



Date: 4<sup>th</sup> July, 2018

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: Notice of Twenty Fourth Annual General Meeting and Book Closure**

In terms of Regulation 30 read with Part-A, Schedule- III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose a copy of the Notice dated 24<sup>th</sup> May, 2018 convening the Twenty Fourth Annual General Meeting of the Company to be held on 8<sup>th</sup> August, 2018 at Kala Kunj, 48, Shakespeare Sarani, Kolkata 700 017 at 10.30 A.M.

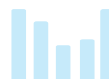
Please further be advised that in terms of Section 91 of the Companies Act, 2013 read with rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Register of Members and Share Transfer Books of the Company will remain closed from 2<sup>nd</sup> August, 2018 to 8<sup>th</sup> August, 2018 (both days inclusive) for the purpose of the 24<sup>th</sup> Annual General Meeting.

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



## Notice

**NOTICE** is hereby given that the Twenty Fourth Annual General Meeting of the Members of Rossell India Limited will be held on Wednesday, 8th August, 2018, at 10:30 A.M. at Kala Kunj, 48, Shakespeare Sarani, Kolkata 700 017 to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt –
  - (a) The Audited Financial Statement of the Company for the Financial Year ended 31st March, 2018 together with the Reports of the Directors and Auditors thereon; and
  - (b) The Audited Consolidated Financial Statement of the Company for the Financial Year ended 31st March, 2018 together with the Report of the Auditors thereon.
2. 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

To consider and if thought fit, to pass, with or without modification(s), the following Resolutions.

#### 3. As Ordinary Resolution:

**"RESOLVED THAT** Mr. Rishab Mohan Gupta (DIN - 05259454), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 9th February, 2018 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 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 Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, not liable to retire by rotation pursuant to Article 75 of the Articles of Association of the Company."

#### 4. As Special Resolutions:

**"RESOLVED THAT** pursuant to the provisions of Section 188, 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Section I and Section II of Part II of Schedule V to the said Act and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Rishab Mohan Gupta (DIN - 05259454), be and is hereby appointed 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 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 Companies Act, 2013 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."

#### 5. As Special Resolutions:

**"RESOLVED THAT** pursuant to the provisions of Section 188, 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Section I and Section II of Part II of Schedule V to the said Act and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, consent of the Members be and is hereby accorded to the re-appointment of Mr. H. M. Gupta, Managing Director (DIN: 00065973) designated as Executive Chairman for a further period of 3 (Three) years i.e. for the period from 1st April, 2018 to 31st March, 2021 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 Companies Act, 2013 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."

## Notice

### 6. As Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder read with Schedule IV to the Act, and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Nayantara Palchoudhuri (DIN - 00581440), existing Non-Executive Director on the Board of the Company, having submitted the required declaration of independence as provided in section 149(7) of the Companies Act, 2013 and thus eligible for appointment as Independent Director in the opinion of the Board, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years commencing from 9th February, 2018 till 8th February, 2023 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of Section 152 (6) the Companies Act, 2013 .”

### 7. As 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 and 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, 2019, be paid remuneration as set out in the Explanatory Statement annexed to the Notice.

By Order of the Board

**N K Khurana**

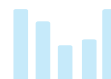
*Director (Finance) and  
Company Secretary*

Place: Kolkata

Date: 24th May, 2018

## NOTES

1. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/ herself and such proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than forty-eight hours before the commencement of AGM. The Instrument of Proxy in Form MGT 11 to be used in this AGM is enclosed.**  
**Pursuant to Section 105 of the Companies Act, 2013 (the Act) read with clause 6 of the Secretarial Standard – 2, issued by the Institute of Company Secretaries of India, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.**
2. Corporate Members/ Societies intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of the resolution passed by the Board of Directors / Governing Board, authorizing their representatives to attend and vote on their behalf at the AGM.
3. 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.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from 2nd August, 2018 to 8th August, 2018 (both days inclusive) for the purpose of the 24th AGM.
5. 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.
6. Members who are holding shares in identical order of names in more than one Folio in physical form are requested to write to the Company / the Registrars to consolidate their holdings in one Folio.
7. **Members are requested to bring the Attendance Slip duly filled in along with their copy of Annual Report to the Meeting.**



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8. Members are requested to :
- quote their Registered Folio Numbers / Client ID Nos. in all correspondences with the Company / with the Registrar; and
  - 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.

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

Pursuant to the provisions of Sub-Section 5 of Section 124 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 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 Suspense Account.

