



7th March, 2024

The Department of Corporate Services BSE Limited Ground Floor, P. J. Towers Dalal Street, Fort Mumbai – 400 001 Scrip Code : 533168	National Stock Exchange of India Ltd. Listing Department, Exchange Plaza, Bandra-Kurla Complex Bandra (E), Mumbai – 400 051 Symbol: ROSSELLIND
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Dear Sirs,

Sub: Notice of Postal Ballot through remote e-Voting System

Further to our letter dated 5th February, 2024, we enclose, in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of Notice of Postal Ballot dated 5th February, 2024 ('Notice' or 'Postal Ballot Notice') along with the Explanatory Statement thereto, seeking approval of the Members in respect of the following special business, through Postal Ballot by way of remote e-Voting System only.

S. No.	Type of Resolution	Description of Resolutions
1	Ordinary Resolution	Appointment of Ms. Samara Gupta (DIN: 09801530) as a Director
2	Special Resolution	Appointment of Ms. Samara Gupta (DIN: 09801530) as a Whole time Director
3	Special Resolution	Alteration in Articles of Association of the Company

In compliance with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs (collectively the '**MCA Circulars**'), the Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/ List of Beneficial Owners as maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on the **cut-off date** i.e. **Friday, 1st March, 2024** and who have registered their e-mail addresses with their Depository Participants (in respect of shares held in demat mode) or with the Company's Registrar and Share Transfer Agent (RTA), CB Management Services Private Limited (in respect of shares held in physical form).

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

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

The aforesaid Postal Ballot Notice is also available on the website of the Company at www.rossellindia.com and on the website of the NSDL at www.evoting.nsdl.com.

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

You are requested to take the above on records.

Yours faithfully,
For ROSSELL INDIA LTD.

NIRMAL KUMAR KHURANA
DIRECTOR (FINANCE) AND
Company Secretary

Encl: As above





ROSSELL INDIA LIMITED

CIN: L01132WB1994PLC063513

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

NOTICE OF POSTAL BALLOT

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

VOTING STARTS ON	VOTING ENDS ON
Saturday, March 9, 2024, at 9:00 a.m. (IST)	Sunday, April 7, 2024, at 5:00 p.m. (IST)

Dear Members,

Notice is hereby given to the Members of the Company pursuant to the provisions of Section 110 of the Companies Act, 2013 (the "Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 read with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs (collectively the '**MCA Circulars**'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), Secretarial Standard-2(SS-2) issued by the Institute of Company Secretaries of India and other applicable laws, rules & regulations (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), that the resolutions as set out in this Postal Ballot Notice are proposed for approval of the Members of the Company through Postal Ballot only by voting through electronics means ("remote e-voting" or "e-Voting"), in the manner as given below. An Explanatory Statement in respect of the said resolutions setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice ("the Notice").

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

SPECIAL BUSINESS

1. Appointment of Ms. Samara Gupta (DIN: 09801530) as a Director

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013(Act) (if any) including the rules framed thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Samara Gupta (DIN - 09801530), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 9th February, 2024 in terms of provisions of Section 161(1) of the Act 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 her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company w.e.f. 9th February, 2024, not liable to retire by rotation pursuant to Article 75 of the Articles of Association of the Company."

"FURTHER RESOLVED THAT the Board of Directors be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be

considered necessary, proper and expedient to give effect to this Resolution.”

2. Appointment of Ms. Samara Gupta (DIN: 09801530) as a Whole time Director:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re - enactments thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Audit Committee and as approved by the Board of Directors (“Board”) of the Company, consent of the Members of the Company be and is hereby accorded for appointment of Ms. Samara Gupta (DIN - 09801530), as the Whole time Director of the Company, for a period of 3 (Three) years commencing from 9th February, 2024 to 8th February, 2027 on the terms and conditions, including the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with the liberty to the Board to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Ms. Samara Gupta during the period of her appointment within the overall ceiling as mentioned therein.”

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

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

3. Alteration in Articles of Association of the Company:

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

“**RESOLVED THAT** pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), consent of the Members of the Company be and is hereby accorded to alter the existing Article 95(c) by deleting the same and substituting with the following new Article 95(c):

New Article 95(c)

A person appointed as Chairperson or Chairman of the Company may be appointed as Managing Director as well as Chief Executive Officer of the Company.”

