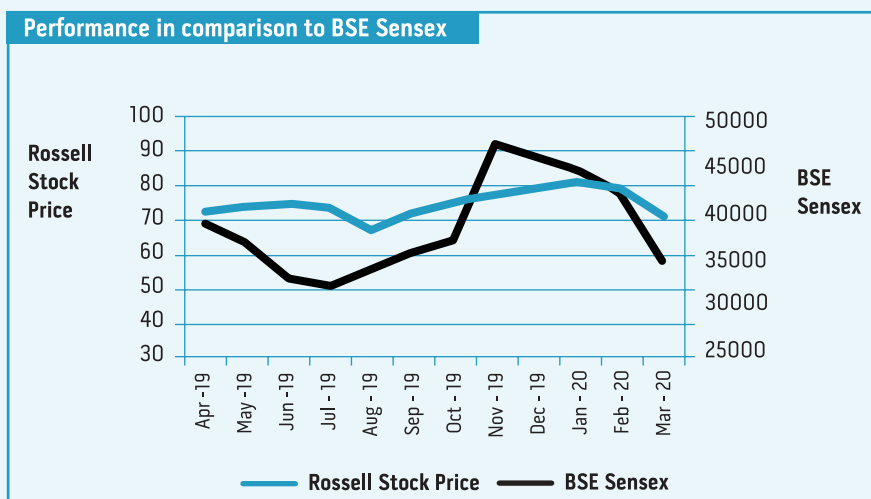
There was no transaction of the Equity Shares of the Company at The Calcutta Stock Exchange Limited during the year ended 31st March, 2020. The Monthly High and Low Prices for trading of the Equity Share at BSE and NSE are as under:

Month	BSE		NSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April' 2019	67.95	60.00	68.80	59.20
May' 2019	63.00	51.00	62.90	51.15
June' 2019	53.90	39.15	52.90	38.30
July' 2019	51.75	34.05	52.25	34.45
August' 2019	55.95	33.40	55.35	32.10
September' 2019	60.70	50.10	61.95	50.70
October' 2019	63.95	47.10	69.50	47.15
November' 2019	88.50	57.50	88.65	56.95
December' 2019	85.45	69.35	86.95	72.05
January' 2020	81.60	72.70	81.90	71.00
February' 2020	76.00	56.05	76.50	54.15
March' 2020	58.50	34.90	59.15	34.15

The stock price of your Company touched its 52 weeks high at ₹ 88.50 in BSE and ₹ 88.65 in NSE. The last traded stock price at BSE as on the date of this report was ₹ 61.85 and the same at NSE was ₹ 62.30.

10.7 Stock Performance:

Company's Share Price vis-à-vis BSE Sensex: (April, 2019 to March, 2020)

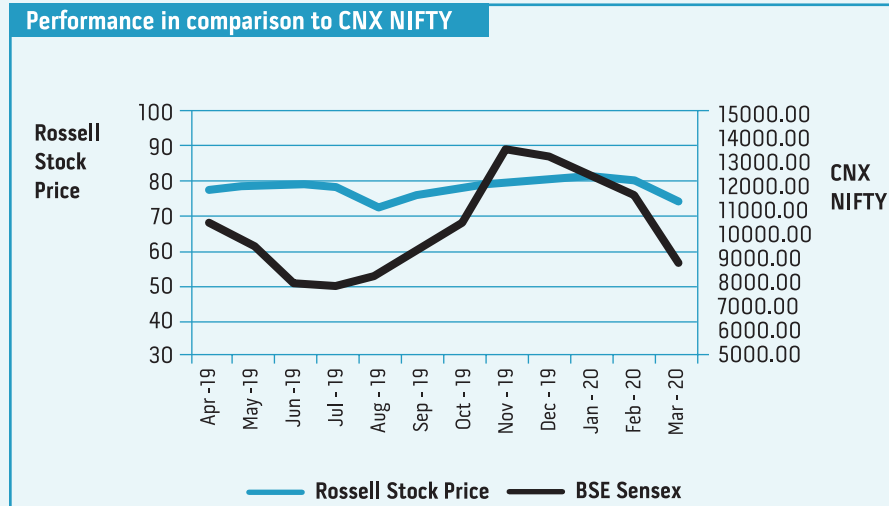




Annexure - 1 to the Report of the Board of Directors

Company's Share Price vis-à-vis NSE CNX NIFTY:

(April, 2019 to March, 2020)



10.8 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. Shareholders who had lodged their request for transfer prior to 31st March, 2019 and have received the same under objection had the option to re-lodge the transfer request after rectification of the documents. Request for transmission of shares and dematerialization of shares will continue to be accepted.

The work relating to Registration of Transfer of shares are handled by CB Management Services Pvt. Ltd., Registrar and 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.

ISIN Code No. allotted by NSDL/CDSL: INE 847C01020

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

10.9 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

10.10 Dematerialization of Shares:

As on 31st March, 2020, 3,62,96,116 Nos. of Equity Shares, representing 98.91 % of the Equity Capital have been held in dematerialised form with NSDL and CDSL.

10.11 (i) Distribution of shareholding as on 31st March, 2020

Range		No. of Shareholders	% of holders	No. Shares held	% of holding
From	To				
1	500	6,084	84.94	8,12,070	2.21
501	1000	478	6.67	3,62,063	0.99
1001	2000	266	3.71	4,11,506	1.12
2001	3000	75	1.05	1,89,119	0.52
3001	4000	63	0.88	2,27,699	0.62
4001	5000	34	0.48	1,60,700	0.44
5001	10000	79	1.10	5,99,690	1.63
10001	50000	65	0.91	13,05,655	3.56
50001	100000	6	0.08	4,39,817	1.20
100001	ABOVE	13	0.18	3,21,88,156	87.71
TOTAL		7,163	100.00	3,66,96,475	100.00

(ii) Shareholding pattern as at 31st March, 2020

Category shareholders	No. of shareholder	No. of shareholding	% Shareholding
A. Promoters			
Indian Promoter (Individual)	4	33,55,624	9.14
Indian Promoter (Body Corporate)	3	2,41,34,609	65.77
Sub Total – A	7	2,74,90,233	74.91
B. Public – Institutional Holding			
State Government	1	150	0.00
Nationalised/Other Banks	4	92,207	0.25
Mutual Funds	1	10	0.00
Foreign Portfolio Investors	1	28,13,417	7.67
Sub Total - B	7	29,05,784	7.92
C. Public- Non Institutional Holding			
Bodies Corporate	97	11,59,116	3.16
Trust	-	-	-
Resident Individual (not exceeding ₹ 2 lacs)	6,968	39,74,714	10.83
Resident Individual (exceeding ₹ 2 lacs)	1	8,41,375	2.29
Non-Resident Indians	67	67,866	0.18
Clearing Members / Corporates	14	2,531	0.01
Unclaimed Suspense Account	1	9,875	0.03
Investor Education and Protection Fund	1	2,44,981	0.67
Sub Total - C	7,149	63,00,458	17.17
Grand Total (A+B+C)	7,163	3,66,96,475	100.00



Annexure - 1 to the Report of the Board of Directors

SHAREHOLDING PATTERN		Total Number of Equity Shares	3,66,96,475	100%
■ % of Shares held by Promoter Group		Number of Shares held by Promoter Group*	2,74,90,233	74.91%
■ % of Shares held by Public		Number of Shares held by Public	92,06,242	25.09%

*Not pledged or encumbered in any manner

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

Shareholders are requested to refer to the Notice of the 26th Annual General Meeting for the due dates for transfer of unclaimed dividends and corresponding shares for the year ended 31st March, 2013 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 & 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, your Company has transferred a sum of ₹ 1,89,561/- being the dividend lying unclaimed out of the dividend declared by the Company for the Financial Year 2011-2012 to the Investor Education and Protection Fund on 23rd September, 2019 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.

10.13 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 34,076 Equity Shares pertaining to financial year 2011-2012 have been transferred to IEPF Authorities vide Corporate Action dated 14th October, 2019 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 - <http://www.rossellindia.com/financials.html>.

You may please note 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 therein.



Annexure - 1 to the Report of the Board of Directors

10.14 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 2019-2020.	57	31,120
Number of shareholders who approached the Company for transfer of shares and shares transferred from Unclaimed Suspense Account during 2019-2020.	NIL	NIL
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.	13	21,245
Aggregate number of shareholders and outstanding shares in the suspense account at the end of the Financial Year 2019 -2020.	44	9,875

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

10.15 Plant Locations:

The Company owns seven 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. Golaghat

Bokakhat

Dist. Jorhat

Kharikatia

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

The **Design and Development unit of Rossell Techsys Division** is located at Bangalore at the following address:

No. 74, 3rd Cross, Export Promotional Industrial Park
Whitefield, Bangalore – 560 066.

New Location:

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

10.16 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) 2287-4794/2290-3035
E-mail: nirmal.khurana@rossellindia.com / nk.khurana@rosselltea.com

11. Other Disclosures:

11.1 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 42 to the Financial Statements for the year ended 31st March, 2020.

11.2 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.

11.3 Whistle Blower Policy - Vigil Mechanism:

Pursuant to Sec 177(9) read with (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 www.rossellindia.com.

11.4 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.

11.5 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, 2020 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.



Annexure - 1 to the Report of the Board of Directors

11.6 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.

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

The Company does not have any Material Subsidiary.

11.8 Web Link for Policy on dealing with Related party Transactions

The Company's policy on Related Party Transaction (as revised by the Board on 24th May, 2019) is available on the Company's website at www.rossellindia.com

11.9 Compliance confirmation

The Company has complied with all corporate governance requirements specified in Regulation 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations, 2015.

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

Black Tea, the main Product manufactured by 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 Company's Policy is to take appropriate steps to guard the risks arising out of major foreign currency exposure for its import payables and export receivables.

11.11 Fees paid/payable to the Statutory Auditors

During the year, a sum of ₹ 5,63,000 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. 34 of the Audited Financial Statements.

11.12. Credit Rating obtained during the year

Nature of Banking Facility	₹ In Lakhs	Rating obtained
Long Term Fund Based	19,357	ICRA BBB+ (Stable)
Short Term Non-Fund Based	250	ICRA A2

For and on behalf of the Board

Place: Delhi
Date : 29th June, 2020

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 31.03.2020.

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
UDIN : F004848B000394591

Place : Kolkata
Dated : 29.06.2020



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, 2020 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.	Nirmal Kumar Khurana	00123297	01.09.2017
3.	Nayantara Palchoudhuri	00581440	06.08.2014
4.	Krishan Katyal	00765487	01.04.2019
5.	Rishab Mohan Gupta	05259454	09.02.2018
6.	Ajai Shukla	06459352	01.04.2019
7.	Rahul Bhatnagar	07268064	09.08.2019

Ensuring the eligibility of 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 is 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
UDIN : F004848B000394545

Place : Kolkata
Dated : 29.06.2020



Annexure - 2 to the Report of the Board of Directors

REPORT ON CSR ACTIVITIES/ INITIATIVES

[Pursuant to Section 135 of the Act read with Companies (CSR Policy) Rules, 2014]

1.	A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	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 http://www.rossellindia.com/financial-result/CSR_Policy.pdf
2.	The Composition of the CSR Committee.	i) Mr. Ajai Shukla - Chairman [Independent Director] ii) Mr. Rahul Bhatnagar - Member [Independent Director] iii) Mr. N. K. Khurana - Member [Director (Finance) and Company Secretary]
3.	Average net profit of the company for last three financial years.	₹ (303.17) Lakhs
4.	Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)	₹ NIL
5.	Details of CSR activities/projects undertaken during the year:	₹ 34.58 Lakhs
	a) total amount to be spent for the financial year as approved by the CSR Committee	₹ 33.20 Lakhs (Since ratified - ₹ 34.58 lakhs)
	b) amount un-spent, if any	N.A.
	c) manner in which the amount spent during financial year,	The manner in which the amount is spent is detailed in the Annexure-A below.

Annexure - A

1	2	3	4	5	6	7	8
Sr. No.	CSR project/ activity identified	Sector in which the Project is covered	Projects / Programmes 1.Local area/others- 2.Specify the state /district (Name of the District/s, State/s where project/ programme was undertaken	Amount outlay (budget) project/ programme wise ₹ In Lakhs	Amount spent on the project / programme ₹ In Lakhs	Cumulative spend upto to the reporting period ₹ In Lakhs	Amount spent: Direct / through implementing agency
A.	Direct Expenditure on Projects						
1.	Running and Maintenance of Free Dispensary	Clause (i) - Promoting Health Care including Preventing Health Care	Delhi, NCR Area	12.00	13.50	13.50	Through BMG Foundation, Delhi
2.	Noon Meal Scheme to for 390 children at Bangalore	Clause (i) - Eradicating hunger, poverty and malnutrition	Bangalore, Area	4.29	4.29	4.29	Through Akshya Patra Foundation, Bangalore
3.	Extending support towards education of differently abled children.	Clause (ii) - Promoting Education including Special Education	The Society for Welfare of Differently Abled Persons (Physically Handicapped) Education and Research Centre at Pune area.	0.60	0.60	0.60	Direct Spending

**Annexure - 2 to the Report of the Board of Directors**

4.	Support to blind students by contributing towards food, education, boarding, lodging etc.	Clause (ii) _ Promoting Education including Special Education	Bharat Blind School Shahdara, 510-A, Circular Road, Shahdara – 110 032, Delhi	0.60	0.48	0.48	Direct Spending
5.	Contribution to Village Clinic maintained by Padmashree Dr. Ramana Rao at Bangalore	Clause (i) - promoting health care.	Bangalore	6.00	6.00	6.00	Through Raj Prakash Sewa Trust, Bangalore
6.	Donation of 225 Quintals of Flour	Clause (i) – Eradicating hunger, poverty and malnutrition	Bangalore	5.31	5.31	5.31	Through Maa Madhuri Brijwaris, Bangalore
7.	Food for 100 families at Bangalore.	Clause (i) – Eradicating hunger, poverty and malnutrition	Bangalore	4.40	4.40	4.40	Through Pro Vision Asia, bangalore
B.	Overheads - Service Tax			-	-	-	
	TOTAL			33.20	34.58	34.58	

Responsibility Statement

The CSR committee confirms that the implementation and monitoring of the CSR activities are in compliance with the CSR objectives and Policy of the Company.