In compliance with the above provisions, the following amounts of unpaid dividend pertaining to the Financial Year 2009-2010 along with corresponding Equity Shares thereto were transferred to Investor Education and Protection Fund (IEPF) Authorities of the Central Government during the Financial Year 2017-2018:

Amount of Unpaid Dividend pertaining to the Financial Year 2009-2010 transferred to IEPF	₹ 81,097
No. of Corresponding Shares transferred to IEPF	1,91,165 Equity Shares

Accordingly, the Company would be transferring the unpaid final dividend and corresponding unclaimed shares for the year ended 31st March 2011, during September, 2018 to IEPF. Those Members, who have not so far encashed their Dividend Warrants from the year ended 31st March, 2011 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>.

10. **Unclaimed Equity Shares**

In terms of Regulation 39(4) read with Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 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 33,525 Equity Shares of the Company belonging to 71 Members are lying therein as on 31st March, 2018, since the date of opening of the Account. During the Financial Year 2017-2018, the Company received claims from three members for transfer of 600 Equity Shares, along with valid documents, from the said Unclaimed Suspense Account and accordingly approved the same. Further, in compliance with the provisions of Section 124 (6) of the Act read with Rule 6 of the IEPF Rules, 75,410 Equity Shares of the Company belonging to 406 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.

11. 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 - 40116700, 40116711, 40116718, 40116723**

**Fax: 033 - 22870263**

**Email ID: [rta@cbmsl.co](mailto:rta@cbmsl.co) / [ranarc@cbmsl.co](mailto:ranarc@cbmsl.co)**

12. 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

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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.

13. Pursuant to Section 101 and Section 136 of the Act, read with Rule 11 of the Companies (Accounts) Rules, 2014, and in support of the concept of 'Green Initiative', the Company would serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company, the Registrar and Share Transfer Agents or with the Depository. Therefore, Members who have not registered their e-mail addresses so far are requested to register their e-mail id with the Company's Registrar and Share Transfer Agent at [www.cbmsl.com/green.php](http://www.cbmsl.com/green.php) or with the Company at [corporate@rosselltea.com](mailto:corporate@rosselltea.com).
14. The Annual Report of the Company circulated to the Members of the Company, shall be made available on the Company's website at [www.rossellindia.com](http://www.rossellindia.com).
15. 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.
16. The route map showing directions to reach the venue of the 24th Annual General Meeting is annexed at end of this Notice as per the requirement of the Secretarial Standards-2.
17. **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. The facility for voting through ballot or polling paper shall also be made available at the Meeting and Members attending the Meeting, who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.
  - b) 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 voting and remote e-voting process in a fair and transparent manner.
  - c) The facility for voting, through Ballot/poll paper, shall also be made available at the AGM and the Members attending the AGM, who have not already cast their vote by remote e-voting, may exercise their right to vote at the AGM.

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/>

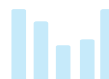
**Step 2:** Cast your vote electronically on NSDL e-Voting system.

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.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under '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.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.



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4. Your User ID details are given below :

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

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

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

- Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 is given below:

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

- 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.
- 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.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

- h) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinizeraklabh@gmail.com](mailto:scrutinizeraklabh@gmail.com); [aklabh@aklabh.com](mailto:aklabh@aklabh.com); [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- 2 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- 3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### Other Instructions:

- i) The e-voting period commences on Sunday, 5th August, 2018 (9.00 a.m. IST) and ends on Tuesday, 7th August, 2018 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, 1st August 2018, 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 1st August, 2018.
  - 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.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
18. 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.

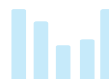
By Order of the Board

**N K Khurana**

Director (Finance) and  
Company Secretary

Place: Kolkata

Date: 24th May, 2018



## Notice

### EXPLANATORY STATEMENT

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

**Attached to the Notice convening the Twenty Fourth Annual General Meeting to be held on 8th August, 2018.**

#### ITEMS NO. 3 and 4

Mr. Rishab Mohan Gupta, (DIN - 05259454), (Mr. RMG) has been associated with the Company since 1st January, 2008 and has worked in various capacities in the Company. He was elevated to the position of Executive Vice President from 1st August, 2015 and has been actively involved in the business of Aviation Products and Services as well as international business development. He has been overseeing the business operations of Rossell Techsys and Rossell Hospitality Divisions of the Company. He is aged about 31 years and did his education from Suffolk University, Boston, USA. He carries considerable responsibilities in the Company and as part of the Senior Management Team is also involved in Strategy and Policy decision making at the Corporate Level.

