



**ROSSELL INDIA LIMITED**

CIN: L01132WB1994PLC063513

Registered Office: Jindal Towers, Block 'B', 4<sup>th</sup> Floor

21/1A/3, Darga Road, Kolkata - 700 017, Website: [www.rossellindia.com](http://www.rossellindia.com)

Phone: 033 22903035, e-mail: [corporate@rosselltea.com](mailto:corporate@rosselltea.com)

**NOTICE**

**EXTRAORDINARY GENERAL MEETING**

NOTICE is hereby given that an Extraordinary General Meeting (EGM) of the Members of Rossell India Limited will be held on **Thursday, 21<sup>st</sup> April, 2022, at 4:00 P.M.** through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), to transact the following business:

**SPECIAL BUSINESS**

**1. Re-classification of Authorised Share Capital and consequent alteration in the Memorandum of Association of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 61, 64 and all other applicable provisions of the Companies Act, 2013 (the “Act”), if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and enabling provisions of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for the re-classification of the existing Authorised Share Capital of the Company from Rs.9,00,00,000 (Rupees Nine Crores) divided into 4,50,00,000(Four Crores Fifty Lakhs) Equity Shares of Rs.2 each to:

- i. Rs.7,60,00,000 (Rupees Seven Crores Sixty Lakhs) divided into 3,80,00,000 Equity Shares of Rs.2 each; and
- ii. Rs.1,40,00,000(Rupees One Crore Forty Lakhs) divided into 14,00,000 Preference Share of Rs.10 each.”

“**FURTHER RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting with the following Clause V:

V The Authorised Share Capital of the Company is Rs.9,00,00,000 (Rupees Nine Crores) divided into:

- a) 3,80,00,000 (Three Crores Eighty Lakhs) Equity Shares of Rs.2 each aggregating to Rs.7,60,00,000(Rupees Seven Crores Sixty Lakhs); and
- b) 14,00,000 Preference Share of Rs.10 each aggregating to Rs.1,40,00,000 (Rupees One Crore Forty Lakhs).

“**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorised to take all such steps as it may deem necessary, proper or expedient for the purpose of giving effect to this resolution.”

**2. Issuance of Compulsory Convertible Preference Shares to BMG Enterprises Limited, Holding Company being a part of the Promoter Group, on a preferential basis.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘**Act**’), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the ‘**SEBI ICDR Regulations**’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the ‘**SEBI Listing Regulations**’), the listing agreements entered into by the Company with BSE Limited (‘**BSE**’) and National Stock Exchange of India Limited (‘**NSE**’) (BSE and NSE shall be collectively referred to as the ‘**Stock Exchanges**’) on which the Equity Shares having face value of Rs.2 each of the Company (‘**Equity Shares**’) are listed, Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (‘**SEBI**’) and/ or any other competent authorities from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the ‘**Board**’ which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised to accept the consent and approval of the Members of the Company (‘**Members**’) be and is hereby accorded to the Board to create, issue, offer and allot from time to time in one or more tranches, the following securities to BMG Enterprises Limited (‘**BMG Enterprises**’), the Holding Company being a part of the Promoter Group, on a preferential basis, for cash consideration (‘**Preferential Allotment**’):

- up to 10,00,000 0.01% Compulsorily Convertible Preference Shares of Rs.10 each (‘**Preference Shares**’) at a price of Rs.156 per Preference Share (‘**Preference Share Price**’), aggregating to Rs.15,60,00,000 (Rupees Fifteen Crores Sixty Lakhs Only), entitling right for conversion of one (1) Preference share of Rs.10 each to one (1) Equity Shares of Rs.2 each, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.”

**“FURTHER RESOLVED THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Allotment of the Preference Shares is 22<sup>nd</sup> March, 2022, being the date 30 days prior to the date of this EGM.”

**“FURTHER RESOLVED THAT** without prejudice to the generality of the above resolutions, the issue of the Preference Shares to BMG Enterprises under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- (i) The Preference Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and the Equity Shares arising out of the conversion will be listed on the Stock Exchanges subject to receipt of necessary permissions and approvals.
- (ii) The Preference Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the Special Resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.”