Place : Delhi
Date : 29th June, 2020

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

A. Shukla
Chairman of CSR Committee
(DIN 06459352)



Annexure - 3 to the Report of the Board of Directors

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2020

[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I REGISTRATION AND OTHER DETAILS:

1	CIN	L01132WB1994PLC063513
2	Registration Date	10th June, 1994
3	Name of the Company	ROSSELL INDIA LIMITED
4	Category/Sub-Category of the Company	Public Company limited by shares
5	Whether listed Company (Yes/No)	Yes
6	Address of the Registered Office and contact details	Jindal Towers, Block - "B", 4th Floor, 21/1A/3, Darga Road, Kolkata - 700 017, West Bengal
7	Name, Address and Contact details of Registrar and Transfer Agent, if any	C B Management Services Pvt. Ltd., P - 22, Bondel Road, Kolkata, West Bengal - 700019, Tel; 033-22806692/93/94, 40116700/6711/6718/6723, Email: rta@cbmsl.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (Continuing Activities)

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the company
1.	Tea & Tea Products	99611272	47.24%
2.	Aviation Products and Services	98882	52.66%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES – Not Applicable

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
(a) Individual/HUF	33,35,624	-	33,35,624	9.09	33,55,624	-	33,55,624	9.15	0.06
(b) Central Govt									
(c) State Govt (s)									
(d) Bodies Corp.	2,41,34,609	-	2,41,34,609	65.77	2,41,34,609	-	2,41,34,609	65.77	-
(e) Banks / FI									
(f) Any Other....									
Sub-total (A) (1):-	2,74,70,233	-	2,74,70,233	74.86	2,74,90,233	-	2,74,90,233	74.92	0.06



Annexure - 3 to the Report of the Board of Directors

(2) Foreign									
(a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
(b) Other – Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d) Banks / FI	-	-	-	-	-	-	-	-	-
(e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	2,74,70,233	-	2,74,70,233	74.86	2,74,90,233	-	2,74,90,233	74.92	0.06
B. Public Shareholding									
1. Institutions									
(a) Mutual Funds	1,06,050	-	1,06,050	0.29	10	-	10	0.00	(0.29)
(b) Banks / FI	50	90,300	90,350	0.25	1,907	90,300	92,207	0.25	-
(c) Central Govt	-	150	150	0.00	-	150	150	0.00	-
(d) State Govt(s)	-	-	-	-	-	-	-	-	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	-	-	-	-	-	-	-	-	-
(g) Foreign Portfolio Investors	28,13,417	-	28,13,417	7.67	28,13,417	-	28,13,417	7.67	-
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	29,19,517	90,450	30,09,967	8.21	28,15,334	90,450	29,05,784	7.92	(0.29)
2. Non-Institutions									
(a) Bodies Corp.									
(i) Indian	14,95,847	3,150	14,98,997	4.08	11,55,917	3,075	11,58,992	3.16	(0.92)
(ii) Overseas									
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto ₹ 2 lakhs	32,20,666	3,23,242	35,43,908	9.66	36,22,055	2,98,509	39,20,564	10.68	1.02
(ii) Individual shareholders holding nominal share capital in excess of ₹ 2 lakh	6,83,431	1,58,250	8,41,681	2.29	8,41,375	8,250	8,49,625	2.32	0.03
(c) Others (specify)	1,20,029	-	1,20,029	0.32	1,26,221	75	1,26,296	0.33	0.01



Annexure - 3 to the Report of the Board of Directors

(d) Investor Education and Protection Fund Authority, Ministry of Corporate Affairs.	2,11,660	-	2,11,660	0.58	2,44,981	-	2,44,981	0.67	0.09
Sub-total (B)(2):-	57,31,633	4,84,642	62,16,275	16.93	59,90,549	3,09,909	63,00,458	17.16	0.23
Total Public Shareholding (B)=(B)(1)+(B)(2)	86,51,150	5,75,092	92,26,242	25.14	88,05,883	4,00,359	92,06,242	25.08	0.06
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	3,61,21,383	5,75,092	3,66,96,475	100.00	3,62,96,116	4,00,359	3,66,96,475	100.00	-

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	BMG ENTERPRISES LTD.	2,31,13,795	62.99	0.00	2,31,13,795	62.99	0.00	0.00
2.	BMG INVESTMENTS PVT. LTD	5,49,769	1.50	0.00	5,49,769	1.50	0.00	0.00
3.	HARVIN ESTATE PVT.LTD.	4,71,045	1.28	0.00	4,71,045	1.28	0.00	0.00
4.	HARSH MOHAN GUPTA	18,72,751	5.10	0.00	18,77,751	5.12	0.00	0.02
5.	RISHAB MOHAN GUPTA	7,69,203	2.10	0.00	7,69,203	2.10	0.00	0.00
6.	VINITA GUPTA	6,93,670	1.89	0.00	6,93,670	1.89	0.00	0.00
7.	SAMARA GUPTA	-	-	-	15,000	0.04	0.00	0.04
TOTAL		2,74,70,233	74.86	0.00	2,74,90,233	74.92	0.00	0.06

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	2,74,70,233	74.86	2,74,90,233	74.92
At the end of the year	2,74,90,233	74.92	2,74,90,233	74.92



Annexure - 3 to the Report of the Board of Directors

IV) Shareholding Pattern of top ten Shareholders

Sl.	Folio No/DP	SOLE/FIRST NAME OF THE SHAREHOLDER		DATE	NO. OF SHARE	%TO TOT	NO. OF SHARE	%TO TOT
1	AABCE6307N	ELARA INDIA OPPORTUNITIES FUND LIMITED	At the beginning of the year	01-04-2018	28,13,417	7.67	28,13,417	7.67
		NO CHANGE DURING THE PERIOD	At the end of the year	31-03-2019			28,13,417	7.67
2	ADAPA9127D	ASWINI AGARWAL	At the beginning of the year	01-04-2019	6,91,681	1.88	6,91,681	1.88
			BUY	26-04-2019	1,50,000	0.41	8,41,681	2.29
			BUY	16-08-2019	1,606	0.01	8,43,287	2.30
			BUY	06-12-2019	5,338	0.01	8,48,625	2.31
			BUY	28-02-2020	1,000	0.01	8,49,625	2.32
			At the end of the year	31-03-2020			8,49,625	2.32
3	AACCG6507D	GURGAON INFOSPACE LIMITED	At the beginning of the year	01-04-2019	2,98,150	0.81	2,98,150	0.81
			BUY	28-02-2020	8,000	0.02	3,06,150	0.83
			At the end of the year	31-03-2020			3,06,150	0.83
4	AAACG0891Q	GLOBAL CREDIT CAPITAL LTD.	At the beginning of the year	01-04-2019	2,27,100	0.62	2,27,100	0.62
		NO CHANGE DURING THE PERIOD	At the end of the year	31-03-2020			2,27,100	0.62
5	AAACP1670L	PNR CAPITAL SERVICES LIMITED	At the beginning of the year	01-04-2019	1,68,300	0.46	1,68,300	0.46
		NO CHANGE DURING THE PERIOD	At the end of the year	31-03-2020			1,68,300	0.46
6	A00355	ASWINI KUMAR AGARWAL	At the beginning of the year	01-04-2019	1,50,000	0.41	1,50,000	0.41
		NO CHANGE DURING THE PERIOD	At the end of the year	31-03-2020			1,50,000	0.41
7	AAATU0564D	ADMINISTRATOR OF THE SPECIFIED UNDERTAKING OF THE UNIT TRUST OF INDIA - ASSET RECONSTRUCTION FUND	At the beginning of the year	01-04-2019	1,06,040	0.29	1,06,040	0.29
			SALE	10-05-2019	13,523	0.04	92,517	0.25
			SALE	17-05-2019	10,000	0.03	82,517	0.22
			SALE	24-05-2019	25,000	0.07	57,517	0.16
			SALE	31-05-2019	14,489	0.04	43,028	0.12
			SALE	07-06-2019	7,906	0.02	35,122	0.10
			SALE	23-08-2019	10,000	0.03	25,122	0.07
			SALE	30-08-2019	10,033	0.03	15,089	0.04
			SALE	06-09-2019	5,000	0.01	10,089	0.03
			SALE	13-09-2019	10,089	0.03	-	-
			At the end of the year	31-03-2020			-	-



Annexure - 3 to the Report of the Board of Directors

Sl.	Folio No/DP	SOLE/FIRST NAME OF THE SHAREHOLDER		DATE	NO. OF SHARE	%TO TOT	NO. OF SHARE	%TO TOT
8	AABCH9614D	ALKYONE REALTORS PRIVATE LIMITED	At the beginning of the year	01-04-2019	1,11,600	0.30	1,11,600	0.30
		NO CHANGE DURING THE PERIOD	At the end of the year	31-03-2020			1,11,600	0.30
9	AAGCA2020D	AVG REALTORS PRIVATE LIMITED	At the beginning of the year	01-04-2019	1,00,000	0.27	1,00,000	0.27
		NO CHANGE DURING THE PERIOD	At the end of the year	31-03-2020			1,00,000	0.27
10	AATPS5325H	MANINDER SINGH	At the beginning of the year	01-04-2019	90,000	0.25	90,000	0.25
		NO CHANGE DURING THE PERIOD	At the end of the year	31-03-2020			90,000	0.25
11	I00006	INDIAN BANK	At the beginning of the year	01-04-2019	90,000	0.25	90,000	0.25
		NO CHANGE DURING THE PERIOD	At the end of the year	31-03-2020			90,000	0.25
12	AJFPM7894J	AYUSH MITTAL	At the beginning of the year	01-04-2019	0	0	0	0
			BUY	08-11-2019	2,675	0.01	2,675	0.01
			BUY	15-11-2019	11,310	0.03	13,985	0.04
			BUY	22-11-2019	9,058	0.02	23,043	0.06
			BUY	13-12-2019	388	-	23,431	0.06
			BUY	20-12-2019	406	-	23,837	0.06
			BUY	27-12-2019	6,644	0.02	30,481	0.08
			BUY	31-12-2019	2,651	0.01	33,132	0.09
			BUY	03-01-2020	1,540	0.01	34,672	0.10
			BUY	10-01-2020	829	-	35,501	0.10
			BUY	17-01-2020	8,535	0.02	44,036	0.12
			BUY	24-01-2020	2,386	0.01	46,422	0.13
			BUY	31-01-2020	161	-	46,261	0.13
			BUY	07-02-2020	4,294	0.01	50,555	0.14
			SALE	14-02-2020	45	-	50,510	0.14
			BUY	21-02-2020	5,450	0.01	55,960	0.15
			BUY	28-02-2020	2,398	-	58,358	0.15
			SALE	06-03-2020	3,648	0.01	54,710	0.16
			BUY	13-03-2020	1,067	-	55,777	0.16
			BUY	31-03-2020	1,650	-	57,427	0.16
			At the end of the year	31-03-2020			57,427	0.16
13	AABCJ3918N	JAINAM SHARE CONSULTANTS PVT. LTD	At the beginning of the year	01-04-2019	1,66,944	0.45	1,66,944	0.45
			SALE	05-04-2019	50	-	1,66,894	0.45
			BUY	12-04-2019	625	-	1,67,519	0.45
			SALE	10-05-2019	987	-	1,66,532	0.45



Annexure - 3 to the Report of the Board of Directors

Sl.	Folio No/DP	SOLE/FIRST NAME OF THE SHAREHOLDER		DATE	NO. OF SHARE	%TO TOT	NO. OF SHARE	%TO TOT
			SALE	24-05-2019	25	-	1,66,507	0.45
			SALE	21-06-2019	1,858	0.01	1,64,649	0.45
			SALE	28-06-2019	2,139	0.01	1,62,510	0.44
			SALE	05-07-2019	225	-	1,62,285	0.44
			SALE	12-07-2019	1,232	-	1,61,053	0.44
			SALE	19-07-2019	1,740	-	1,59,313	0.43
			SALE	26-07-2019	5,195	0.01	1,54,118	0.42
			SALE	02-08-2019	2,337	0.01	1,51,781	0.41
			SALE	09-08-2019	3,431	0.01	1,48,350	0.40
			SALE	20-09-2019	18,450	0.05	1,29,900	0.35
			SALE	27-09-2019	1,12,168	0.31	17,732	0.05
			SALE	04-10-2019	45	-	17,687	0.05
			BUY	11-10-2019	9,370	0.03	27,057	0.08
			SALE	25-10-2019	12,912	0.04	14,145	0.04
			SALE	08-11-2019	50	-	14,095	0.04
			SALE	15-11-2019	370	-	13,725	0.04
			SALE	22-11-2019	300	-	13,425	0.04
			SALE	29-11-2019	100	-	13,325	0.04
			BUY	20-12-2019	2,531	0.01	15,856	0.05
			SALE	27-12-2019	2,531	0.01	13,325	0.04
			BUY	31-12-2019	3,562	0.01	16,887	0.05
			SALE	03-01-2020	3,562	0.01	13,325	0.04
			BUY	10-01-2020	3,767	0.01	17,092	0.05
			BUY	17-01-2020	12,077	0.03	29,169	0.08
			SALE	24-01-2020	3,315	0.01	25,854	0.07
			SALE	31-01-2020	11,640	0.03	14,214	0.04
			BUY	06-03-2020	350	-	14,564	0.04
			SALE	13-03-2020	365	-	14,199	0.04
			BUY	31-03-2020	874	-	15,073	0.04
			At the end of the year	31-03-2020			15,073	0.04

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP Name of the Director/KMP	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. H.M.Gupta	18,72,751	5.10	18,77,751	5.12
2	Mr. R. M. Gupta	7,69,203	2.10	7,69,203	2.10
3	Mr. N.K.Khurana	3,700	0.01	3,700	0.01