Keeping the above in view, the Nomination and Remuneration Committee of the Board of Directors of the Company at its Meeting held on 9th February, 2018, has identified Mr. RMG as a fit and proper person to be elevated as a Director of the Company. Accordingly, the Committee recommended his appointment as an Additional Director on the Board of the Company to hold office till the conclusion of this Annual General Meeting. The Committee also recommended his appointment as a Whole Time Director of the Company, subject to approval of the Members at this Annual General Meeting.

Since Mr. RMG is a Related Party within the meaning of Section 2 (76) of the Act as well as Regulation 2 (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Audit Committee of the Board at their Meeting held on 9th February, 2018, endorsed the recommendation of the Nomination and Remuneration Committee and recommended to the Board, the appointment of Mr. RMG as a Whole Time Director, for a period of 3 years, commencing from 9th February, 2018 till 8th February, 2021, 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.

The Company has also received a notice under Section 160(1) of the Act from one of the Members of the Company signifying their intention to propose the candidature of Mr. RMG for the office of Director of the Company.

Based on the recommendations of the Nomination and Remuneration Committee and the Audit Committee, the Board of Directors in their Meeting held on 9th February, 2018, has approved the appointment of Mr. RMG as a Whole Time Director for a period of 3 years, commencing from 9th February, 2018 till 8th February, 2021, subject to approval by the Members of the Company by way of Special Resolution, at a remuneration to be paid to him as approved by the Nomination and Remuneration Committee at its Meeting held on 27th March, 2018 in accordance with the Remuneration Policy of the Company and detailed below:

#### 1. Salary:

₹ 5,00,000 only per month in the range of ₹ 3,00,000– ₹ 6,00,000 Annual increments to Mr. RMG 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 quantum of 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 specified ceiling, Mr. RMG shall be entitled to following perquisites and allowances:

- i) Special Allowance: Not exceeding 40% of Salary.
- ii) Servants: Provision of servants not exceeding three in numbers or servant allowance not exceeding 10% of salary.
- iii) Medical: Reimbursement of expenses incurred for self and family, subject to a ceiling of one month's salary in one year or three months' salary during the present tenure of his appointment.
- iv) Club Subscriptions: Monthly subscriptions for not more than 3 clubs.
- v) Leave Travel Allowance: For self and family, once in the year in accordance with the Rules of the Company.
- vi) Contribution to Provident 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.



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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 Section 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. RMG, 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. RMG 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 Fees:

Mr. RMG 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. RMG shall be responsible for the development of the entire business segment of Aviation Products and Services as well as international business development thereof. He shall continue to oversee the performance of other Divisions of the Company and also perform such other duties, as may be entrusted to him by the Board from time to time and separately communicated to him.

Your Directors feel that with his broad vision and future plans, the Company would continue to grow in size. The Directors recommend adoption of the proposed resolutions for appointment of Mr. RMG as a Director as well as a Whole Time Director of the Company.

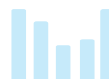
None of the Directors, Key Managerial Personnel or their relatives, other than Mr. RMG himself and Mr. H.M. Gupta, in his capacity as his father, are concerned or interested in the proposed Special Resolutions at Items No. 3 and 4 of the Notice.

### ITEM NO. 5

The existing tenure of appointment of Mr. H. M. Gupta, (DIN - 00065973), Executive Chairman, (Mr. Gupta) as Managing Director has expired on 31st March, 2018. In view of the fact, the Board of Directors, at its Meeting held on 27th March, 2018 has approved the re-appointment of Mr. Gupta as Managing Director 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, on the terms and conditions, including remuneration effective from the date of his re-appointment to be settled further subject to approval of the Nomination and Remuneration Committee of the Board as well as the Audit Committee of the Board.

Since Mr. Gupta is a Related Party within the meaning of Section 2(76) of the Act as well as Regulation 2 (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee of the Board at their Meeting held on 23rd May, 2018, has approved the terms of his re-appointment 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. The Nomination and Remuneration Committee of the Board also reviewed, approved and recommended to the Board the terms of re-appointment of Mr. Gupta in accordance with the Remuneration Policy of the Company at its Meeting held on 23rd May, 2018.