**“FURTHER RESOLVED THAT** in accordance with the provisions of Section 55 of the Act and Rule 9 (2) of the Companies (Share Capital and Debentures) Rules, 2014, the terms in respect of Preference Shares to be issued are as under:

- (i) carry a preferential right vis-à-vis Equity Shares with respect to payment of dividend and repayment of capital in case of a winding up;
- (ii) be non-participating in the surplus fund;
- (iii) in case of winding up of Company before the conversion of Preference Shares into Equity Shares, the allottee shall be entitled to: (a) repayment of its contribution (along with accrued but unpaid dividend (if any) in full, out of the capital remaining after paying all the creditors (including debts) of the Company, but prior to making any distribution to equity shareholders; and (b) participate in the surplus capital of the Company after completion of all preferential payments, in proportion to their holding of Preference Shares;
- (iv) be paid dividend on a non-cumulative basis;
- (v) have voting rights only in respect of certain matters as per the provisions of Section 47(2) of the Act;
- (vi) not be redeemed but shall be compulsorily convertible; and
- (vii) One (1) Equity Share of Rs.2 each of the Company fully paid up shall be issued and allotted post conversion for every one (1) Preference Share of Rs.10 each;

**“FURTHER RESOLVED THAT** without prejudice to the generality of the above resolution, the issue of the Preference Shares to be allotted under the Preferential Allotment shall be subject to the terms and conditions as per details contained in the statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.”

**“FURTHER RESOLVED THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Preference Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.”

**“FURTHER RESOLVED THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Preference Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the issue of Preference Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

**“FURTHER RESOLVED THAT** the Board be and is hereby authorised to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

**3. Re-appointment of Mr. Krishan Katyal (DIN: 00765487) 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, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013(the Act) and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulations 17(1)(c) & 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(“SEBI Listing Regulations”) and based on the recommendation of Nomination and Remuneration Committee of the Board and approval of the Board of Directors, Mr. Krishan Katyal (DIN: 00765487) who holds office up to 31<sup>st</sup> March, 2022 as an Independent Director, having submitted a declarations that he meets the criteria for independence as provided under Section 149(6)

of the Act, and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member of the Company proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2027.”

“**FURTHER RESOLVED THAT** the Board of Directors be and is hereby authorised 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.”

**Place:** Kolkata

**Date:** 28<sup>th</sup> March, 2022

**By Order of the Board of Directors**

**N K Khurana**

Director(Finance) and

Company Secretary

FCS 2173

**Registered Office**

Jindal Towers, Block

‘B’, 4th Floor,

21/1A/3, Darga Road

Kolkata – 700 017

**Notes:**

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard – 2 on General Meetings in respect of the Special Business set out as an Item of the accompanying Notice is annexed hereto.
2. In view of the massive outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (the “MCA”) through its General Circular No. 20/2021 of dated 8<sup>th</sup> December, 2021 read with General Circular No. 14/2020 of dated 8<sup>th</sup> April, 2020 and General Circular No. 17/2020 of dated 13<sup>th</sup> April, 2020 (hereinafter, collectively referred as the “MCA Circulars”), has permitted, on or before 30<sup>th</sup> June, 2022, the holding of the Extraordinary General Meeting (‘EGM’) through VC/OAVM without the physical presence of Members at a common venue.
3. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the EGM 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 EGM 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 EGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Since the EGM will be held through VC/OAVM without the physical presence of Members at a common venue, the route map is not required.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
8. The Notice calling this EGM has been uploaded on the website of the Company at [www.rossellindia.com](http://www.rossellindia.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively as well as on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the EGM) and voting at the EGM is **14<sup>th</sup> April, 2022** ('Cut – Off Date'). Please note that Members can opt for only one mode of voting i.e., either by voting at the EGM or remote e-voting. If Members opt for remote e-voting, then they should not vote at the EGM and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the EGM can attend the EGM and participate in the EGM, but shall not be entitled to cast their vote again.
10. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice, holds shares as on the Cut-Off Date may obtain the login ID and password by sending a request to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if the Member is already registered with NSDL for remote e-voting, then he/she can use his/her existing User-ID and password for casting the vote. Only a Member who is entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on the Cut-off Date should treat the same as intimation only.
11. In case of joint holders attending the Meeting, the joint holder who is highest in the order of names will be entitled to vote at the Meeting.