Annexure - 3 to the Report of the Board of Directors

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loan	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	11,511.78	1,511.00	NIL	13,022.78
ii) Interest due but not paid	13.79	NIL	NIL	13.79
iii) Interest accrued but not due	9.99	2.13	NIL	12.12
Total (i+ii+iii)	11,535.56	1,513.13	NIL	13,048.69
Change in Indebtedness during the financial year				
• Addition	1,34,503.00	6,355.31	NIL	1,40,858.31
• Reduction	1,29,569.59	4,716.13	NIL	1,34,285.72
Net Change	4,933.41	1,639.18	NIL	6,572.59
Indebtedness at the end of the financial year				
i) Principal Amount	16,362.89	3,119.00	NIL	19,481.89
ii) Interest due but not paid	23.25	30.70	NIL	53.95
iii) Interest accrued but not due	82.83	2.61	NIL	85.44
Total (i+ii+iii)	16,468.97	3,152.31	NIL	19,621.28

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

₹ In lakhs

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Mr. H. M. Gupta	Mr. N. K. Khurana	Mr. R. M. Gupta	
1.	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	96.00	46.20	81.60	223.80
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	12.48	10.75	0.71	23.94
	(c) Profits in lieu of salary under	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...	51.95	-	-	51.95
5.	Others, please specify	-	-	-	-
	Total (A)	160.43	56.95	82.31	299.69
	Ceiling as per the Act (@10% of the profits calculated under section 198 of the Companies Act, 2013)				341.02

**Annexure - 3 to the Report of the Board of Directors****B. Remuneration to other directors:**

₹ In lakhs

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. R. Bhatnagar	Mr. A. Shukla	Mr. K. Katyal	Ms. N. Palchoudhuri	
1.	Independent Directors					
	▪ Fee for attending board / committee meetings	2.10	2.70	3.70	3.70	12.20
	▪ Commission	2.50	2.50	2.50	2.50	10.00
	▪ Others, please specify	-	-	-	-	-
	Total (1)	4.60	5.20	6.20	6.20	22.20
2.	Other Non-Executive Directors					
	▪ Fee for attending board / committee meetings					
	▪ Commission					
	▪ Others, please specify					
	Total (2)					
3.	Total (1+2)					
	Total Managerial Remuneration (Excluding Fees)					NIL
	Overall Ceiling as per the Act (@1% of profits calculated Under Section 198 of the Companies Act, 2013)					34.10

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD

Mr. N. K. Khurana, Director (Finance) is also acting as the CFO and the Company Secretary, hence there is no other Key Managerial Person in terms of Sec. 203 of the Companies Act, 2013, read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in the Company.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

No penalty/punishment levied and/or compounding of offences done during the financial year 2019-2020.



Annexure - 4 to the Report of the Board of Directors

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2020

[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 31.03.2020 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 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.

We have relied upon the accuracy of the documents and information as shared by the Company with us through appropriate Information Technology tools to assist us in completing the secretarial audit work during lock down period due to unprecedented situation prevailing in the Country due to CoVID-19 virus pandemic and the same is subject to physical verification by us post normalization of the situation.

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 31.03.2020 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;



Annexure - 4 to the Report of the Board of Directors

- (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, 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;

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 31.03.2020 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) Regulations, 2014 ;
- (iii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.
- (iv) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (v) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

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 - 4 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 discontinued the business of its Hospitality Division with effect from 1st October, 2019.
- (b) In the light of heightened concern on spread of COVID-19 across the nation and as per the notifications issued by the Central / State Government(s), the Company had temporarily shut down operations at its Tea Estates from 24th March evening and had moved to Work from Home Policy for all its office employees. However, the Company resumed its operations at all its Tea Estates gradually in a phased manner with effect from 11th / 12th and 14th April, 2020 with 50% workers and operated in full strength from 10th May, 2020 onwards with due permission of the local district authorities as applicable and in accordance with the guidelines stipulated by the Ministry of Home Affairs of the Government of India and the local authorities.

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

CS A. K. LABH

Practicing Company Secretary
FCS - 4848 / CP No.- 3238
UDIN : F004848B000394567

Place : Kolkata
Dated : 29.06.2020



Annexure - 5 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 2019-20.
(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 arrangement or transactions at arm's length basis :

(a)	Name(s) of the related party 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 2019-20.
(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 : 29th June, 2020



Annexure - 6 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.	1. Mr. H.M. Gupta, Executive Chairman – 285.22 : 1.00 2. Mr. N. K. Khurana, Director(Finance) and Company Secretary - 100.38 : 1.00 3. Mr. R. M. Gupta, Whole Time Director -144.88 : 1.00 Sitting Fees/ Commission paid to Non-Executive Directors have not been considered to ascertain this ratio.
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.	1. Mr. H.M. Gupta, Executive Chairman & CEO – 46.57% 2. Mr. N.K. Khurana, Director (Finance), CFO and CS – 4.74% 3. Mr. R.M. Gupta, Whole Time Director – NIL
Clause(iii)	The percentage increase in the median remuneration of employees in the financial year.	During the financial year 2019-2020, there was no increase in median remuneration of employees as compared to previous year .
Clause(iv)	The number of permanent employees on the rolls of company.	There were 6,165 Employees as on 31st March, 2020.
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 2019-2020 was around 8%. The Executive Chairman of the Company was paid Maximum Remuneration @ 5% of the net profits i.e., 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 - 7 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 (5.12)	162.82	B. A. (Hons.)	45	65	1st May, 1996	BMG Enterprises Ltd. – Chairman and Managing Director
2.	P.K. Bhagvandas	CEO – Rossell Techsys Division	NIL	90.44	B. Tech, M.B.A	38	58	17th January, 2011	MD – Broadcom India Pvt. Ltd.
3.	R.M Gupta	Whole Time Director	7,69,203 Equity Shares (2.10)	82.72	Graduate from Suffolk University, Boston, USA.	12	33	1st January, 2008	N.A.
4.	N.K. Khurana	Director (Finance) and Company Secretary	3,700 Equity Shares (0.01)	57.30	B.Com (Hons.), LL.B., FCA, FCS, FCMA.	40	61	1st August, 1994	Assam Frontier Tea Ltd. - Head of Finance and Company Secretary
5.	S.S. Sikand	CEO – Rossell Tea Division	NIL	54.89	BA (Hons. in Economics)	39	61	1st June, 2017	Amalgamated Plantations Ltd. - COO
6.	Subramanya B	Senior VP (Operation) – Rossell Techsys	NIL	50.93	BE, MBA	34	58	1st August, 2018	Moog Inc., USA as Quality Director Asia Region
7.	Sudarshan R R J	VP- Rossell Techsys	NIL	45.55	BE- Electronics and Communications Engineering and a Master's Degree in Business Management from IIT Kharagpur	32	55	30th September, 2011	Formerly was a senior air-force officer
8.	Indrajit Roy	VP (Marketing)- Rossell Tea	NIL	45.44	B. Com, Diploma in Export Management	38	58	1st September, 2009	Hindustan Unilever Ltd. – Operational Manager – Specialty Tea
9.	Digant Parikh	VP (Finance)	NIL	44.70	MBA(Finance), ICWA Inter	28	48	1st November, 2011	MB Parikh Fin Stocks Ltd. Managing Director
10.	Vinita Gupta	Vice President	6,93,670 Equity Shares (1.89)	40.74	B.A. (Hons.)	57	18	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, Mrs. Vinita Gupta (Wife of Mr. H.M. Gupta) and Mr. R.M. Gupta (Son of Mr. H. M. Gupta) (related inter-se) are relative of any of the Directors/KMPs of the Company.



Annexure - 8 to the Report of the Board of Directors Management Discussion and Analysis

a. Industry Structure and Developments

Rossell Tea

The total world tea production in 2019-2020 was around 6,000 Million kgs of which the main producers were China - 2,700 Million kgs, India – 1,389(2019 calendar year) Million kgs followed by Kenya, Sri Lanka and Turkey.

The major increase in production in the decade has come from China, India and Africa.

Exports from India during the fiscal was 240 million kilograms in comparison to 254.50 million kgs in the previous year.

Weather continues to play a vital role in tea production. The Industry has been witnessing extreme weather conditions in the last decade with prolonged Hot/Dry weather followed by extremely wet and overcast conditions accompanied by storms. Cropping in all our estates was good which led to the record production in 2019-2020.

The Company continues to upgrade its assets, be it the fields by uprooting, rejuvenation and replanting, and also the factories. All the Company's capital expenditure programs were completed on schedule and put to use. The workers are our greatest assets and we are continuously improving their living and working environment through better hygiene, sanitation, housing and water supply.

Aviation Products and Services

Rossell Techsys Division has grown by over 58% in the current financial year. Keeping its aggressive steps towards its growth vision, the Company is recommending inorganic growth, in existing as well as in adjacent areas. The Division is looking out for such prospects opportunistically. With the Govt. of India's thrust on 'Make in India', in coming years technology transfer will take place by foreign companies to Indian counter parts.

b. Opportunities and threats

Rossell Tea

(i) Production

The world crop for black tea during 2019 was higher by around 25 Million kgs with bulk of the excess coming from India with 51 Million kgs, Bangladesh 14 Million kgs and Kenya lower by 34 Million kgs. The major growth for black tea consumption has been in China, India, Pakistan, CIS, and the Middle East.

World crop does to an extent affect the export of Teas and the price levels. However, it is the increase in the Indian crop which has a direct impact on the domestic sales and also on exports to some extent. The Indian crop has been increasing quite rapidly in the last 3 years in North India and that too mostly in the medium quality, which is an opportunity for Your Company as the Packeteers need top quality tea for their blends.

Kenya has started the season 2020 remarkably well and is 52 Million kgs ahead in production till March and this trend is likely to continue in the following months. Some drop in crop has been reported from Sri Lanka during the months of March and April. The Indian crop at the beginning of the season from January to March 2020 has been lower by 30 Million kgs as compared to last year. In view of the lockdown due to Covid 19, production in India is going to be adversely affected between April to June with projected losses of approximately 150 Million kgs.

Due to the extreme shortage of Tea and disruption in the supply chain, the Tea prices have shot up considerably and are likely to stay firm at least for another 2-3 months.

With production increasing in India substantially from the Small Growers Segment which is predominantly the average to medium quality, it will have an impact on medium segment producers. As Rossell Tea is a top quality producer of CTC and Orthodox teas, the over- production of average teas will not impact its price realization as there is a huge demand for our tea both in the domestic and global markets.



Annexure - 8 to the Report of the Board of Directors

(ii) 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 deforestation and the climatic changes the pest activity has increased considerably and we are also seeing new pests and diseases that have not been encountered before.

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. This is also intensifying the sudden pest attack. However, at Rossell Tea we practice sustainable agriculture with practices of irrigation, drainage, shade planting etc which somehow negates the impacts. We are also creating water bodies to mitigate against drought and rainwater harvesting during the rains.

(iii) 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 786 gms continues to be rather low. But during the last three months Tea has established itself in India as a beverage that enhances immunity and help protect against Covid -19 and other illness. The consumption therefore has increased and likely to sustain in future as well.

(iv) 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 are today a benchmark for the industry in the international as well as domestic market for both Orthodox and CTC Teas.

However, other producers in the Industry have also learnt to improve their quality and the competition is becoming more intense. Rossell Tea, however through its strong team effort and strict adherence to policies for sustainability will continue to produce teas consistently above the competitors and will outperform in terms of acceptability over the others.

Fully compliant and safe teas with RA certification shall also give us an edge over the others.

(v) 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.

The biggest challenge in front of the Tea Industry this year is to restrict the spread of COVID -19, so the production does not come to halt and continuity of the trade arrangements with Iran which imports around 50% of the Orthodox production from Assam. This in turn reduces the availability of CTC in the domestic market and enables the maintenance of the price-points.

Rossell Tea is confident of maintaining its clientele in UK, Germany, and the Middle East countries. The Company continues to explore new markets and customers in Canada and USA. Our endeavor during 2020 will be to achieve results, which will place Rossell Tea once again, as one of the best profit making Tea Company in Assam, amidst all the adversities owing to Covid -19 and fluctuating and erratic weather conditions.

Aviation Products and Services

Rossell Techsys Division continues to see opportunities in the US region. These opportunities have resulted in strategic teaming agreements, where the US partners would be prime and the Division as sub-prime. The Division also continues to look for more such prime partners to spread its wings. The challenges come from other companies too making similar efforts and therefore, it all comes down to timing, cost, and quality performance. Given the Division's history, there is confidence on all three fronts.



Annexure - 8 to the Report of the Board of Directors

The Government's policy on defense related equipment is for OEMs to utilize Indian industry for manufacture of the equipment. In some cases transfer of technology has happened whereas in many cases it is pending. The delay is due to lack of capability of the Indian industry viz. manufacturing standards not meeting the international qualitative requirements.

c. Segment-wise Business Performance

Rossell Tea

The Tea manufactured at our estates during the financial year 2019-2020 was 59.36 lakh kgs as against 55.06 lakh kgs in the financial year 2018/19, an increase of 7.81% which is a new record for the Division.

Our crop production has been steadily increasing in the last 3-4 years due to the uprooting and replantation programme done in the past with the younger plants now yielding higher and also due to improved agricultural practices.

Exports during the year was 10.56 lakh kgs as compared to the previous year's quantity of 6.74 lakh kgs. Exports to Iran, UK and the Middle East were higher.

Price realization for our Teas was higher by ₹ 12.03 per kilograms as compared with the previous year.

The enhanced crop not only helped in improving the productivity and efficiency parameters, but also in keeping our costs under check and the improved prices and better operational efficiency helped us in obviating cost increases and higher revenue.

The Revenue of the Division has increased from ₹ 124.71 crores in 2018-2019 to ₹ 147.31 crores in 2019-2020. This is the highest ever Revenue recorded by the Division. The same would have been over Rs 150 crores had we not lost production in the last week of March due to the lockdown imposed.