Based on the recommendations of the Audit Committee and the Nomination and Remuneration Committee of the Board, the Board of Directors at their Meeting held on 24th May, 2018 has approved the terms of re-appointment of Mr. Gupta for a further period of 3 years commencing from 1st April, 2018 till 31st March, 2021, subject to approval by the Members of the Company by Special Resolution, at a remuneration to be paid to him as approved by the Nomination and Remuneration Committee in accordance with the Remuneration Policy of the Company and detailed below:



## Notice

### 1. Salary:

₹ 7,00,000 only per month in the range of ₹ 700,000 – ₹ 10,00,000. Annual Increments to Mr. Gupta during his tenure shall be based on the recommendation of the Nomination and Remuneration Committee within the aforesaid scale after review 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 the perquisites and allowances payable to Mr. Gupta during the period as aforesaid, shall be restricted to an amount equal to 100% of Annual Salary. Within the aforesaid ceiling Mr. Gupta shall be entitled to following perquisites and allowances:

- i) Special Allowance: Not exceeding 40% of Salary.
- ii) Housing: Rent-free furnished accommodation, for which rent shall not exceed 50% of the salary, along with actual expenditure on gas, electricity, water and furnishing.
- iii) Servants: Provision of servants not exceeding four in numbers.
- iv) Medical: Reimbursement of expenses incurred for self and family, subject to a ceiling of one month's salary in one year or three months' salary during the present tenure of his appointment. The same would include the premium for Membership of Group Medical Policy.
- v) Club Subscriptions: Monthly subscriptions for not more than 3 clubs.
- vi) Contribution to Provident Fund as per Rules of the Company.
- vii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service as per Rules of the Company.
- viii) Earned Leave as per Rules of the Company. Leave not availed shall be allowed to be encashed.
- ix) Provision of Car for use on Company's business, telephones at residence and mobile telephones will not be considered as perquisites.

### 3. Commission:

Maximum @ 5% of the Net Profits, as may be decided by the Board from time to time, upon recommendation by the Nomination and Remuneration Committee and approval of the Audit Committee, within the overall limit of the managerial remuneration as per the Act.

### 4. Minimum Remuneration:

In the event of loss or inadequacy of profit in any Financial Year during the tenure of Mr. Gupta, he will be entitled to the Minimum Remuneration comprising of Salary, 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 a Special Resolution. In that event, the above salary, Allowances and Perquisites shall be suitably adjusted within the scale of Minimum Remuneration, as applicable.

### 5. Overall Remuneration:

The overall remuneration payable to Mr. Gupta 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.

### 6. Option to draw Remuneration:

Since Mr. Gupta is also a Managing Director of another Public Limited Company viz. BMG Enterprises Ltd. (Holding Company) in accordance with Section V of Part II of Schedule V to the Act, Mr. Gupta may draw his remuneration from one or both the Companies, provided that the total remuneration drawn from the said two Companies does not exceed the higher maximum limit admissible from any one of the Companies, of which he is a Managing Director.

### 7. Disentitlement to Director's Fees:

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

**8. Duties:**

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

The Directors recommend adoption of the proposed special resolutions for re-appointment of Mr. Gupta as Managing Director designated as Executive Chairman of the Company.

None of the Directors, Key Managerial Personnel or their relatives, other than Mr. Gupta himself and Mr. Rishab Mohan Gupta, in his capacity as his son, are concerned or interested in the proposed Special Resolutions at Item No. 5 of the Notice.

**ITEM NO. 6**

The Board of Directors, at its Meeting held on 9th February, 2018 has appointed Ms. Nayantara Palchoudhuri (DIN - 00581440), (Ms. NTPC) existing Non-Executive Director on the Board of the Company as an Independent Director for a period of 5 (five) years commencing from 9th February, 2018 till 8th February, 2023 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, Rules framed thereunder read with Schedule IV to the Act, and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received a declaration from Ms. NTPC to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ms. NTPC is a fourth generation Tea Planter with more than two decades experience in successful operation and management of her family owned Tea business. She has been associated with the Company from 6th August, 2014 as Non-Executive, Non-Independent, Woman Director and well conversant with all the business operations of the Company.

Keeping in view her professional background, business acumen and expertise in Tea Industry as well as her satisfying the criteria of Independence, as aforesaid, the Nomination and Remuneration Committee considered it prudent to appoint her as Independent Director to balance the composition of the enlarged Board with 3 Nos. Managing/Whole time Directors and 4 Nos. Independent Directors, including Ms. NTPC.