12. The Board of Directors has appointed Mr. A. K. Labh (Practicing Company Secretary) (FCS-4848/COP-3238), proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata, as the Scrutinizer to scrutinize the remote e-Voting process of EGM in a fair and transparent manner.
13. Relevant documents related to the resolutions proposed in the Notice are available for inspection at the website of the Company [www.rossellindia.com](http://www.rossellindia.com).
14. The Scrutinizer shall submit his report to the Executive Chairman of the Company or Director (Finance) and Company Secretary as authorised by the Board, after the completion of scrutiny of the votes cast through e-Voting. The results of the e-voting shall be placed along with Scrutinizer’s Report on the website of Company at [www.rossellindia.com](http://www.rossellindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and same shall also be communicated to the Stock Exchanges i.e. BSE Limited (‘BSE’) & the National Stock Exchange of India Limited (‘NSE’).

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

**The remote e-voting period begins on Monday, 18<sup>th</sup> April, 2022 at 9:00 A.M. (IST) and ends on Wednesday, 20<sup>th</sup> April, 2022 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. However, the same shall be enabled once again during the course of the General Meeting. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 14<sup>th</sup> April, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 14th April, 2022.**

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

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





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

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or

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



	<p><a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open

the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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

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

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

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

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. **14th April, 2022**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. **1800 1020 990 and 1800 22 44 30** . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **14<sup>th</sup> April, 2022** may follow steps mentioned in the Notice of the EGM under Step 1:“Access to NSDL e-Voting system” (Above).
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [corporate@rosselltea.com](mailto:corporate@rosselltea.com) or to the Company’s Registrar and Share Transfer Agent, namely CB Management Services Pvt. Ltd at their e-mail id viz. [rta@cbmsl.com](mailto:rta@cbmsl.com)

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [corporate@rosselltea.com](mailto:corporate@rosselltea.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
2. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-**

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

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to

Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [corporate@rosselltea.com](mailto:corporate@rosselltea.com) between Saturday, 16<sup>th</sup> April, 2022 (9.00 a.m. IST) and Monday, 18<sup>th</sup> April, 2022 (5.00 p.m. IST).
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [corporate@rosselltea.com](mailto:corporate@rosselltea.com) between Saturday, 16<sup>th</sup> April, 2022 (9.00 a.m. IST) and Monday, 18<sup>th</sup> April, 2022 (5.00 p.m. IST). The same will be replied by the Company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EGM.

Members who need assistance before or during the EGM, can contact NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call 1800 1020 990 / 1800 22 44 30.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company at [corporate@rosselltea.com](mailto:corporate@rosselltea.com) or to the Company's Registrar and Share Transfer Agent, namely CB Management Services Pvt. Ltd at their e-mail id viz. [rta@cbmsl.com](mailto:rta@cbmsl.com) .

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (THE ‘ACT’)**

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

In order to facilitate the infusion of fund from BMG Enterprises Limited, the Holding Company, by issue of 0.01% Compulsorily Convertible Preference Shares on Preferential Basis (as detailed in the item No.2), it would be necessary to reclassify the existing Authorised Share Capital and consequently amend the existing Capital Clause i.e. Clause V of the Memorandum of Association of the Company, in accordance with the applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company.

Accordingly, it is proposed to reclassify the Authorised Share Capital from existing Rs.9,00,00,000 (Rupees Nine Crores) divided into 4,50,00,000(Four Crores Fifty Lakhs) Equity Shares of Rs.2 each to:

- i. Rs.7,60,00,000 (Rupees Seven Crores Sixty Lakhs) divided into 3,80,00,000 (Three Crores Eighty Lakhs) Equity Shares of Rs.2 each; and
- ii. Rs.1,40,00,000(Rupees One Crore Forty Lakhs) divided into 14,00,000 (Fourteen Lakhs) Preference Share of Rs.10 each;

Consequent upon the re-classification of the Authorised Share Capital, the existing Clause V of the Memorandum of Association of the Company would be altered in following manner:

*V The Authorised Share Capital of the Company is Rs.9,00,00,000 (Rupees Nine Crores) divided into:*

- a. 3,80,00,000 (Three Crores Eighty Lakhs) Equity Shares of Rs.2 each aggregating to Rs.7,60,00,000(Rupees Seven Crores Sixty Lakhs); and*
- b. 14,00,000 (Fourteen Lakhs) Preference Share of Rs.10 each aggregating to Rs.1,40,00,000 (Rupees One Crore Forty Lakhs).*

In view of the above, the consent of the Members is sought by way of an Ordinary Resolution in this regard. The Board of 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. 1 of the Notice.