Aviation Products and Services

For Rossell Techsys Division, the revenue for the financial year 2019-2020 stands at ₹ 154.67 Crores, an increase of ₹ 56.54 Crores, over the previous financial year 2018-2019. On the domestic business front, the Division recorded Rs 1.05 crores sales for the full year and added orders worth Rs 0.75crores. Domestic business continues to be slack due to the nature of the business acquisition process. The total staff cost stands at ₹ 2,730 lakhs as against budgeted expenses of ₹ 2,961 Lakhs, a decrease Rs 231 Lakhs equivalent to 7.80%. The total non-staff cost stands at ₹ 2,268 Lakhs against ₹ 2,665 lakhs budgeted, a decrease by 14.90%. At the end of FY 2019-2020, cumulative NFE (4th Sep 2014 to 31st March 2020) stood at ₹ 133.05 Crores or 38.43 % of cumulative export turnover. The Division is consistent with positive NFE which is a key performance indicator for an EOU.

d. Outlook

Rossell Tea

The current financial year started with the lockdown, which was imposed from the 25th March and carried on at our Plantations till the 10th/11th April. Thereafter it was lifted with usage of 50% workforce only till mid-May.

Due to the lockdown, the Tea bushes which had overgrown had to be slashed and skiffed and coupled with the deficit rainfall in the months of March and April has severely impacted the production and we see losses in April/May and June. The total production is likely to be lower by around 10%. The All India crop loss is projected at around 140 million kilograms.

The market for CTC, therefore, has opened very strong in view of the inventories drying up and this will probably remain till end July. Orthodox market on the other hand has opened lower due to Global trade being effected on account of the Pandemic. Your Company has the flexibility of switching between CTC and Orthodox manufacture depending on the market conditions.

The Orthodox market is expected to go up on arrival of the 2nd flush teas and with the Global trade improving slowly. Sri Lankan crops have also been lower, hence that should also have a positive impact on our Orthodox prices.

Our continued focus on quality and improvement in the grade-mix will help us with higher unit realization.



Annexure - 8 to the Report of the Board of Directors

The whole group is now certified with Rainforest Alliance accreditation which should help us in exporting Teas to new buyers and Geographies, earlier only one Estate Romai was RA certified.

Aviation Products and Services

The overall outlook of the Rossell Techsys Division looks positive and encouraging. The focus of the Division shall be more towards ensuring proper execution, hiring of high caliber staff members, expanding into the US with key hires to tap business opportunities and support raw material sourcing needs. As the Division scales number of people, it also ensures that it retains its operating culture that is one of the key elements for its growing brand image.

e. Risks and Concerns

Rossell Tea

The biggest challenge this year is the spread of Covid 19 Pandemic, which is effecting normal life and businesses across the Globe. Tea Industry currently has been quite safe, however if there is a sudden spike in cases it could have serious ramifications. Weather continues to play an important role in the success or failure of any agro-horticultural produce including Tea Plantations. Tea is a perennial crop and hence with climate change and erratic weather conditions, the leaf growth and bushes are affected which in turn affect tea production.

Good agricultural practices and timely intervention can obviate and 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 concerned authorities through the Industry associations and bodies:

- The reverse migration which is taking place has led to an increase in the Covid -19 cases in Assam.
- Minimum wages – Constant dialogue and representation is being done with the authorities to see that the wage increase is delayed in view of the Covid- 19.
- Exports to Iran on the backdrop of the US sanctions and withdrawal of the waiver to India for importing Iranian oil may have payment-related problems. The Industry is working closely with the Government to circumvent this.
- Exports are likely to be impacted due to the sluggishness in Global Trade in view of the Pandemic.
- CTC exports are likely to be impacted due to the enhanced Production in Kenya.

There is need to produce Quality Tea to average higher and a concerted effort and focus is being given by the Company. The weak rupee should help in bolstering our export earnings.

Aviation Products and Services

Rossell Techsys Division continues to be vulnerable to predatory pricing by companies desiring to compete intensely. Further, most of the contracts / strategic agreements are long term in nature and, hence, susceptible to major variations in foreign exchange. The Division has firm fixed price commitments pegged at a single forex rate during the term of contract. These contracts are usually for 5 to 7 years. Therefore, it is challenging to formulate an effective hedging strategy.

In Aviation Services, contracts Penalty Clause is in built for delay in providing services. Your Division since its inception has ensured that there is no delay in providing timely quality service. The only risk is in variation of foreign exchange as it can affect the overall earning.

f. Internal Control System and their Adequacy

There are adequate internal control system at all levels of Management of the Company. These are reviewed from time to time and improved upon, where required.



Annexure - 8 to the Report of the Board of Directors

The Internal Audit is carried out by Firms of Chartered Accountants. The Audit Committee of the Board looks into Auditors' observations, which is deliberated upon and necessary instructions issued to the concerned person of the related Division to take corrective measures.

g. Financial and Operational Performance

Along with the continual emphasis on quality upgradation of products and services, prudent cost management has been the stated 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 ₹ 2,704.11 lakhs, as against ₹ 1,429.09 lakhs in the previous year.

The Aviation Products and Services business segment of the Company made a profit (EBITDA) of ₹ 3,449.95 lakhs before depreciation and interest against ₹ 1,609.09 lakhs in the previous year. Rossell Hospitality Division (Discontinued Business Segment) posted a loss before depreciation and interest (EBITDA) of ₹ 932.77 lakhs as against ₹ 643.20 lakhs in the previous years.

With unallocated expenses (net of unallocated income) at corporate level amounting to ₹ 176.77 lakhs, the overall profit before depreciation and interest (EBITDA) of the Company is ₹ 5,074.07 Lakhs as against ₹ 2,100.22 lakhs in the previous year.

The financial base of your Company remains strong and we expect further strengthening thereof with better financial and operational performance.

h. Human Resources Development

Human resources are most valuable assets for the Company – at corporate level as well as at Divisions/ Units level. Thus, adequate attention is given by the Company for their development and well-being.

Training and Development is one of the integral part of Human Resources function. Emphasis is given by the Management on talent acquisition, correct recruitment practices and retention planning with effective organizational development. The Human Resource Policy of the Company is to ensure that the best talent is retained and developed so that each of the Divisions of the Company maintains its competitive position with respect to execution.

Industrial relations at all the Divisions of the Company remains excellent. Your Company employs 6,165 personnel across all its Divisions and at corporate level.

**Annexure - 8 to the Report of the Board of Directors****i. Significant Changes in the Financial Ratios**

Key Financial Ratios	FY 2019- 2020 (₹ in Lakhs)	FY 2018- 2019 (₹ in Lakhs)	% of Change	Reason for Change if the change is more than 25%
Debtors Turnover Ratio	11.66	13.51	-13.69	-
Inventory Turnover Ratio	2.69	2.92	1.37	-
Interest Coverage Ratio	3.90	1.04	275.00	EBIT for the FY 2019-20 has gone up to ₹ 4,115.19 lakhs from ₹ 1,023.85 lakhs for the FY 2018-19 resulting in better interest coverage ratio in spite of higher interest outgo.
Current Ratio	0.75	0.74	1.35	-
Debt Equity Ratio	1.05	0.77	36.36	The level of Bank Borrowings as on 31.03.2020 has gone up to ₹ 19,481.89 lakhs against ₹ 13,022.78 lakhs as on 31.03.2019, due to higher working capital requirement and Medium Term Project Loan availed during the year, resulting in an increase by ₹ 6,459.11 lakhs, while Other Equity has gone up by ₹ 1,673.16 lakhs only, resulting higher debt equity ratio.
Operating Profit %	16.83	9.81	75.03	Operating Profit (EBITDA) for the FY 2019-2020 was ₹ 5,221.29 lakhs as against ₹ 2,394.98 lakhs for the FY 2018-2019
Net Profit Margin %	5.98	0.23	2552.17	Net Profit (PAT) was higher for the FY 2019-2020 at ₹ 1,854.81 lakhs as against ₹ 56.92 lakhs for the FY 2018-2019 resulting in higher percentage of such profit to turnover.
Return on Net Worth	9.97	0.34	2832.35	This increase is attributable to higher Operating Profit Margin and higher Net Profit Margin as above with insignificant increase of only ₹ 1,673.16 lakhs in Net Worth.



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, 2020 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
 (DIN – 00065973)

N. K. KHURANA
 Director (Finance) - CFO
 (DIN – 00123297)

Place : Delhi
 Date : 29th June, 2020

Declaration

In terms of Regulation 34(3) read with Part D of Schedule V of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 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 2019-2020 and shall comply with such Code during the Financial Year 2020-2021.

Place : Delhi
 Date : 29th June, 2020

H. M. GUPTA
 Chief Executive Officer
 (DIN – 00065973)



Financial Statements





Independent Auditors' Report

TO THE MEMBERS OF ROSSELL INDIA LIMITED

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying financial statements of Rossell India Limited ("the Company"), which comprise of the Balance Sheet as at March 31, 2020, 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 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, 2020, 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 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.

Matter of Emphasis

Due to lockdown caused by Corona COVID-19, movement from place to place was restricted. As a result, we could not visit the Branches (including Tea Estates). However, necessary information, record and documents have been furnished online for audit purpose. This is not a qualification.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is 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, Business Responsibility 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 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 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



Independent Auditors' Report

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.

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.

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 in place 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.
- Conclude on the appropriateness of management's use of the going concern basis of accounting 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.

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 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.



Independent Auditors' Report

Report on Other Legal and Regulatory Requirements

1. 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, 2020 taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2020 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 B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - 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 Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - i) In respect of pending litigations as represented by the Management, said disputes do not have material impact on its financial position in its financial statements.
 - ii) The Company has made provisions as at March 31, 2020, as required under the applicable law or Indian Accounting Standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" 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: 20051449AAAAAE4366

Place : Kolkata

Date : 29th June, 2020



Annexure – A to the Independent 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, 2020 in conjunction with our audit of the 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 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 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, 2020, 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 : 29th June, 2020

Pinaki Sarkar
Partner
Membership No. 051449
UDIN: 20051449AAAAAE4366



Annexure – B to the Independent Auditors' Report

As referred to in paragraph I of our Report on "Other Legal and Regulatory Requirements", we state that:

- i.
 - a) The Company has maintained proper records to show full particulars, including quantitative details and situation of its fixed assets.
 - (b) These fixed assets 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 are in the name of the Company, except one Tea Estate, which is in the name of the previous owner and as represented by the Management, the execution of Deed of Conveyance in respect thereof is pending sale permission from the concerned authorities of the Government of Assam. The immovable properties comprising six Tea Estates (having registered Deed of Conveyance) are mortgaged with the Banks in connection with loan taken for the purpose of business of the Company, as confirmed by them.
- ii.
 - (a) The inventory, excluding those lying with third parties, have been physically verified by the management during the year, at reasonable intervals.
 - (b) In our opinion, the procedure of physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the Company and nature of its business.
 - (c) The discrepancies noticed on such verification of stocks as compared to book records were not material and these have been properly dealt with in the books of account.
- iii. The Company has not granted any loan, secured or unsecured to Companies, Firms, Limited Liability Partnership, other parties or Subsidiaries covered in the Register maintained under Section 189 of the Act.
- 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 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 Deposits within the meaning of Section 73 to Section 76 of the Act and the Rules framed thereunder.
- vi. The Central Government has specified for the maintenance of cost records under sub-sec. (1) of Sec.148 of the Act. 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.

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.
- 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 service 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.
- viii. According to the information and explanations given and on the basis of records examined by us, we are of the opinion that the Company has not defaulted in repayment of dues to any bank. The Company has not taken loan from any financial institution or raised any money through issue of Debentures.



Annexure – B to the Auditors' Report

- ix. According to information and explanations given to us, in our opinion the term loans taken have been applied for the purpose for which they were obtained. During the year Company has not raised money by way of initial Public Offer or further Public Offer.
- x. During the course of examination of the 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 has been noticed. However, fraud on the Company by its employee has been reported by the Company which has been committed by an employee of a Tea Estate by embezzlement and falsification of payment vouchers. Amount involved is ₹ 11.31 Lakhs. Company has filed legal suits before both in Criminal and Civil Courts which are pending.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in the accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi Company.
- 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 Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- 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. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **Khandelwal Ray & Co.**,
Chartered Accountants
(Registration No.302035E)

Pinaki Sarkar
Partner

Membership No. 051449
UDIN: 20051449AAAAAE4366

Place : Kolkata
Date : 29th June, 2020

**Balance Sheet** as at 31st March, 2020

₹ in Lakhs

Particulars		Note No.	31st March, 2020	31st March, 2019
I. ASSETS				
(1)	Non-current assets			
	(a) Property, Plant and Equipment	4	16,410.72	17,100.63
	(b) Capital work-in-progress		9,161.83	1,511.24
	(c) Other Intangible Assets	4	172.50	110.99
	(d) Financial Assets			
	(i) Non-Current Investments	5	1,897.58	1,897.58
	(ii) Loans	6	4.15	2.97
	(iii) Other Financial Assets	7	293.92	480.74
	(e) Other Non-current Assets	8	67.38	145.97
	(f) Deferred Tax Assets (Net)	9	411.22	990.87
	Total Non-Current Assets		28,419.30	22,240.99
(2)	Current assets			
	(a) Inventories	10	10,286.82	8,372.65
	(b) Biological Assets other than Bearer Plants	11	-	80.44
	(c) Financial Assets			
	(i) Trade Receivables	12	2,608.08	1,807.94
	(ii) Cash and Cash Equivalents	13	250.22	291.77
	(iii) Other Bank Balances	14	9.06	11.00
	(iv) Loans	15	6.14	5.23
	(v) Other Financial Assets	16	8.86	2.71
	(d) Current Tax Assets (Net)	17	-	22.85
	(e) Other Current Assets	18	1,686.17	970.85
	Total Current Assets		14,855.35	11,565.44
	TOTAL ASSETS		43,274.65	33,806.43
II. EQUITY AND LIABILITIES				
(1)	Equity			
	(a) Equity Share Capital	19	733.93	733.93
	(b) Other Equity		17,860.67	16,187.51
	Total Equity		18,594.60	16,921.44
(2)	Liabilities			
	(a) Non-Current Liabilities			
	(i) Financial Liabilities			
	Borrowings	20	4,669.81	1,064.28
	(ii) Deferred Tax Liabilities (Net)	9	-	-
	(iii) Other Non-Current Liabilities	21	194.40	189.55
	Total Non-Current Liabilities		4,864.21	1,253.83
	(b) Current Liabilities			
	(i) Financial Liabilities			
	Borrowings	22	13,969.40	11,615.64
	Trade Payables	23	2,377.32	1,514.51
	Other Financial Liabilities	24	1,515.52	504.20
	(ii) Other Current Liabilities	25	1,720.14	1,978.52
	(iii) Current Tax Liabilities (Net)	26	233.46	18.29
	Total Current Liabilities		19,815.84	15,631.16
	Total Liabilities		24,680.05	16,884.99
	TOTAL EQUITY AND LIABILITIES		43,274.65	33,806.43