In the opinion of the Board, Ms. NTPC fulfils the conditions specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as Independent Director and therefore recommend adoption of the proposed Ordinary Resolution for such appointment of Ms. NTPC on the Board of the Company.

None of the Directors, Key Managerial Personnel or their relatives, other than Ms. Nayantara Palchoudhuri herself is concerned or interested in the proposed Ordinary 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, 2019 at a remuneration of ₹ 1,20,000 (Rupees one lakh twenty 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.

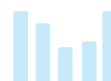
By Order of the Board

**N K Khurana**

Director (Finance) and  
Company Secretary

Place: Kolkata

Date: 24th May, 2018



## 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. Rishab Mohan Gupta, Whole Time Director and Mr. Harsh Mohan Gupta, Managing Director, designated as Executive Chairman.**

### 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 Restaurants known as "Kebab Xpress"

#### (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. Rossell Hospitality Division was created on 1st December, 2011. At present they have 12 outlets of "Kebab Xpress" in National Capital Region Delhi.

#### (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:

(₹ in lakhs)

Particulars	2017-2018	2016-2017
Total Turnover	19,500.27	16,036.51
Operating Profit before Finance Costs and Depreciation	1,524.24	680.43
Less : Finance Costs	718.40	589.50
Profit before Depreciation	805.84	90.93
Depreciation	967.08	880.64
Profit (Loss) before Taxation	(161.24)	(789.71)

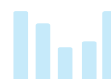
#### (5) Foreign Investments and Collaborators, if any

During the year, the Company has not made any Investments in RV Enterprizes Pte. Ltd., Singapore (Joint Venture). Thus, the aggregate cost of total Foreign Investments as on 31st March, 2018 remains at the same level at ₹ 2,011.49 lakhs. However, the same has been impaired by ₹ 254.54 lakhs as on 31st March, 2018 and the present value thereof is ₹ 1,756.95 lakhs.

## Notice

### II. Information about the appointees

Name of the Director	Mr. R.M. Gupta	Mr. H.M. Gupta		
Background details	Mr. RMG has been associated with the Company since 1st January, 2008 and has worked in various capacities in the Company. He was elevated to the position of Executive Vice President from 1st August, 2015 and has been actively involved in the business of Aviation Products and Services as well as international business development. He has been overseeing the business operations of Rossell Techsys and Rossell Hospitality Divisions of the Company. He is aged about 31 years and did his education from Suffolk University, Boston, USA. He carries considerable responsibilities in the Company and as part of the Senior Management Team is also involved in Strategy and Policy decision making at the Corporate Level.	Mr. Gupta is B.A. (Hons.) and expert in International Trade and Business. He has been associated with Aviation business for more than 40 years, besides having comprehensive knowledge of the Tea Industry. He has hands on experience of the Hospitality Industry and is actively engaged in steering the Rossell Hospitality Division. He has been a Director of the Company since inception, Executive Vice Chairman since 1st May, 1996 and Executive Chairman since 1st February, 2001.		
Past Remuneration	Mr. RMG was paid the remuneration in terms of the Members approval obtained in the Annual General Meeting held on 31 <sup>st</sup> July, 2015. His remuneration for the year 2015-2016 as Vice President was ₹ 46.66 lakhs p.a. and for 2016-2017 and 2017-2018 as Executive Vice President was ₹ 72.86 lakhs and ₹ 66.33 lakhs p.a. respectively. During the Financial Year 2017-2018 he has drawn ₹ 10.98 Lakh towards remuneration as Whole Time Director w.e.f. 09.02.2018 till 31.03.2018.	Mr. Gupta was paid the remuneration in terms of the resolution passed by the Members of the Company in the Annual General Meeting held on 31 <sup>st</sup> July, 2015. The remuneration for the year 2015-2016, 2016-2017 and 2017-2018 as the Executive Chairman was ₹ 102.85 lakhs, ₹ 110.65 lakhs and ₹ 110.75 lakhs (Minimum Remuneration) respectively.		
Recognition or awards	-	Mr. Gupta is a Member of the Executive Committee of Federation of Indian Chamber of Commerce and Industry.		
Job profile and his suitability	Since he has been overseeing the business operations of Rossell Techsys and Rossell Hospitality Divisions of the Company, your Board believes that with his business vision and future plans, the Company would continue to grow in size.	As the Managing Director, Mr. Gupta has been in overall control of the overall affairs of the Company since the last 22 years. He has been leading the Board of Directors of the Company in his capacity as Chairman. Having regard to his vast experience and insight into the Company - with comprehensive knowledge in both Tea and Aviation Industry and hands on experience of the Hospitality Industry, Mr. Gupta is perfectly suited for re-appointment as Managing Director (Executive Chairman) of the Company.		
Remuneration proposed	The remuneration proposed to be paid to Mr. RMG, as recommended by the Nomination and Remuneration Committee and accepted by the Board of Directors, has been embodied in the Explanatory Statement of the proposed Special Resolution under item no. 4.	The remuneration proposed to be paid to Mr. Gupta, as recommended by the Nomination and Remuneration Committee and accepted by the Board of Directors, has been embodied in the Explanatory Statement of the proposed Special Resolution under item no. 5.		
Comparative remuneration Profile with respect to Industry	<b>Name of the Company</b>	<b>Designation</b>	<b>Total Remuneration (₹ in Lakhs)</b>	<b>Year</b>
	Mcleod Russel India Ltd.	Whole Time Director and CFO	197.46	2016-17
	Goodrick Group Ltd.	Managing Director	184.87	2016-17
	Warren Tea Ltd.	Managing Director	110.91	2016-17