### **Item No. 2:**

Item No. 2 of the accompanying Notice dated 28<sup>th</sup> March, 2022 provides for issue and allotment of Compulsory Convertible Preference Shares on Preferential basis, The necessary information or details in respect of the proposed Preferential Allotment of Preference Shares in terms of Section 42 and 62 of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 (1) of the Companies (Share Capital and Debenture) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the ‘SEBI ICDR Regulations’) are as under:

The Board, at its Meeting held on 22<sup>nd</sup> March, 2022 and subsequently by passing a Resolution by Circulation on 28<sup>th</sup> March, 2022, has approved an issue of 0.01% Compulsorily Convertible Preference Shares aggregating Rs.15,60,00,000 to BMG Enterprises Limited (**‘BMG Enterprises’**), the Holding Company being a part of the Promoter Group, by way of preferential allotment.

**1. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued and the Issue Price**

The Board of Directors of the Company, at their Meeting held on 22<sup>nd</sup> March 2022 and subsequently by passing a Resolution by Circulation on 28<sup>th</sup> March, 2022, has subject to the approval of the Members of the Company (**‘Members’**) and such other approvals as may be required, approved the issue of following securities to BMG Enterprises, the Holding Company being part of the Promoter Group, on a Preferential Basis, for cash consideration (**‘Preferential Allotment’**):

- up to 10,00,000 0.01% Compulsorily Convertible Preference Shares (**‘Preference Shares’**), each carrying a right to subscribe to one Equity Share per Preference Share, at a price of Rs.156 per Preference Share (**‘Preference Share Price’**), aggregating to Rs. 15,60,00,000 (Rupees Fifteen Crores Sixty Lakhs Only).

The Preference Share Price shall be payable at the time of subscription and allotment of each Preference Share. The amount paid against Preference Shares shall be adjusted / set-off against the issue price for the resultant Equity Shares.

The terms and conditions of the Preferential Allotment of Preference Shares are as stated in the Resolution.

**2. Objects of the Preferential Allotment**

The proceeds of the issue will be utilized for: (i) meeting long term fund requirements; and (ii) other general corporate purposes of the Company and its subsidiaries.

**3. Relevant Date**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Allotment of Preference Shares of Rs.155.08 is 22<sup>th</sup> March 2022, being the date 30 days prior to the date of this EGM.

**4. Basis on which the floor price has been arrived at and justification for the price (including premium, if any):**

The Equity Shares of the Company are listed on BSE Limited (**‘BSE’**) and National Stock Exchange of India Limited (**‘NSE’**) (NSE together with BSE shall hereinafter be referred to as **‘Stock Exchanges’**). The Equity Shares are frequently traded and NSE, being the stock exchange with higher trading volumes for the said period, has been considered in accordance with the SEBI ICDR Regulations. In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price at which the Equity Shares and Preference Shares shall be allotted is Rs.155.08, being higher of the following: a) the 90 trading days volume weighted average price of the related Equity Shares quoted on the recognised Stock Exchange preceding the relevant date; i.e. Rs.146.01 per Equity Share; or b) the 10 trading days volume weighted average prices of the related Equity Shares quoted on a recognised



Stock Exchange preceding the relevant date i.e. Rs.155.08 per Equity Share. The pricing of the Preference Shares convertible into equivalent number of Equity Shares of face value of Rs.2 each is Rs.156 per Preference Share which is not lower than the floor price determined in accordance with the applicable provisions of SEBI ICDR Regulations.

Adjustments for Preference Shares: The price determined above and the number of Equity Shares to be allotted on exercise of the Preference Share shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws as applicable from time to time.

**5. Amount which the Company intends to raise by way of such securities**

Up to a maximum of Rs.15,60,00,000 Crore (Rupees Fifteen Crores Sixty Lakhs Only).

**6. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment**

The Preference Shares shall be offered to BMG Enterprises Limited, the Holding Company being a part of the promoter group. BMG Enterprises Limited has indicated its intention to subscribe to the Preference Shares to be issued pursuant to the Preferential Allotment. None of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Preference Shares proposed to be issued under the Preferential Allotment.

**7. Time frame within which the Preferential Allotment shall be completed**

As required under the SEBI ICDR Regulations, the Preference Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution provided that where the allotment of the proposed Preference Shares is pending on account receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions. The Preference Shares may be converted by the Preference Share holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Preference Shares by issuing a written notice to the Company specifying the number of Preference Shares proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form.

**8. Shareholding pattern of the Company before and after the Preferential Issue**

Please refer Annexure 1 to this Notice for details.