“**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.”

Place: Delhi

Date: 05th February, 2024

Registered Office:

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

CIN: L01132WB1994PLC063513

By Order of the Board

N K Khurana

Director (Finance) and
Company Secretary
FCS - 2173

NOTES

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act, setting out the material facts and the reason in respect of special business as set out above, is annexed hereto and forms part of this Notice.
2. In terms of MCA Circulars, your Company has an option, to seek the approval of the Members through Postal Ballot by remote e-voting process only, instead of getting the same passed at the General Meeting. Accordingly, if the resolutions are approved by the Members through Postal Ballot by remote e-voting process only, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.
3. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members, whose names appear in the Register of Members/ List of Beneficial Owners as maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on the **cut-off date** i.e. **Friday, 1st March, 2024** and who have registered their e-mail addresses with their Depository Participants (in respect of shares held in demat mode) or with the Company's Registrar and Share Transfer Agent (RTA), CB Management Services Private Limited (in respect of shares held in physical form).

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

Accordingly, Members are requested to provide their assent or dissent through e-voting system only, in respect of the resolutions contained in the Postal Ballot Notice dated 5th February, 2024.

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

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

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

the votes cast through e-Voting. The results of the Postal Ballot remote e-voting process shall be declared within 2 working days from the time of conclusion of the remote e-Voting. The results along with Scrutinizer's Report shall be placed on the website of Company at www.rossellindia.com and on the website of NSDL at www.evoting.nsdl.com and same shall also be communicated to the Stock Exchanges i.e. BSE Limited ('BSE') & the National Stock Exchange of India Limited ('NSE').

9. In terms of Clause 16.6.3 of SS- 2, the resolutions shall be deemed to have been passed on the last date of e-voting i.e. **7th April, 2024**, in the event proposed resolutions are assented to by the requisite majority of the Members of the Company.
10. Details as required under Regulation 36(3) of the SEBI Listing Regulations, as amended in respect of Director seeking appointment is annexed hereto as Annexure - A to this Notice which forms part of the Explanatory Statement.
11. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to corporate@rosselltea.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.

THE INSTRUCTIONS FOR E-VOTING ARE AS UNDER:

The e-voting period commences at 9:00 A.M (IST) on Saturday, the 9th March, 2024 and ends at 5:00 P.M (IST) on Sunday, the 7th April, 2024. During this period the Members of the Company, holding shares either in physical form or in demat form as on the cut-off date i.e. Friday, 1st March, 2024 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter and the voting shall not be allowed beyond the said date and time. The voting right of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

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

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





Step 1: Access to NSDL e-Voting system

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

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

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

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

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

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

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

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

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

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

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

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

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

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

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nSDL.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolutions, 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; aklabh@aklabh.com; aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User](#)

[Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

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 or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com.

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

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

Place: Delhi
Date: 5th February, 2024
Registered Office:
Jindal Towers, Block 'B', 4thb Floor,
21/1A/3, Darga Road, Kolkata – 700 017
CIN: L01132WB1994PLC063513

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

EXPLANATORY STATEMENT

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

Item No.1 & 2

Ms. Samara Gupta (DIN: 09801530) (Samara) has been associated with the Company since 1st June, 2014 in the capacity of Vice-president. She is playing a Key role and carries considerable responsibilities in framing and implementing various business strategies in respect of Rossell Tea Division apart from identifying, implementing and monitoring CSR projects being undertaken by the Company.

Samara has an excellent academic background. She did her B.Sc. (Math and Economics) from Warwick University, USA followed by Master of Special Education from Lesley University, USA.

Keeping in view her excellent performance, the Nomination and Remuneration Committee of the Board at its Meeting held on 5th February, 2024, has considered Samara as a fit and proper person to be elevated as a Director of the Company. Accordingly, in terms of the provisions of Section 178(2) of the Companies Act, 2013 read with part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Committee recommended her appointment as an Additional Director as well as Whole time Director on the Board of the Company w.e.f 9th February, 2024.