## Notice

Pecuniary Relationship	Except for the remuneration in consideration of his services rendered to the Company, Mr. RMG does not have any pecuniary relationship with the Company, except as disclosed in the relevant Notes to the Accounts. As a Shareholder of the Company, Mr. RMG and his relatives are also entitled to receive such dividend as may be declared by the Company in respect of each of the Financial Years.	Except for the remuneration in consideration of his services rendered to the Company, Mr. Gupta does not have any pecuniary relationship with the Company, except as disclosed in the relevant Notes to the Accounts. As a Shareholder of the Company, Mr. Gupta and his relatives are also entitled to receive such dividend as may be declared by the Company in respect of each of the Financial Years.
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### III. Other Information

#### (1) Reasons of Loss or inadequate Profit

During the Financial Year 2017-2018, the profitability of the Company has been adversely affected on account of continuing losses in the Rossell Hospitality Division of the Company, adversely impacting the overall profit of the Company.

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

The key focus at Rossell Hospitality is to try and achieve break-even point at outlet level. All out efforts have been engaged to enhance revenues and reduce the losses. The efforts and strategy push on the digital platform is yielding good growth as there is a change in the world order, whereby digital media is playing a paramount role in driving business in everyday life and the QSR segment is no exception.

#### (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 the Managing Director and 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

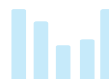
The Report on Corporate Governance in Annexure 1 to the Report of the Board of Directors includes the required disclosures.

### Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015:

Particulars	(1)	(2)
Name of the Director	<b>Mr. R. M. Gupta</b>	<b>Mr. H.M. Gupta</b>
Date of Birth	16th March, 1987	13th September, 1954
Date of Appointment	9th February, 2018 as Whole Time Director	10th June, 1994 as Director 1st May, 1996 as Managing Director
Qualifications	Graduation from Suffolk University, Boston, USA.	B. A. (Hons.)
Expertise in specific functional areas	Mr. R M G has been associated with the Company since 1st January, 2008 and has worked in various capacities in the Company in the field of Business Development.	Over 43 years of rich experience in International Trade and Business besides having comprehensive knowledge of Tea and Aviation Industry.
Companies in which he/she holds Directorship	<ul style="list-style-type: none"> <li>• Rossell India Ltd</li> <li>• Harvin Estates Private Ltd.</li> <li>• BMG Investments Private Ltd.</li> <li>• CAE Rossell India Ltd</li> </ul>	<ul style="list-style-type: none"> <li>• Rossell India Ltd.</li> <li>• BMG Enterprises Ltd.</li> <li>• Harvin Estates Private Ltd.</li> <li>• BMG Investments Private Ltd.</li> <li>• CAE Rossell India Ltd.</li> </ul>