**9. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Allotment**

The Preference Shares are proposed to be allotted to BMG Enterprises Limited, the Holding Company being part of the Promoter Group.

Details of shareholding and voting rights of BMG Enterprises are as under:

Particulars	Pre-Preferential Allotment	Post Preferential Allotment
-------------	----------------------------	-----------------------------

	As on December 31, 2021		Post Allotment of Preference Shares		# Post conversion of Preference Shares into Equity Shares	
	No.	%	No.	%	No.	%
Equity Shares	2,37,63,795	64.76	2,37,63,795	64.76	2,47,63,795	65.69
Voting Rights	2,37,63,795	64.76	2,37,63,795	64.76	2,47,63,795	65.69

Notes:

- # The shareholding post conversion of Preference Shares as shown above is calculated assuming full conversion of Preference Shares and consequent allotment of the Equity Shares of the Company.
- In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of conversion of Preference Shares, the shareholding pattern shall stand modified accordingly.
- For detailed holding of the Promoter Group, please refer to shareholding pattern provided as an Annexure 1 to this Notice.

The majority of the Equity Shares of BMG Enterprises Limited are held by Mr. Harsh Mohan Gupta as well as Mr. Harsh Mohan Gupta, HUF.

Mr. Harsh Mohan Gupta is the natural person who is the ultimate beneficial owner of the shares proposed to be allotted and who ultimately controls the proposed allottee. BMG Enterprises Limited holds beneficial interest in the Company to the extent of its shareholding and the Equity Shares to be allotted on conversion.

There shall be no change in management or control of the Company pursuant to the aforesaid issue of Equity Shares (including those arising from conversion of Preference Shares) and Preference Shares. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

## 10. Lock-in Period

The Equity Shares (those arising from exercise of Preference Shares) and Preference Shares shall be locked-in for such period as may be specified under Regulation 167 and 168 of the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding of BMG Enterprises shall be locked-in from the relevant date up to a period of 90 trading days from the date of the allotment of Preference Shares under Regulation 167(6) of the SEBI ICDR Regulations.

## 11. Undertakings

- (i) None of the Company, its Directors or Promoter have been declared as wilful defaulter as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- (ii) The Company is eligible to make the Preferential Allotment to its Promoter under Chapter V of the SEBI ICDR Regulations.
- (iii) As the Equity Shares have been listed for a period of more than 90 Trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the

Company may re-compute the price of the securities in terms of the provision of these regulations, if it is required to do so.

- (iv) If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the securities shall continue to be locked-in till the time such amount is paid by the allottees.

## **12. PCS Certificate**

The certificate from Mr. A K Labh, Practicing Company Secretary (FCS-4848/COP-3238), proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be available for inspection by the Members at EGM. The copy of the same is available on the website of the Company and the link is as follows: <https://www.rossellindia.com/investor-information/>.

## **13. The number of persons to whom Preferential Allotment have already been made during the year, in terms of number of securities as well as price**

During the Financial Year, the Company has not issued any equity or preference shares on preferential basis till date.

## **14. The class or classes of persons to whom the allotment is proposed to be made:**

The Preferential Allotment is proposed to be made to BMG Enterprises Limited, the Holding Company being a part of the Promoter Group.

## **15. Other disclosures**

- (i) Report of registered valuer is not required under provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Allotment.
- (ii) During the period from April 1, 2021 till the date of notice of this EGM, the Company has not made any preferential allotment.
- (iii) Neither the Company nor its directors or Promoter have been declared as wilful defaulter in terms of the SEBI ICDR Regulations.
- (iv) The Company is eligible to make the Preferential Allotment to its Promoter under Chapter V of the SEBI ICDR Regulations.
- (v) The proposed allottee or any Company in the Promoter group have not sold or transferred any Equity Shares during the six months preceding the relevant date.
- (vi) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the preferential allotment is for cash consideration.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Preference Shares to BMG Enterprises Limited is being sought by way of a special resolution as set out in the said item of the Notice.

Issue of the said Equity Shares (those arising from exercise of Preference Shares) would be well within the Authorised Share Capital of the Company.

Except Mr. Harsh Mohan Gupta and Mr. Rishab Mohan Gupta, Directors of the Company and their relatives, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution as set out in Item No. 2 of this Notice.

Accordingly, the Board is of the opinion that the proposed issue is in the best interests of the Company and its Members and therefore recommends the Special Resolution as set out in Item No. 2 of the accompanying Notice for approval by the Members.