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: 29th June, 2020

H. M. Gupta

Executive Chairman

DIN: 00065973

Place: Delhi

N. K. Khurana

Director (Finance) and Company Secretary

M. No.: FCS 2173

Place: Kolkata

Date: 29th June, 2020

Rahul Bhatnagar

Director

DIN: 07268064

Place: Delhi



Profit and Loss Statement for the year ended 31st March, 2020

₹ in Lakhs

Particulars	Note No.	Year ended 31st March, 2020	Year ended 31st March, 2019
Continuing Operations			
INCOME			
Revenue from operations	27	30,931.38	24,868.13
Other Income	28	333.80	29.80
Total Income		31,265.18	24,897.93
EXPENSES			
Cost of materials consumed	29	10,057.00	6,396.65
Purchase of Stock-in-Trade		-	0.92
Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	30	(1,130.65)	(455.23)
Employee benefits expense	31	10,816.32	10,904.23
Finance cost	32	1,077.87	1,054.60
Depreciation and amortization expense	33	862.13	995.84
Corporate Social Responsibility (CSR) activities	39	34.58	21.87
Other expenses	34	5,481.09	5,929.27
Total Expenses		27,198.34	24,848.15
Profit (Loss) before exceptional items and tax		4,066.84	49.78
Exceptional Items			
Investment in Subsidiary Company Written Off		-	11.00
Refund of Land Revenue		(73.35)	-
Arrear Salaries and Related Benefits		106.31	-
		32.96	11.00
Profit (Loss) before tax		4,033.88	38.78
Income Tax Expense			
(i) Current Tax			
Central Income Tax	35	547.00	-
Agricultural Income Tax	35	170.00	23.00
(ii) Deferred Tax - Charge / (Credit)	35	654.28	(41.14)
Total Tax Expense		1,371.28	(18.14)
Profit/ (Loss) for the Year from Continuing Operations		2,662.60	56.92
Profit/ (Loss) for the Year from Discontinued Operations	36	(974.79)	-
Tax Expenses of Discontinued Operations		167.00	-
Net Profit/(Loss) for the Period from Discontinued Operation after tax		(807.79)	-
Net Profit/ (Loss) for the Period		1,854.81	56.92
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
(i) Remeasurements of post-employment defined benefit obligations		(256.28)	(135.48)
(ii) Income Tax relating to these items		74.63	42.97
Items that will be reclassified to profit or loss			
(i) Net Gain on Hedge Transactions		-	-
(ii) Impairment recognised by revaluation of Investment in Shares		-	86.02
(iii) Income Tax relating to these items		-	-

**Profit and Loss Statement** for the year ended 31st March, 2020

Other Comprehensive Income for the year, net of tax		(181.65)	(6.49)
Total Comprehensive Income for the year		1,673.16	50.43
Earning per Equity Share [Nominal Value per share : ₹ 2 (Previous Year : ₹ 2)]			
[For Continuing Operations]			
(1) Basic	37	7.26	0.16
(2) Diluted		7.26	0.16
Earning per Equity Share [Nominal Value per share : ₹ 2 (Previous Year : ₹ 2)]			
[For Discontinued Operations]			
(1) Basic		(2.20)	-
(2) Diluted		(2.20)	-
Earning per Equity Share [Nominal Value per share : ₹ 2 (Previous Year : ₹ 2)]			
[For Discontinued and Continuing Operations]			
(1) Basic		5.06	-
(2) Diluted		5.06	-

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: 29th June, 2020

H. M. Gupta
Executive Chairman
DIN: 00065973
Place: Delhi

N. K. Khurana
Director (Finance) and
Company Secretary
M. No.: FCS 2173
Place: Kolkata
Date: 29th June, 2020

Rahul Bhatnagar
Director
DIN: 07268064
Place: Delhi



Cash Flow Statement for the year ended 31st March, 2020

₹ in Lakhs

	2019-2020		2018-2019	
A. Cash Flow from Operating Activities				
Profit before Tax		3,059.09		38.78
- Adjustment for :				
Depreciation and Amortization expense	904.15		995.84	
Finance Cost	1,077.87		1,118.75	
Provision for Forex Loss on Swap Transactions written back	-		(64.15)	
(Profit)/ Loss on Disposal of Property, Plant and Equipment (Net)	628.11		(8.87)	
Liabilities no more required written back (net)	(12.88)		(8.28)	
Changes in Fair Value of Financial Instruments (Equity)	-		(2.02)	
Investment in Subsidiary Company Written Off	-		11.00	
		2,597.25		2,042.27
		5,656.34		2,081.05
Items Considered in Investing Activity :				
Interest on Deposits etc.	(6.98)		(4.68)	
Dividend Income from Equity Investments designated at FVTPL	(0.35)		(0.30)	
		(7.33)		(4.98)
		5,649.01		2,076.07
Operating Profit before Working Capital Changes				
- Adjustment for :				
Trade Receivables, Loans, Advances and Other Assets	(1,168.91)		(223.49)	
Inventories	(1,914.17)		(3,203.23)	
Trade Payable, Other Liabilities and Provisions	763.90		830.04	
		(2,319.18)		(2,596.68)
Cash Generated from Operations		3,329.83		(520.61)
Direct Taxes (Net of refund)	(311.98)		22.99	
		(311.98)		22.99
Cash Flow before Extraordinary Items		3,017.85		(497.62)
Extraordinary Items		-		-
Net Cash Flow from Operating Activities		3,017.85		(497.62)

**Cash Flow Statement** for the year ended 31st March, 2020

₹ in Lakhs

B. Cash Flow from Investing Activities	2019-2020	2018-2019
Purchase of Property, Plant and Equipment, Other Intangible Assets including Advances for Capital Assets	(8,236.73)	(1,329.06)
Sale of Property, Plant and Equipment	58.29	32.00
Purchase of Investments	-	-
Sale / Redemption of Investments	-	-
Interest Received	6.98	4.68
Dividend Received	0.35	0.30
Net Cash Flow from Investing Activities	(8,171.11)	(1,292.08)
C. Cash Flow from Financing Activities		
Intercompany Deposits Received/ Refunded (Net)	1,408.00	401.00
Proceeds of Working Capital Loan from Bank (Net)	745.76	2,750.13
Proceeds of Term Loan from Banks	4,648.20	550.00
Repayment of Term Loan From Banks	(342.86)	(635.36)
Interest Paid	(1,325.62)	(1,004.08)
Gain/ (Loss) on Foreign Currency Translations	(21.77)	(64.19)
Forex Loss on Swap Transactions (Net)	-	(69.49)
Dividend Paid and Tax thereon	-	-
Net Cash Flow from Financing Activities	5,111.71	1,928.01
Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)*	(41.55)	138.31
Cash and Cash Equivalents at the beginning of the Financial Year*	291.77	153.46
Cash and Cash Equivalents at the end of the Financial Year	250.22	291.77

* Refer Note 13

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: Delhi

Pinaki Sarkar
Partner
Membership No.051449

N. K. Khurana
Director (Finance) and
Company Secretary
M. No.: FCS 2173
Place: Kolkata
Date: 29th June, 2020

Place: Kolkata
Date: 29th June, 2020



Statement of Changes in Equity for the year ended 31st March, 2020

A. Equity Share Capital

₹ in Lakhs

Balance at the beginning on 1st April, 2019	733.93
Changes during the year 2019-2020	-
Balance at the end on 31st March, 2020	733.93

B. Changes in Equity

	Securities Premium Reserve	General Reserve	Retained Earnings		Capital Reserve	Total
			Surplus (Deficit)	Other Comprehensive Income		
As at 31st March, 2018	2,609.55	13,065.72	578.81	(365.90)	248.01	16,136.19
Profit for the year	-	-	56.92	-	-	56.92
Dividend Paid	-	-	-	-	-	-
Tax on Dividend	-	-	-	-	-	-
Items of Other Comprehensive Income Reclassified from Other Comprehensive Income to Profit & Loss Account	-	-	-	-	-	-
a. Gain on Cash Flow Hedging of Rossell Techsys - EOU Div.	-	-	2.68	(1.79)	-	0.89
Items of Other Comprehensive Income recognised directly in Retained Earnings (Net of Tax)	-	-	-	-	-	-
a. Remeasurements of post - employment defined benefit obligations	-	-	-	(92.51)	-	(92.51)
b. Impairment recognised by revaluation of Investment	-	-	-	86.02	-	86.02
As at 31st March, 2019	2,609.55	13,065.72	638.41	(374.18)	248.01	16,187.51
Profit for the year	-	-	1,854.81	-	-	1,854.81
Dividend Paid	-	-	-	-	-	-
Tax on Dividend	-	-	-	-	-	-
Items of Other Comprehensive Income recognised directly in Retained Earnings (Net of Tax)	-	-	-	-	-	-
a. Remeasurements of post-employment defined benefit obligations	-	-	-	(181.65)	-	(181.65)
Transfer to General Reserve	-	1,500.00	(1,500.00)	-	-	-
As at 31st March, 2020	2,609.55	14,565.72	993.22	(555.83)	248.01	17,860.67

The Directors recommended a dividend of Re. 0.20 per share (for the year ended 31st March, 2019 - ₹ Nil per share) 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 ₹ 73.39 Lakhs (for the year ended 31st March, 2019 - ₹ Nil). No Dividend Distribution tax on proposed dividend is payable as per Finance Act, 2020 (for the year ended 31st March, 2019 - ₹ Nil).



Statement of Changes in Equity for the year ended 31st March, 2020

Nature and purpose of each Reserve

a) Capital Reserve

This represents the amounts received as compensation for Land acquired by Oil India Ltd. from the Tea Estates of the Company as well as certain adjustments relating to various Schemes of Arrangements 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. 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: Delhi

Pinaki Sarkar
Partner
Membership No.051449

N. K. Khurana
Director (Finance) and
Company Secretary
M. No.: FCS 2173
Place: Kolkata
Date: 29th June, 2020

Place: Kolkata
Date: 29th June, 2020



Notes to the Financial Statements for the year ended 31st March, 2020

Significant Accounting Policies and Other Notes to the Financial Statement for the Year ended 31st March, 2020

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, Bombay and Calcutta Stock Exchanges. The Company is engaged in the following business activities:

- a. Cultivation, Manufacture and Sell of Bulk Tea- the Company owns seven Tea Estates all located in Assam,
- b. Design and Development of Aviation Products and Aviation related Services
- c. Operation of Quick Service Restaurants under the Brand name "Kebab Xpress"

2.1 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.

2.2 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

2.3 Use of estimates and judgements

The preparation of financial statements in accordance with Ind AS requires management to use of 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, judgements, 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.

2.4 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 for the year ended 31st March, 2020

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 67 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.

3.2 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 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.



Notes to the Financial Statements for the year ended 31st March, 2020

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 for the year ended 31st March, 2020

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, 2020. 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.

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 for the year ended 31st March, 2020

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 at 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 ascertained 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.



Notes to the Financial Statements for the year ended 31st March, 2020

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.

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.



₹ in Lakhs

4. Property, Plant and Equipment

Particulars	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION				NET CARRYING AMOUNT		
	Deemed Cost as at 1st April, 2019	Additions during the Year		Disposal during the Year	As at 31st March, 2020	As at 1st April, 2019	Depreciation for the year		Disposal during the Year	As at 31st March, 2020	As at 31st March, 2019
		Continuing Operations	Discontinued Operations				Continuing Operations	Discontinued Operations			
Land - Tea Estates	7,118.63	-	-	-	7,118.63	-	-	-	-	7,118.63	
Land - Leasehold	1,165.55	-	-	-	1,165.55	34.12	11.79	-	-	1,131.43	45.91
Bearer Plants - Tea Bushes	1,614.72	80.42	-	0.16	1,694.98	108.25	40.11	-	0.01	1,506.47	148.35
Bearer Plants - Black Pepper Vines	14.12	2.36	-	-	16.48	1.41	1.58	-	-	12.71	2.99
Buildings	3,650.67	50.32	-	-	3,700.99	1015.63	94.95	-	-	2,635.04	1,110.58
Leasehold Improvements	725.85	-	-	449.45	276.40	314.06	52.52	18.93	-	222.03	163.48
Plant and Equipment	5,980.87	546.90	0.47	500.53	6,016.82	2,789.73	363.74	8.49	9.54	165.56	2,986.86
Furniture and Fixtures	1,083.61	9.34	-	189.71	850.97	578.94	73.40	8.63	35.66	123.65	501.66
Vehicles	1,036.69	37.81	-	15.23	1,031.76	703.38	65.54	0.63	17.72	6.65	745.18
Office Equipment	399.93	9.78	0.11	53.50	313.34	284.19	36.56	4.46	39.21	44.83	241.17
Computers	562.49	104.26	-	66.69	586.52	422.79	67.79	0.63	12.59	63.08	415.54
31st March, 2020	23,353.13	841.19	0.58	1,275.11	22,772.44	6,252.50	807.98	41.77	114.73	625.80	6,361.72
31st March, 2019	22,925.16	603.64	-	23,353.13		5,460.73	944.31	-	152.54	-	6,252.50