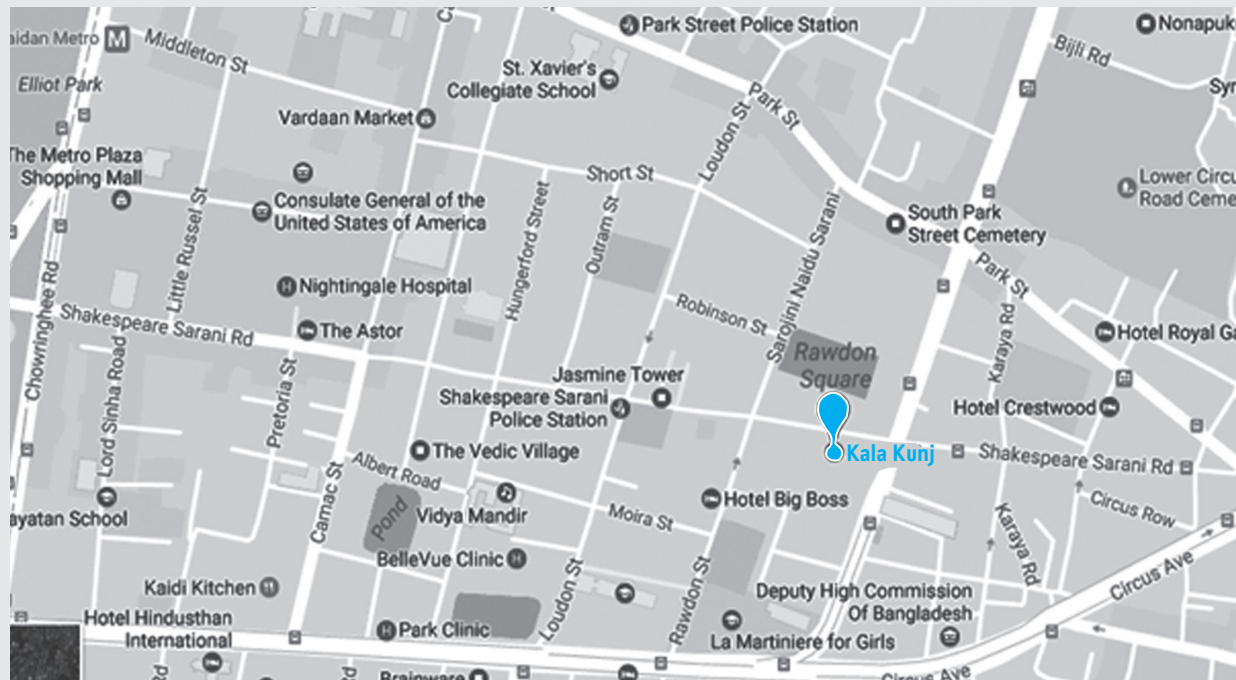
Chairman / Member of the Committees of the Board of the Companies on which he/she is a Director (include only Audit Committee and Shareholders'/ Investors' Grievance Committee)	NIL	NIL
Number of shares held in the Share Capital of the Company	7,43,599 Equity Shares of ₹ 2 each fully paid up.	18,53,785 Equity Shares of ₹ 2 each fully paid up.

Particulars	(3)	(4)
Name of the Director	<b>Mr. N.K. Khurana</b>	<b>Ms. Nayantara Palchoudhuri</b>
Date of Birth	22nd November, 1958	24th June, 1962
Date of Appointment	1st August, 1994 as Company Secretary-cum-Finance Manager and w.e.f. 1st Sept., 2017 as Director (Finance) and Company Secretary.	6th August, 2014 as Non Executive Non Independent Director and w.e.f. 9th February, 2018 as Independent Director
Qualifications	B.Com (H), LL.B., FCA, FCS, FCMA.	B.A.(Hons.) – Gold Medalist from Jadavpur University, M.A in Development Studies from University of London, M.phil from London School of Economics and Political Science.
Expertise in specific functional areas	Over 38 Years of wide experience of Corporate Management including Finance, Accounts, Legal, Commercial and Secretarial Functions, besides having in depth knowledge of Tea Industry.	Over 24 years of rich experience in the operations and management of Tea Industry.
Companies in which he/she holds Directorship	<ul style="list-style-type: none"> <li>• Rossell India Ltd.</li> <li>• R.C. Merchandise Pvt. Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Rossell India Ltd.</li> <li>• Washabarie Tea Co Pvt. Ltd.</li> <li>• West Bengal Tea Development Corporation Ltd.</li> <li>• Ludlow Jute &amp; Specialties Ltd.</li> <li>• Tollygunge Club Ltd.</li> <li>• JSW Bengal Steel Ltd.</li> <li>• AMBA River Coke Ltd.</li> <li>• Vesuvius India Ltd.</li> <li>• Tide Water Oil Co. (INDIA) Ltd.</li> </ul>
Chairman / Member of the Committees of the Board of the Companies on which he/she is a Director (include only Audit Committee and Shareholders'/ Investors' Grievance Committee)	Rossell India Ltd. – Member of the Stakeholders Relationship Committee	<ul style="list-style-type: none"> <li>• Rossell India Ltd. – Member of the Audit Committee</li> <li>• AMBA River Coke Ltd. – Member of the Audit Committee.</li> <li>• Vesuvius India Ltd. – Member of Audit Committee, Stakeholders Relationship Committee.</li> </ul>
Number of shares held in the Share Capital of the Company	3,700 Equity Shares of ₹ 2 each fully paid up	NIL