**Item No. 3:**

Mr. Krishan Katyal (DIN: 00765487) (Mr. Katyal) was appointed as an Independent Director of the Company by the Members at 25<sup>th</sup> Annual General Meeting of the Company held on 9<sup>th</sup> August 2019, for the first term of for three consecutive years commencing from 1<sup>st</sup> April, 2019. Thus, his first term as an Independent Director would expire on 31<sup>st</sup> March, 2022.

In accordance with the provisions of section 149(10) the Companies Act, 2013, Mr. Katyal is eligible to be re-appointed as an Independent Director for a second term of five consecutive years from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2027 by passing a special resolution by the Company.

Based on the performance evaluation of Mr. Katyal and considering his vast knowledge, huge expertise and wide experience in Tea Trade as well as the valuable contribution made by him to the Company, during his tenure of three years as an Independent Director, the Nomination and Remuneration Committee of the Board, at its Meeting held on 21<sup>st</sup> March, 2022, has recommended to the Board that continued association of Mr. Katyal as an Independent Director for a second terms of five consecutive years w.e.f. 1<sup>st</sup> April, 2022, would be in the interest of the Company.

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

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 21<sup>st</sup> March, 2022, has approved the re-appointment of Mr. Katyal, as an Independent Director on the Board for a second term of five consecutive years commencing from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2027, subject to the approval of the Members by Special Resolution.

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

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

**A brief profile of Mr. Katyal is given below:**

Mr. Krishan Katyal is a commerce graduate from St. Xavier's College, Kolkata and has about 45 years of experience in Tea Industry. He retired as the Chairman of J. Thomas and Company Private Limited, oldest and largest tea auction Company in the world. He is a professional Tea Taster and Valuer, specialized with Darjeeling and premium quality Assam Orthodox and CTC Teas. He had been an ambassador for Indian Tea, having conducted generic tea promotions at various international venues from 2001 onwards on behalf of Tea Board of India, Indian Tea Association, Darjeeling Tea Association and United Planters' Association of Southern India. He was a member of the Tea Advisory Committee appointed by the Ministry of Commerce from 2004 to 2006. He was also a member on Committees of Tea Research Association, Calcutta Tea Traders Association and Guwahati Tea Auction Committee. He continues to remain a member of the North Indian Tea Council constituted by the Tea Board of India. Earlier, he was a Special Invitee to the Board of the Tea Board of India. He has been a speaker/presenter at several international Tea Conventions and Conferences.

The Board of Director are of the opinion that it will be beneficial for the Company to continue with the association of Mr. Katyal. Accordingly, in compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the re-appointment of Mr. Krishan Katyal as Independent Director is now being placed before the Members for their approval. Accordingly the Board of Directors recommends the adoption of the proposed special resolution by the Members of the Company as set out in Item No. 3 of this Notice.

None of the Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, in the Special Resolution as set out in this Notice except Mr. Krishan Katyal himself.

**Place:** Kolkata

**Date:** 28<sup>nd</sup> March, 2022

**Registered Office**

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

**By Order of the Board of Directors**

**N K Khurana**

Director(Finance) and  
Company Secretary  
FCS 2173

**ANNEXURE 1: SHAREHOLDING PATTERN**

S N	Category	Before Preferential Issue		After Preferential Issue		#@(Post conversion of Preference Shares into Equity Shares)	
		No. of Equity Shares (Rs. 10/- each)	% of holding	No. of Equity Shares (Rs. 10/- each)	% of holding	No. of Equity Shares (Rs. 10/- each)	% of holding
<b>A</b>	<b>Promoter Group</b>						
(1)	Indian						
	a. Individuals/HUFs	33,55,624	9.14	33,55,624	9.14	33,55,624	8.90
	b. Bodies Corporate/Trusts	2,41,34,609	65.77	2,41,34,609	65.77	24,912,963	66.09
	Sub-total A(1)	2,74,90,233	74.91	2,74,90,233	74.91	28,268,587	74.99
(2)	Foreign	-	-	-	-	-	-
	Sub-total A(2)	-	-	-	-	-	-
	<b>Total Shareholding of Promoter Group {Sub-total A = A(1)+ A(2)}</b>	<b>2,74,90,233</b>	<b>74.91</b>	<b>2,74,90,233</b>	<b>74.91</b>	<b>28,268,587</b>	<b>74.99</b>
<b>B</b>	<b>Non – Promoter Group (Public)</b>						
	Institutions						
	a. Mutual Funds	[●]	[●]	[●]	[●]	[●]	[●]
	b. Financial Institutions/Banks	[●]	[●]	[●]	[●]	[●]	[●]
(1)	c. Insurance Companies	[●]	[●]	[●]	[●]	[●]	[●]
	d. Foreign Portfolio Investors	[●]	[●]	[●]	[●]	[●]	[●]
	Sub-total B(1)	[●]	[●]	[●]	[●]	[●]	[●]
(2)	Central Government/ State Government(s)	[●]	[●]	[●]	[●]	[●]	[●]
(3)	Non-Institutions	[●]	[●]	[●]	[●]	[●]	[●]