Other Intangible Assets

Particulars	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION				NET CARRYING AMOUNT		
	Deemed Cost as at 1st April, 2019	Additions during the Year		Disposal during the Year	As at 31st March, 2020	As at 1st April, 2019	Amortisation for the year		Disposals during the Year	As at 31st March, 2020	As at 31st March, 2019
		Continuing Operations	Discontinued Operations				Continuing Operations	Discontinued Operations			
Computer Software	430.22	120.38	-	22.59	462.67	319.23	54.15	0.25	62.07	21.39	290.17
31st March, 2020	430.22	120.38	-	22.59	462.67	319.23	54.15	0.25	62.07	21.39	290.17
31st March, 2019	418.15	12.07	-	430.22		267.70	51.53	-	-	-	319.23

**Notes to the Financial Statements**

₹ in Lakhs

	31st March, 2020	31st March, 2019
5. NON-CURRENT INVESTMENTS		
Unquoted		
In Equity Instruments - Others		
Assam Hospitals Limited - 50,000 Shares (31.03.2019 - 50,000) of ₹ 10 each measured at FVTPL	54.61	54.61
R V Enterprizes Pte. Ltd. - No Par Value Shares denominated in USD		
2,49,924.40 (Extent of holding - 13%) (31.03.2019 - USD 2,49,924.40) at FVTOCI	-	-
In Preference Instruments - Others		
R V Enterprizes Pte. Ltd. - 34,45,725 (31.03.2019-34,45,725) Shares of US\$ 1 each measured at FVTOCI	1,842.97	1,842.97
	1,897.58	1,897.58
A. Aggregate amount of Quoted Investments	-	-
B. Aggregate amount of Unquoted Investments	1,897.58	1,897.58
C. Aggregate amount of Impairment in Value of Investments (considered in OCI)	- *	168.52
* Note: There is no impairment during the year		
6. LOANS		
Unsecured Considered Good		
Loan to Employees	4.15	2.97
	4.15	2.97
7. OTHER FINANCIAL ASSETS		
Security Deposits	255.61	300.29
Other Deposits	38.30	177.19
Deposit with Assam Financial Corporation	0.01	0.01
Deposit with Bank under Lien with State's VAT authorities as Security Deposit	-	3.25
	293.92	480.74
8. OTHER NON-CURRENT ASSETS		
Capital Advances	67.38	60.38
Subsidies receivable from Government	-	85.59
	67.38	145.97



Notes to the Financial Statements

₹ in Lakhs

	31st March, 2020	31st March, 2019
9. DEFERRED TAX ASSETS (NET)		
Deferred Tax Liabilities		
The balance comprises temporary differences attributable to:		
i) Property, Plant and Equipment and Other Intangible Assets	146.03	340.22
ii) Deferred tax related to OCI items	-	-
iii) Financial Assets at Fair Value through Profit or Loss	14.45	16.56
iv) Other Items	-	-
Deferred Tax Liabilities (A)	160.48	356.78
Deferred Tax Assets		
The balance comprises temporary differences attributable to:		
i) Losses under applicable Tax Laws	-	747.82
ii) Deferred tax related to OCI items	74.63	95.23
iii) Fair value of Inventory	-	4.24
iv) Minimum Alternate Tax Credit Entitlement	497.07	497.07
v) On Biological Asset at Fair Value	-	0.23
vi) Other Items	-	3.06
Deferred Tax Assets (B)	571.70	1,347.65
Net Deferred Tax Assets (B-A)	411.22	990.87

10. INVENTORIES		
Raw Materials (Green Leaf - Agricultural Produce)- At fair value	-	3.48
Raw Materials (Others)- At cost	7,434.07	6,631.64
Finished Goods (Black Pepper - Agriculture Produce) - At fair value less cost to sell	20.27	16.94
Stock-in-Trade - At lower of cost and net realisable value	-	-
Finished Goods - At lower of cost and net realisable value [including in transit ₹ Nil (31.03.2019 - ₹ 160.36 Lakhs)]	1,130.21	814.11
Stores and Spares- At or under cost	366.80	367.34
Work-in-Progress - At works cost	1,335.47	539.14
	10,286.82	8,372.65

11. BIOLOGICAL ASSETS OTHER THAN BEARER PLANTS		
Fair Value of Biological Assets Other than Bearer Plants (Unharvested Green Tea Leaves)	-	80.44
	-	80.44

**Notes to the Financial Statements**

₹ in Lakhs

	31st March, 2020	31st March, 2019
12. TRADE RECEIVABLES		
Trade Receivables Considered Good-Unsecured	2,587.35	1,802.45
Trade Receivables which have significant increase in credit risk	20.73	5.49
	2,608.08	1,807.94
13. CASH AND CASH EQUIVALENTS		
Balance with Banks - Current Accounts	242.22	267.27
Cash on hand	8.00	21.69
Remittance in Transit	-	2.81
	250.22	291.77
14. OTHER BANK BALANCES		
Dividend Accounts *	9.06	11.00
Total	9.06	11.00
* Earmarked for payment of unclaimed dividend		
15. LOANS		
Unsecured Considered Good		
Loan to Employees	6.14	5.23
	6.14	5.23
16. OTHER FINANCIAL ASSETS		
Interest accrued on Deposits	1.88	2.71
Other Deposits	3.73	-
Deposit with Bank under Lien with State's VAT authorities as Security Deposit	3.25	-
	8.86	2.71
17. CURRENT TAX ASSETS (NET)		
Agricultural Income Tax	-	22.85
	-	22.85



Notes to the Financial Statements

₹ in Lakhs

	31st March, 2020	31st March, 2019
18. OTHER CURRENT ASSETS		
Advances to Suppliers, Service Providers etc.	208.37	247.05
Advances Recoverable	67.23	40.25
Prepaid Expenses	93.94	57.82
Other Receivables	201.96	72.77
Input Tax Credit/ Refund (GST) Receivable	839.98	402.04
Subsidies receivable from Government	165.57	135.15
Export Incentives Receivables	109.12	15.77
	1,686.17	970.85
19. EQUITY SHARE CAPITAL		
Authorized		
4,50,00,000 Equity Shares of ₹ 2 each	900.00	900.00
Issued, Subscribed and Paid Up		
3,66,96,475 Equity Shares of ₹ 2 each fully paid up	733.93	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.	2,31,13,795	2,31,13,795
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	2,31,13,795	2,31,13,795
	62.99	62.99
Elara India Opportunities Fund Ltd.	28,13,417	28,13,417
	7.67	7.67
Harsh Mohan Gupta	18,77,751	18,72,751
	5.12	5.10
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	-	-
Equity Shares outstanding at the end of the year	3,66,96,475	3,66,96,475

**Notes to the Financial Statements**

₹ in Lakhs

	31st March, 2020	31st March, 2019
20. NON CURRENT BORROWINGS		
SECURED		
Term Loans from Banks		
HDFC Bank Limited	514.29	857.14
Less: Current maturities of long term debts	342.86	342.86
	171.43	514.28
a) Nature of Security		
Equitable Mortgage of Namsang T.E. of the Company		
b) Rate of Interest -		
8.50% p.a. (2019 - 9.15% p.a.)		
c) Terms of Repayment		
Repayment in 20 Equal Quarterly Instalments commencing from May, 2018		
Yes Bank Limited	4,998.20	550.00
Less: Current maturities of long term debts	499.82	-
	4,498.38	550.00
a) Nature of Security		
Equitable Mortgage of Leasehold Land of Rossell Techsys Division and Building to be constructed thereon and Equitable Mortgage of Nagrijuli T. E. of the Company. Also seured by Unconditional and Irrevocable Corporate Guarantee provided by the Holding Company, BMG Enterprises Ltd.		
b) Rate of Interest		
10.75% p.a. (2019 - 10.75% p.a.)		
c) Terms of Repayment		
Repayment in 20 Equal Quarterly Instalments commencing from September, 2020		
	4,669.81	1,064.28
21. OTHER NON - CURRENT LIABILITIES		
Statutory Dues	-	17.82
Employees' Benefits Payable	12.95	10.36
Government Grants		
Opening Balance	161.37	114.85
Received during the year	24.08	49.28
Less : Deferred Income to be appropriated within one year	4.00	2.76
Closing Balance	181.45	161.37
	194.40	189.55



Notes to the Financial Statements

₹ in Lakhs

	31st March, 2020	31st March, 2019
22. CURRENT BORROWINGS		
Secured Loans repayable on demand from Banks		
Cash Credit, Packing Credit and Demand Loans	10,850.40	10,104.64
Nature of Security		
Secured by first pari passu charge by way of mortgage of immovable properties and hypothecation of movable properties of Tea Estates, both present and future.		
Unsecured		
Short-term Loan from Banks	1,000.00	800.00
Intercompany Deposits (Related Party)	2,119.00	711.00
	13,969.40	11,615.64
23. TRADE PAYABLES		
Trade Payables		
a) Total outstanding dues of micro enterprises and small enterprises (Note below)	18.46	8.92
b) Total outstanding dues other than micro enterprises and small enterprises	2,358.86	1,505.59
	2,377.32	1,514.51
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	18.46	8.92
2. Interest accrued and paid thereon in terms of Sec. 16	-	-
3. Interest remaining accrued and unpaid at the end of the year	-	-
24. OTHER FINANCIAL LIABILITIES		
Current maturities of long-term debts	842.68	342.86
Interest accrued and due on borrowings	53.95	13.79
Interest accrued but not due on borrowings	85.43	12.12
Unpaid Dividends (Note below)	9.06	11.00
Capital Liabilities	524.40	124.43
	1,515.52	504.20
Note: Amount due for Transfer to Investor Education and Protection Fund within 1 year - ₹ 1.71 lakhs		

**Notes to the Financial Statements**

₹ in Lakhs

	31st March, 2020	31st March, 2019
25. OTHER CURRENT LIABILITIES		
Advances from Customers	-	0.21
Liabilities for Expenses	1,393.82	1,642.29
Statutory dues	165.50	186.92
Deferred Income related to Government Grants		
Opening Balance	2.76	2.47
Add: Deferred Income to be appropriated as Income within One Year	4.00	2.76
Less :Released to Profit and Loss Statement during the year	2.76	2.47
Closing Balance	4.00	2.76
Due to Rossell India Employees' Gratuity Fund	156.82	146.34
	1,720.14	1,978.52
26. CURRENT TAX LIABILITIES (NET)		
Provision for Central Income Tax	161.31	18.29
Provision for Agricultural Income Tax	72.15	-
	233.46	18.29

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: Delhi

Pinaki Sarkar
Partner
Membership No.051449

N. K. Khurana
Director (Finance) and
Company Secretary
M. No.: FCS 2173
Place: Kolkata
Date: 29th June, 2020

Place: Kolkata
Date: 29th June, 2020



Notes to the Financial Statements

₹ in Lakhs

	2019-2020	2018-2019
27. REVENUE FROM OPERATIONS (CONTINUING OPERATIONS)		
(a) Sale of Products		
Black Tea	14,313.79	12,167.56
Black Pepper	19.52	11.74
Avionics, Aviation and Electronic Equipment	15,019.84	9,631.74
Food and Beverage	-	1,688.43
	29,353.15	23,499.47
(b) Sale of Services		
Receipts for Technical and Support Services	1,052.04	924.86
(c) Other Operating Revenues		
Subsidy -		
- Tea Board Replanting and Irrigation Subsidy	2.76	2.47
- Tea Board Orthodox Subsidy Scheme	105.96	79.79
Refund of Land Revenue	-	-
Sundry Receipts	21.66	145.54
Prior Period Income (Net)	-	2.40
Changes in Fair Value of Biological Assets	-	(0.74)
Incentive under MEIS entitlement and other Benefits relating to exports / premium on sale thereof	395.81	214.34
	526.19	443.80
	30,931.38	24,868.13
28. OTHER INCOME (CONTINUING OPERATIONS)		
Interest Income from Financial Assets at amortised cost		
On Deposits-at amortised cost	6.69	4.68
On Loans- at effective interest basis	1.22	1.03
Interest Income from Tax Refunds	-	4.62
Dividend Income from Equity Investments designated at FVTPL	0.35	0.30
Profit on Disposal of Property, Plant and Equipment (net)	-	8.87
Liabilities no Longer Required Written Back (Net)	3.64	8.28
Net Gain on Foreign Currency Transaction and Translation	321.90	-
Changes in Fair Value of Financial Instruments (Equity)	-	2.02
	333.80	29.80

**Notes to the Financial Statements**

₹ in Lakhs

	2019-2020	2018-2019
29. COST OF MATERIALS CONSUMED (CONTINUING OPERATIONS)		
Purchased Green Leaf Consumed*	184.91	210.65
Consumption of Raw Materials	9,872.09	6,186.00
	10,057.00	6,396.65
* Includes change in Fair Value of Stock of Own Green Leaf on reporting dates		
30. CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS (CONTINUING OPERATIONS)		
Stock of Work in Progress at the beginning of the year	532.53	423.77
Less: Stock of Work in Progress at the end of the year	1,335.47	539.14
(Increase) / Decrease	(802.94)	(115.37)
Stock of Finished Goods at the beginning of the year	822.78	491.19
Less: Stock of Finished Goods at the end of the year	1,150.49	831.05
(Increase) / Decrease	(327.71)	(339.86)
	(1,130.65)	(455.23)
31. EMPLOYEE BENEFITS EXPENSE (CONTINUING OPERATIONS)		
Salaries, Wages and Bonus	8,825.36	8,891.87
Contribution to Provident and other Funds	973.36	1,020.60
Workmen and Staff Welfare	1,017.60	991.76
	10,816.32	10,904.23
32. FINANCE COST (CONTINUING OPERATIONS)		
Interest Cost on Financial Liabilities carried at amortised cost		
On Term Loans	59.95	99.76
On Working Capital Loans	931.67	845.91
On Intercorpoarte Deposits (Related Party)	62.98	31.07
Other Borrowings Cost	1.50	8.33
Net Loss on Foreign Currency Transactions (Net)	21.77	64.19
Loss on Derivatives Transactions (Currency and Interest Swap)	-	69.49
	1,077.87	1,118.75
Less: Provision for Forex Loss on Currency Swap Transactions		
Written back	-	64.15
	1,077.87	1,054.60