## Notice

### ROUTE MAP TO THE VENUE OF TWENTY FOURTH ANNUAL GENERAL METTING OF ROSSELL INDIA LIMITED



 Kala Kunj, 48, Shakespeare Sarani, Kolkata 700 017





# ROSSELL INDIA LIMITED

CIN: L01132WB1994PLC063513

Registered Office: Jindal Towers, Block 'B', 4th Floor  
21/1A/3, Darga Road, Kolkata - 700 017, Website: [www.rossellindia.com](http://www.rossellindia.com)  
Phone : 033 40616069, Fax : 033 22903035, e-mail : [corporate@rosselltea.com](mailto:corporate@rosselltea.com)

## ATTENDANCE SLIP

DOLLY CREATIONS - 98300 53456, 93303 90979  
06/18

I hereby record my presence at the **TWENTY FOURTH ANNUAL GENERAL MEETING** of the Company on Wednesday the 8th August, 2018, at 10.30 A.M. at Kala Kunj, 48, Shakespeare Sarani, Kolkata 700 017 or any adjournment thereof.

Name of Member(s) (including joint holders, if any) IN BLOCK LETTER	
Registered Address of the Sole /First Named Member	
Registered Folio No. / DP ID / Client ID	
Number of Shares held	
Name of Representative / Proxy, if any	

.....  
Signature of the Shareholder

.....  
Signature of Proxy

**PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL  
AND HAND IT OVER AT THE ENTRANCE DULY SIGNED**

### FOR ATTENTION OF THE MEMBER

Members may please note the User ID and Password given below for the purpose of e-voting in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. Detailed instructions for e-voting are given in the Notes given in the Notice calling the Twenty Fourth Annual General Meeting.

### ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Even Number)	User ID	Password



# ROSSELL INDIA LIMITED

CIN: L01132WB1994PLC063513

Registered Office: Jindal Towers, Block 'B', 4th Floor  
21/1A/3, Darga Road, Kolkata - 700 017, Website: [www.rossellindia.com](http://www.rossellindia.com)  
Phone : 033 40616069, Fax : 033 22903035, e-mail : [corporate@rosselltea.com](mailto:corporate@rosselltea.com)

## PROXY FORM - FORM NO. MGT-11

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s)	
Registered Address	
E-mail ID :	
DP ID No. and Client ID No./ Folio No.:	

I/We, being the member(s) holding..... Shares of Rosell India Limited, hereby appoint

- Name  
Address  
E-mail ID  
Signature ..... or failing him /her
- Name  
Address  
E-mail ID  
Signature ..... or failing him /her
- Name  
Address  
E-mail ID  
Signature .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Fourth Annual General Meeting of the Company, to be held on Wednesday the 8th August, 2018, at 10.30 A.M. at Kala Kunj, 48, Shakespeare Sarani, Kolkata 700 017 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Description	Optional (✓)	
		For	Against
<b>Ordinary Business</b>			
1	To Adopt the Audited Financial Statements relating to the financial year ended 31 <sup>st</sup> March, 2018 and Auditors Report and Directors report thereon.		
2	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.		
<b>Special Business</b>			
3	To appoint Mr. R.M. Gupta (DIN: 0525954), as a Director of the Company.		
4	To appoint Mr. R.M. Gupta (DIN: 0525954), as Whole Timer Director of the Company.		
5	To re-appoint Mr. H.M. Gupta (DIN: 00065973), as Managing Director of the Company to be designated as Executive Chairman.		
6	To appoint Mr. Nayantara Palchoudhuri (DIN: 00581440), as an Independent Director of the Company.		
7	To ratify the remuneration payable to M/s. Shome & Bqanerjee, Cost Accountants as Cost Auditors.		

Signed this ..... day of ..... 2018.

Signature of Member..... Signature of Proxy holder(s).....

Affx  
Revenue Stamp  
of Re. 1

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.