<b>Non – Promoter Group (Public) Shareholding {Sub-total B =B(1)+B(2)+B(3)}</b>		<b>92,06,242</b>	<b>25.09</b>	<b>92,06,242</b>	<b>25.09</b>	<b>94,27,888</b>	<b>25.01</b>
<b>C.</b>	<b>Non Promoter - Non Public</b>			-	-	-	-
<b>Grand Total (A)+(B)+(C)</b>		<b>3,66,96,475</b>	<b>100.00</b>	<b>3,66,96,475</b>	<b>100.00</b>	<b>3,76,96,475</b>	<b>100</b>

Above shareholding pattern is based on the details as on December 31, 2021.

# The shareholding post exercise of Preference Shares as shown above is calculated assuming full conversion of Preference Shares into the Equity Shares of the Company.

@ The promoter shall sell existing shares held by them in excess of the maximum permitted limit of 75% in the open market prior to conversion of CCPS into Equity Shares.

## ANNEXURE 2: Details of Mr. Krishan Katyal

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

Particulars	
Name of the Director	Mr. Krishan Katyal
Director Identification Number(DIN)	00765487
Date of Birth	31 <sup>st</sup> July, 1956
Date of First Appointment as an Independent Director	1 <sup>st</sup> April, 2019
Qualifications	B.Com
Expertise in specific functional areas	About 45 years of experience as a professional Tea Taster and Valuer, specialized with Darjeeling and premium quality Assam Orthodox and CTC Teas.
Disclosure of relationships between directors inter-se	He is not related to any Director of the Company.
Companies in which he/she holds Directorship	Rossell India Limited
Chairman / Member of the Committees of the Board of the Companies on which he/ she is a Director	Member/Chairman of the following Committee of Rossell India Ltd. <ul style="list-style-type: none"> <li>• Audit Committee (Member)</li> <li>• Nomination and Remuneration Committee (Member)</li> <li>• Stakeholders Relationship Committee – (Chairman)</li> <li>• Risk Management Committee- (Member)</li> </ul>
Number of shares held in the Share Capital of the Company	NIL
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Out of the business segments of the Company, is the Cultivation, Manufacture and Sale of Tea. Thus, the Company requires expert advice on various nuances relating to Tea Trade. Mr. Katyal has about 45 years of experience in Tea Trade. He is a professional Tea Taster and Valuer specialized in premium quality Assam Orthodox and CTC teas – a core competence of your Company. With his vast knowledge, huge expertise and wide experience in Tea Trade, the Company has immensely benefitted with his Association as Independent Director for the last three years. Having retired as the Chairman of a reputed Company, Mr. Katyal is also well acquainted with business administration skills and decision making apart from the technical skills and specialization in relation to Company's business, as aforesaid.



Terms and Conditions of appointment	Re-appointment as an Independent Director of the Company for a second term of 5 consecutive years commencing from 1 <sup>st</sup> April, 2022.
Remuneration paid during the financial year 2021-2022	Except sitting fees, he has not been paid any remuneration during the Financial Year 2021-2022. He is entitled to Commission as may be decided by the Board of Directors of the Company later after completion of the Financial Year.
Details of remuneration proposed	Sittings fees and Commission as may be decided by the Board of Directors of the Company from time to time, subject to the provisions of Companies Act, 2013
Number of meetings of the Board attended during the Financial year 2021-2022	As on date no. of Board Meetings held - 8 No. of Board Meetings attended - 8
No. of Committees Meetings attended during the year 2021- 2022.	As on date no. of Committees Meetings held of such Committees where Mr. Katyal is the Chairman / Member - 13 No. of Committees Meetings attended - 13