Notes to the Financial Statements

₹ in Lakhs

	2019-2020	2018-2019
32. FINANCE COST (CONTINUING OPERATIONS) (contd...)		
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)	12.11	25.37
b) Capitalisation rate used to determine the amount of interest eligible for Capitalisation as per Paragraph 14	8.70%	9.11%
c) The amount of interest capitalised during the year on self constructed assets (Building under Construction - Capital work in Progress)	370.88	19.55
d) Capitalisation rate used to determine the amount of interest eligible for Capitalisation as per Paragraph 14	9.38%	9.54%
33. DEPRECIATION AND AMORTIZATION EXPENSE (CONTINUING OPERATIONS)		
Depreciation on Property, Plant and Equipment	807.98	944.31
Amortization of Other Intangible Assets	54.15	51.53
	862.13	995.84
34. OTHER EXPENSES (CONTINUING OPERATIONS)		
Consumption of Stores and Spare Parts	823.36	878.25
Power and Fuel	1,363.78	1,297.92
Cess on Green Leaf	-	89.67
Rent	309.80	770.18
Rates and Taxes	35.26	69.32
Repairs to Building	135.74	137.90
Repairs to Machinery	189.27	237.51
Other Repairs	160.92	220.43
Vehicles Maintenance	202.67	211.80
Transportation Expenses	250.90	234.89
Freight and Shipment Charges	87.32	86.58
Warehousing and Other Selling Expenses	492.81	314.93
Brokerage	112.70	97.33
Commission on Sales	54.80	125.80
Legal and Professional Fees	189.12	164.22
Insurance	79.37	82.53
Directors' Fee and Commission	22.20	11.70
Auditors' Remuneration (Note below)	5.63	5.83
Traveling and Conveyance	354.92	374.51
Miscellaneous Expenses	420.29	517.97

**Notes to the Financial Statements**

₹ in Lakhs

	2019-2020	2018-2019
34. OTHER EXPENSES (CONTINUING OPERATIONS) (contd...)		
Loss (net) on Disposal of Property, Plant and Equipment	24.20	-
Interest Subsidy Receivable Written Off	85.59	-
Changes in Fair Value of Biological Assets	80.44	-
	5,481.09	5,929.27
Note: Break up of Auditors' Remuneration		
As Auditor	4.50	4.50
For Other Services		
Certification Job	0.93	1.08
Reimbursement of Expenses	0.20	0.25
	5.63	5.83
35. INCOME TAX EXPENSES		
A. Amount recognised in Profit and Loss Statement		
Current Tax		
Assam Agricultural Income Tax for the year	170.00	23.00
Income Tax for the year	380.00	-
Total Current Tax	550.00	23.00
Deferred Tax		
Deferred Tax (Credit)	654.28	(41.14)
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	74.63	42.97
Items that will be reclassified to profit or loss		
On Net Gain on Hedge Transactions	-	-
Net Deferred Tax	74.63	42.97



Notes to the Financial Statements

₹ in Lakhs

	2019-2020	2018-2019
35. INCOME TAX EXPENSES (contd...)		
C. Reconciliation of Effective Tax		
The Income Tax Expense for the year reconciled with Accounting Profit as under		
Profit (Loss) before tax	3,059.09	38.78
Effect of-		
Tax @ 18% of Agricultural Book Profit - Agricultural Income Tax	(170.00)	(23.00)
Tax @ 17.16% of Book Profit - Income Tax	(547.00)	-
Tax @ 17.16% on Discontinued operation	167.00	-
Deferred Tax Assets on carried Forward Tax Losses	-	747.82
MAT Credit receivable	497.07	497.07
Differential Depreciation allowable under Income Tax	(146.03)	(340.22)
Deferred Tax Attributable to other items	(1,005.32)	(863.53)
Income Tax Expense recognised in Profit and Loss Statement	(1,204.28)	18.14
36. Profit / (Loss) for the Year from Discontinued Operations		
1. Revenue from operations		
(a) Sale of Products		
Food and Beverage	609.88	-
(b) Other Operating Revenues		
Sundry Receipts	14.23	-
	624.11	-
2. Other Income		
Interest Income from Financial Assets		
On Deposits-at amortised cost	0.29	-
On Loans- at effective interest basis	0.05	-
Liabilities no Longer Required Written Back (Net)	9.24	-
	9.58	-
3. Total Income (1+2)	633.69	-
Expenses		
4. Consumption of Raw Materials	203.83	-
5. Changes in inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	14.89	-
6. Employee benefit expense		
Salaries, Wages and Bonus	241.64	-
Contribution to Provident and other Funds	30.32	-
Workmen and Staff Welfare	1.34	-
	273.30	-

**Notes to the Financial Statements**

₹ in Lakhs

	2019-2020	2018-2019
36. Profit / (Loss) for the Year from Discontinued Operations (contd...)		
7. Depreciation and amortization expense	42.02	-
8. Other expenses		
Consumption of Stores and Spare Parts	21.97	-
Power and Fuel	82.83	-
Rent	179.71	-
Repairs to Building	2.63	-
Repairs to Machinery	11.12	-
Other Repairs	32.18	-
Vehicles Maintenance	1.46	-
Freight and Shipment Charges	12.78	-
Warehousing and Other Selling Expenses	4.03	-
Commission on Sales	50.84	-
Legal and Professional Fees	4.75	-
Insurance	3.35	-
Travelling and Conveyance	6.92	-
Loss (net) on Disposal of Property, Plant and Equipment	603.91	-
Forfeiture of Security Deposit	24.00	-
Miscellaneous Expenses	31.96	-
	1,074.44	-
9. Total Expenses (4+5+6+7+8)	1,608.48	-
10. Profit (Loss) before tax from Discontinued Operation (3-9)	(974.79)	-
37. EARNINGS PER SHARE		
Profit (Loss) for the Year from Continuing Operation	2,662.60	56.92
Profit (Loss) for the Year from Discontinued Operation	(807.79)	-
Profit (Loss) for the Year from Discontinued and Continued Operation	1,854.81	-
Weighted average number of Equity Shares outstanding for the purpose of Basic Diluted Earnings per Equity Share	366.96	366.96
Earnings per Equity Share of ₹ 2 each from Continuing Operation	7.26	0.16
Earnings per Equity Share of ₹ 2 each from Discontinued Operation	(2.20)	-
Earnings per Equity Share of ₹ 2 each from Discontinued and Continuing Operation	5.06	-



Notes to the Financial Statements

₹ in Lakhs

	2019-2020	2018-2019
38. CONTINGENT LIABILITIES AND COMMITMENTS'		
(i) Estimated amount of Contingent Liabilities not provided for		
a. Claims against the Company not acknowledged as Debts	-	-
b. Bank Guarantees outstanding	111.61	111.61
(ii) Commitments		
Estimated amount of contracts to be executed on Capital Account and not provided for (net of Advances)	173.85	2,602.77

₹ in Lakhs

	31st March, 2020
39. EXPENSES ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES	
a) Gross amount required to be spent by the Company during the year under Section 135(5) of the Companies Act, 2013 : ₹ Nil.	
b) Actual Amount spent during the year as detailed hereunder :	
Used for purposes other than Construction of any Property	
(In cash/ Bank Payment)	
1) Akshay Patra Foundation - Children Noon Meal Scheme	4.29
2) Raj Prakash Sewa Trust - Village Clinic	6.00
3) Maa Madhuri Brijwaris - Distribution of Flour	5.31
4) Pro Vision Asis - Food for 100 Families	4.40
5) BMG Foundation for promoting Preventive Health Care	13.50
6) Bharat Blind School for Supporting blind students by contributing towards food and education.	0.48
7) The Society for Welfare of Differently Abled Persons (Physically Handicapped) Education and Research Centre.	0.60
Total Direct Expenses incurred during the year	34.58
All the above expenses were paid in full during the year ended 31st March, 2020 and there was no unpaid balance on this account as on that date.	

40. 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
C. Hospitality (Discontinued wef 01.10.2019)	Operation of Quick Service Restaurants under the Brand name "Kebab Xpress"

**Notes to the Financial Statements**

₹ in Lakhs

	31st March, 2020	31st March, 2019
40. SEGMENT INFORMATION (contd.)		
Segments' Revenue		
A. Cultivation, Manufacture and Sale of Tea	14,611.30	12,423.92
B. Aviation Products and Services	16,320.08	10,746.78
C. Hospitality	624.11	1,697.43
Total Revenue from Operations	31,555.49	24,868.13
Revenue from External Customers'		
Country of Domicile		
India	12,676.02	12,524.69
Foreign Countries		
USA	14,932.17	9,863.28
UK	860.13	579.41
France	615.51	436.73
Germany	327.64	463.15
Other Countries	2,144.02	1,000.87
Total	18,879.47	12,343.44
	31,555.49	24,868.13
Information about Major Customers		
The Boeing Company, USA	14,881.32	9,630.08
% of Total Revenue	47.16	38.72
Starbucks Manufacturing Corp	-	257.24
% of Total Revenue	0.00	1.03
Taylors of Harrogate	860.13	574.70
% of Total Revenue	2.73	2.31
Segments' Results		
A. Cultivation, Manufacture and Sale of Tea	2,253.60	939.72
B. Aviation Products and Services	3,067.88	1,252.94
C. Hospitality	(974.79)	(762.04)
	4,346.69	1,430.62
Less: Interest	1,077.87	1,049.26
Exchange Loss on Derivative and other transactions	-	5.34
Unallocated Expenses net of unallocated Income	176.77	326.24
Profit (Loss) before Tax before exceptional items	3,092.05	49.78



Notes to the Financial Statements

₹ in Lakhs

	31st March, 2020	31st March, 2019
40. SEGMENT INFORMATION (contd.)		
Segments' Assets		
A. Cultivation, Manufacture and Sale of Tea	15,810.36	16,091.68
B. Aviation Products and Services	24,814.47	13,449.59
C. Hospitality	-	966.62
	40,624.83	30,507.89
Add: Unallocated	2,649.82	3,298.54
Total Assets	43,274.65	33,806.43
Segment Assets include the following Capital Expenditure for the year		
A. Cultivation, Manufacture and Sale of Tea	197.76	392.62
B. Aviation Products and Services	760.44	194.37
C. Hospitality	0.58	26.06
	958.78	613.05
Add: Unallocated	3.37	2.67
Total Additions to Property, Plant and Equipment during the year	962.15	615.72
Segments' Liabilities		
A. Cultivation, Manufacture and Sale of Tea	9,451.73	10,614.46
B. Aviation Products and Services	14,721.32	5,926.65
C. Hospitality	-	117.86
	24,173.05	16,658.97
Add: Unallocated	507.00	226.02
	24,680.05	16,884.99

41. 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 ₹ 827.60 lakhs (2019 – ₹ 770.69 Lakhs) has been charged to the Statement of Profit and Loss on account of defined contribution schemes. Out of current years amount of ₹ 827.60 lakhs, ₹ 11.01 lakhs pertains to arrear PF contribution for the period from 01.04.2018 to 31.03.2019 shown under head Exceptional Items.
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



Notes to the Financial Statements

₹ in Lakhs

		31st March, 2020	31st March, 2019
Disclosure of Defined Benefit Cost			
A.	Profit and Loss		
1.	Current Service Cost	164.22	151.31
2.	Past Service Cost - Plan amendments	-	-
3.	Curtailment Cost/(Credit)	-	-
4.	Settlement Cost/(Credit)	-	-
5.	Service Cost	164.22	151.31
6.	Net interest on net defined benefit liability / (asset)	(11.53)	(6.72)
7.	Other long term employee benefit plans	(42.38)	42.38
8.	Cost recognised in the Statement of Profit and Loss Account	110.31	186.97
B.	Other Comprehensive Income (OCI)		
1.	Actuarial (gain)/loss due to DBO experience	61.13	122.72
2.	Actuarial (gain)/loss due to DBO assumption changes	193.54	21.89
3.	Actuarial (gain)/loss arising during the period	254.67	144.61
4.	Return on plan assets (greater)/less than discount rate	1.60	(9.13)
5.	Actuarial (gains)/losses recognized in OCI	256.27	135.48
C.	Defined Benefit Cost		
1.	Service Cost	164.22	151.31
2.	Net interest on net defined benefit liability / (asset)	(11.53)	(6.72)
3.	Actuarial (gains)/losses recognized in OCI	256.27	135.48
4.	Other long term employee benefit plans	(42.38)	42.38
5.	Defined Benefit Cost	366.58	322.45
Movement of Defined Benefit Obligation and Plan Assets			
A.	Change in Defined Benefit Obligations (DBO)		
1.	DBO at the end of prior period	2,222.07	2,003.40
2.	Current Service Cost	164.22	151.31
3.	Interest Cost on the DBO	157.51	145.68
4.	Curtailment Cost/(Credit)	-	-
5.	Settlement Cost/(Credit)	-	-
6.	Past Service Cost - Plan amendments	-	-
7.	Acquisitions	-	-
8.	Actuarial (gain)/loss - experience	61.13	122.72
9.	Actuarial (gain)/loss - demographic assumptions	-	-
10.	Actuarial (gain)/loss - financial assumptions	193.54	21.89
11.	Benefits Paid directly by the Company	-	-



Notes to the Financial Statements

₹ in Lakhs

12.	Benefits paid from plan assets	(299.27)	(222.93)
13.	DBO at the end of current period	2,499.20	2,222.07
B	Change in Fair Value of Assets		
1.	Fair value of assets at the end of the prior period	2,264.45	2,003.40
2.	Acquisition adjustment	-	-
3.	Interest income on plan assets	169.04	152.40
4.	Employer contributions	366.58	322.45
5.	Return on plan assets greater / (lesser) than discount rate	(1.60)	9.13
6.	Benefits paid	(299.27)	(222.93)
7.	Fair Value of assets at the end of current period	2,499.20	2,264.45
Actuarial Assumptions as at 31st March, 2020			
1.	Discount Rate	6.80%	7.60%
2.	Rate of Salary Increase	5.00%	5.00%
	The Discount Rate as at 31st March, 2020 is based on the yield on Government Bonds as on March, 2020		
Sensitivity Analysis			
A.	Discount Rate(%)	6.80	7.60
1.	Effect on DBO due to 1% increase in Discount Rate	(238.03)	(203.54)
	Percentage Impact	(9.52)	(9.16)
2.	Effect on DBO due to 1% decrease in Discount Rate	282.46	240.47
	Percentage Impact	11.30	10.82
B.	Salary escalation rate (%)	5.00	5.00
1.	Effect on DBO due to 1% increase in Salary Escalation Rate	280.92	241.75
	Percentage Impact	11.24	10.88
2.	Effect on DBO due to 1% decrease in Salary Escalation Rate	(241.37)	(208.35)
	Percentage Impact	(9.66)	(9.38)
	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	77.49	114.77
2.	1-2 year	182.06	122.62
3.	2-3 year	175.25	181.32
4.	3-4 year	224.95	177.06
5.	4-5 year	250.52	225.78
6.	5-10 year	1,329.39	1,224.27

**Notes to the Financial Statements**

₹ in Lakhs

	31st March, 2020	31st March, 2019
B. Expected employer contribution to the plan for next year March, 2021 (Taken as Payable to the Fund as at the year end)	156.82	146.34
C. Plan Asset Information as at 31st March, 2020	Percentage	Percentage
Government of India Securities (Central and State)	39.26	40.35
High quality Corporate Bonds (including Public Sector Bonds)	16.92	20.59
Cash (including Special Deposits)	5.54	2.09
Schemes of Insurance - Conventional Products	29.35	28.46
Schemes of Insurance - ULIP Products	5.44	4.14
Other	3.49	4.37
Total	100.00	100.00

42. Related Party Disclosure as per Ind AS 24 for the Financial Year Ended 31st March 2020	
(i)	Holding Company BMG Enterprises Ltd Extend of holding of Equity Share - 62.99%
(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. A Shukla - 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

₹ in Lakhs

	Financial Year	
	2019-2020	2018-2019
(v) Transactions/ balance with Subsidiary		
Investment in Equity Shares of Subsidiary Company Written Off	-	11.00
(vi) Transactions/ balances with Enterprises over which the Key Management Personnel or their relatives have significant influence		
a) Loan from BMG Enterprises Ltd, Holding Company		
At the beginning of the year		



Notes to the Financial Statements

₹ in Lakhs

	Financial Year	
	2019-2020	2018-2019
Principal	231.00	-
Interest	-	-
Received during the year	1,398.00	231.00
Repayment during the year	211.00	-
Interest paid*	64.66	7.64
At the end of the year		
Principal	1,418.00	231.00
Interest	29.44	-
*Includes Interest of ₹ 14.12 Lakhs capitalized by Rossell Techsys Division.		
b) Loan from BMG Investment Pvt Ltd		
At the beginning of the year		
Principal	480.00	310.00
Interest	-	-
Received during the year	724.00	480.00
Repayment during the year	503.00	310.00
Interest paid*	41.58	33.63
At the end of the year		
Principal	701.00	480.00
Interest	4.67	-
*Includes Interest of ₹ 29.14 Lakhs capitalized by Rossell Techsys Division.		
c) Rent paid for Office Space		
- BMG Enterprises Ltd	10.00	-
(vii) Transactions/ balances with Enterprises where significant influence is exercisable		
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	13.50	12.75
(viii) Transactions with Key Management Personnel:		
a) Short Term Employment Benefits		
- Mr. H. M. Gupta	162.82	111.09
- Mr. N. K. Khurana	49.80	47.96
- Mr. R M Gupta	82.71	82.84
b) Post-Employment Benefit		
- Mr. H. M. Gupta	10.08	10.08
- Mr. N. K. Khurana	14.82	13.64
- Mr. R M Gupta	9.70	7.34

**Notes to the Financial Statements**

₹ in Lakhs

	Financial Year	
	2019-2020	2018-2019
c) Long-Term Employment Benefit		
- Mr. N. K. Khurana	2.20	1.47
d) Sale Proceeds Received on Sale of Property, Plant and Equipment		
- Mr. H. M. Gupta	0.97	-
(ix) Transactions with relatives of Key Management Personnel		
a) Short Term Employment Benefits		
- Mrs. Vinita Gupta	40.75	40.74
- Ms. Samara Gupta	35.95	30.08
b) Post-Employment Benefits		
- Mrs. Vinita Gupta	5.82	5.78
- Ms. Samara Gupta	4.37	2.98
(x) Transactions with Post Employment Benefit Plan - Contributions		
a) Contribution to Rossell India Employees' Gratuity Fund as per Actuarial Valuation	366.58	322.45
b) Contribution to Rossell Tea Superannuation Fund	38.64	-
c) Balance payable to Rossell India Employees' Gratuity Fund	156.82	146.34
(xi) Transactions with Non-Executive Directors		
Sitting Fees		
Ms. Nayantara Palchoudhuri	3.70	3.05
Mr. K Katyal	3.70	3.30
Mr. A Shukla	2.70	2.55
Mr. R Bhatnagar	2.10	2.80
Director's Commission		
Ms. Nayantara Palchoudhuri	2.50	-
Mr. K Katyal	2.50	-
Mr. A Shukla	2.50	-
Mr. R Bhatnagar	2.50	-

43. 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 Audit 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 as well as dealing with Foreign OEMs in relation to Aerotech Services 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



Notes to the Financial Statements

the Company's functional currency (Indian Rupees). A significant portion of these transactions are in US Dollar, Euro and British Pound Sterling etc.

The Company, 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, 2020 is given as under:

	USD	EURO	GBP
Financial Assets (A)			
Trade Receivable	30.74	1.91	-
Other Receivables	2.35	0.01	-
Investments in Equity/ Preference Instruments	36.96	-	-
	70.05	1.92	-
Financial Liabilities (B)			
Trade Payable	21.44	0.40	0.85
Other Payables	-	-	-
	21.44	0.40	0.85
Net Exposure in Foreign Currency (A-B)	48.61	1.52	(0.85)

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 ₹ 371.18 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 Marginal Cost of Lending rates of Banks as well as other economic parameters of the Country. The Company manages such risk by operating with Banks having strong fundamentals with comparatively lower Marginal Cost of 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, 2020 are as under:

Trade Payables	2,377.32
Other Financial Liabilities	1,515.52
Other Current Liabilities	1,720.14
Total	5,612.98



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 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 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, Starbucks, and Taylors of Harrogate etc., and otherwise backed by letter or credit or on advance basis.

The Company has expected credit risk on Trade Receivables of ₹ 20.73 lakhs as on 31st March, 2020 (Note 12). However, no provision has been made by the Company in respect thereof.

44. 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 31st March, 2020.

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 - recurring fair value measurements as at 31st March, 2020	Level 1	Level 2	Level 3	Total
Financial Assets (A)				
Investment in Equity Instruments measured at FVTPL	-	54.61	-	54.61
Investment in Equity Instruments measured at FVTOCI	-	1,842.97	-	1,842.97
Total		1,897.58		1,897.58
Financial Liabilities (B)	-	-	-	-
Net (A) – (B)		1,897.58		1,897.58
2. Biological Assets other than Bearer Plants measured at Fair Value				
Unharvested Green Tea leaves		-	-	-
Agricultural Produce				
- Green Leaf		-	-	-
- Black Pepper		20.27	-	20.27
Total		20.27		20.27
Grand Total (1 + 2)		1,917.85	-	1,917.85

45. Subsidiary Company and Associates

The Company has no Subsidiary or Associate Company within the meaning of Sec. 2 (6) of the Companies Act, 2013 Hence the Company is not required to prepare consolidated Financial Statement any more in terms of Section 129(3) of the Companies Act 2013.



Notes to the Financial Statements

46. Closure of Rossell Hospitality Division

As decided by the Board of Directors, Rossell Hospitality, a loss making Division of the company has shut down all its outlets of Kebab Xpress and discontinued business operations on and from 1st October, 2019. The closure of the Division is now complete. The Financial Statement in respect of the discontinued operation for the Year ended 31st March, 2020 is as under: (Note 36)

₹ in Lakhs

Particulars	For the Year ended 31.03.2020
Revenue from Operations	624.11
Other Income	9.58
Total Income	633.69
Expenses	1,608.48
Loss before Tax	(974.79)

47. Impact of Pandemic COVID 19

Due to countrywide Lockdown as a result of Global Pandemic, the Company's Tea Estates in Assam as well as Aerospace and Defense Equipment (A & D) facility at Bangalore were totally shut from 25th March, 2020 onwards. While A & D facility resumed operations with limited number of personnel from 4th April, 2020, the Tea Estates could start operations from 11th April, 2020 in stages. The losses in terms of Crop loss and production loss due to shutting down of business operations has not been ascertained separately.

However, the losses from 25th March, 2020 to 31st March, 2020 has an impact on the results for the year ended 31st March, 2020, although the quantum of such losses could not be ascertained.

48. General

1. Previous Years' figures have been regrouped / rearranged wherever considered appropriate to make them comparable with this year.
2. In view of discontinuance of the business operations of Rossell Hospitality Division and the financial results thereof having been shown separately, (Note 46) , the figures for the current year are not comparable with that of previous 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: Delhi

Pinaki Sarkar
Partner
Membership No.051449

N. K. Khurana
Director (Finance) and
Company Secretary
M. No.: FCS 2173
Place: Kolkata
Date: 29th June, 2020

Place: Kolkata
Date: 29th June, 2020

**PROFITABILITY STATEMENT FOR 10 YEARS**

FINANCIAL YEAR	2019-2020	2018-2019	2017-2018	2016-2017	2015-2016	2014-2015	2013-2014	2012-2013	2011-2012	2010-2011
Quantative Information (lakh Kgs.)										
Black Tea										
Saleable production	59.36	55.06	53.25	49.43	50.78	48.89	55.59	43.54	39.93	40.03
Sales	60.90	54.56	53.12	50.60	49.20	48.87	55.16	43.09	41.02	39.65
Financial Information (₹ in lakhs)										
Revenue from Operations										
- Black Tea	14,611.30	12,423.92	11,771.08	11,212.60	12,125.08	11,262.78	12,537.24	9,356.47	7,328.96	6,757.36
- Aviation Products and Services	16,320.07	10,746.78	6,397.21	3,838.14	2,832.48	1,897.85	1,172.27	1,039.05	934.74	835.89
- Others	624.11	1,697.43	1,684.10	1,329.73	1,155.62	878.19	430.62	200.38	-	-
Total Revenue from Operations	31,555.49	24,868.13	19,852.39	16,380.47	16,113.18	14,038.82	14,140.13	10,595.90	8,263.70	7,593.25
Other Income	343.38	29.80	201.47	316.16	554.60	273.27	480.62	163.61	103.40	285.72
Total Income	31,898.87	24,897.93	20,053.86	16,696.63	16,667.78	14,312.09	14,620.75	10,759.51	8,367.10	7,878.97
Expenses	26,824.80	22,797.72	18,529.62	15,885.83	13,789.66	12,056.28	10,417.08	7,692.20	5,762.67	5,143.82
Profit/(Loss) before Depreciation and Interest	5,074.07	2,100.21	1,524.24	810.80	2,878.12	2,255.81	4,203.67	3,067.31	2,604.43	2,735.15
Depreciation	904.15	995.84	967.08	886.17	953.01	956.41	416.00	306.86	195.74	180.10
Profit/(Loss) before Interest	4,169.92	1,104.37	557.16	(75.37)	1,925.11	1,299.40	3,787.67	2,760.45	2,408.69	2,555.05
Finance Cost	1,077.87	1,054.60	718.40	670.68	719.49	724.45	914.48	217.69	56.17	138.34
Profit/(Loss) before Exceptional item	3,092.05	49.77	(161.24)	(746.05)	1,205.62	574.95	2,873.19	2,542.76	2,352.52	2,416.71
Exceptional Item	32.96	11.00	-	-	-	-	-	1,358.45	(72.00)	-
Profit/(Loss) before Tax	3,059.09	38.77	(161.24)	(746.05)	1,205.62	574.95	2,873.19	3,901.21	2,280.52	2,416.71
Current Tax										
- For Current Year	550.00	23.00	35.00	-	300.00	170.00	650.00	820.00	475.00	485.00
- For Earlier Years		-	-	-	100.00	-	-	-	-	-
Deffered Tax Adjustment	654.28	(41.14)	(220.46)	(191.00)	(151.84)	4.48	183.00	53.00	(65.00)	5.00
Profit/(Loss) after Tax	1,854.81	56.91	24.22	(555.05)	957.46	400.47	2,040.19	3,028.21	1,870.52	1,926.71
Earning Per Share ₹ 2 each (₹)	5.06	0.16	0.07	(1.51)	2.61	1.09	5.56	8.25	5.10	5.25
Dividend Per Share of ₹ 2 each (₹)	0.20	-	-	0.20*	0.50	0.50	0.50	0.50	0.40	0.40

* Dividend paid from General Reserve

Note:

- The Company has adopted "Ind AS" with effect from 1st April 2017 in the Financial Year 2017-2018 with transition date as at 1st April, 2016. The above Financial information for the year 2016-2017 have been re-stated to conform to Ind AS.
- Above Profitability Statement includes loss of Rossell Hospitality Division which has discontinued its business operation on and from 1st October, 2019.

**STATEMENT OF APPROXIMATE AREA, CROP AND YIELD**

TEA ESTATES	Tea Bearing Area in Hectares	Crop (Kgs.) 2019-2020	Yield per Bearing Hectare
DIKOM	614	13,63,989	2,221
NOKHROY	329	7,84,163	2,383
NAGRIJULI	573	11,59,048	2,023
BOKAKHAT	291	5,10,820	1,755
ROMAI	296	6,67,247	2,254
NAMSANG	301	5,70,068	1,894
KHARIKATIA	441	9,23,115	2,093
TOTAL	2,845	59,78,450	2,101



Notes



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