In accordance with the provisions of Section 161(1) of the Act, Samara shall hold office as an Additional Director up to the date of ensuing Annual General Meeting of the Company or for a period of three months from the date of appointment in terms of Regulation 17 (1C) of SEBI Listing Regulations, whichever is earlier.

The Committee also recommend her appointment as a Whole time Director of the Company, for a period of 3 (Three) consecutive years i.e. from 9th February, 2024 to 8th February, 2027, NOT liable to retire by rotation, subject to the approval of Members of the Company by way of special resolution.

Since Samara is a Related Party within the meaning of Section 2(76) of the Act as well as Regulation 2 (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Audit Committee of the Board at their Meeting held on 5th February, 2024, endorsed the recommendation of Nomination and Remuneration Committee and recommended to the Board, the appointment of Samara as a Whole time Director of the Company for a period of 3 (Three) consecutive years i.e. from 9th February, 2024 to 8th February, 2027, in compliance with the Company's Policy on Related Party Transactions and the provisions of Section 177(4) of the Companies Act, 2013 (Act) read with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received a notice in writing under the provisions of Section 160(1) of the Companies Act, 2013, from a Member proposing her candidature for the office of a Director of the Company.

Samara has given her consent to act as the Whole time Director of the Company and has confirmed that she is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act and satisfies all the conditions as set out under Part I of Schedule V and Section 196(3) of the Act for her appointment as Whole-time Director.

Based on the recommendation of the Nomination and Remuneration Committee and Audit Committee of the Board, the Board of Directors at its Meeting held on 5th February, 2024,

approved the appointment of Samara as the Whole time Director for a period of 3 (Three) years i.e. from 9th February, 2024 to 8th February, 2027, subject to the approval of Members of the Company by way of special resolution, at a remuneration to be paid to her as approved by the Nomination and Remuneration Committee at its Meeting held on 5th February, 2024 in accordance with the Remuneration Policy of the Company and detailed below:

1. **Salary:**

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

2. **Allowances and Perquisites:**

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

- i) **Special Allowance:** Not exceeding 50% of the Salary.
- ii) **Club Subscriptions:** Membership subscriptions for not more than 2 Clubs.
- iii) **Contribution to Provident Fund:** As per Rules of the Company;
- iv) **Earned Leave** as per Rules of the Company. Leave not availed shall be allowed to be encashed;
- v) **Provision of Car** for use on Company's business, telephones (including Internet Services) at residence and mobile telephones will not be considered as perquisites.

3. **Minimum Remuneration:**

In the event of loss or inadequacy of profit in any Financial Year during the tenure of Samara, she will be entitled to the Minimum Remuneration comprising of Salary, Allowances and Perquisites, 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 of the Company by way of Special Resolution. In that event, the above Salary, Allowances and Perquisites shall be suitably adjusted within the scale of Minimum Remuneration, as applicable.

4. **Overall Remuneration:**

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

5. **Disentitlement to Director's Siting Fees:**

Samara shall not, so long as she 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:**

Samara shall be responsible for the development and implementation of various business strategies in respect of Rossell Tea Division as well as identifying, implementing and monitoring CSR projects being undertaken by the Company and also perform such duties, as may be entrusted to her by the Board from time to time and separately communicated to her.

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Samara including his profile and specific areas of expertise are given in this Postal Ballot Notice as “Annexure A”.

The Board recommend adoption of the proposed resolutions for appointment of Ms. Samara Gupta as a Director as well as Whole time Director of the Company.

The explanatory statement and the resolution at Item no. 1 and 2 may also be read and treated as the required Written Memorandum in compliance with Section 190 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel or their relatives, other than Samara herself, Mr. Harsh Mohan Gupta and Mr. Rishab Mohan Gupta are concerned or interested in the proposed resolutions as set out at Items No.1 and 2 of the Notice.

Item No. 3

The Members are aware of the fact that presently, Company is engaged in the following businesses:

- a. Cultivation, manufacture and selling of Tea with 6 Tea Estates in Assam viz. Rossell Tea Division; and
- b. Aerospace and Defense business which has its engineering and manufacturing center in Bengaluru viz. Rossell Techsys Division;

The approval for the Scheme of Arrangement between Rossell India Limited (“Demerged Company” or “RIL”) and Rossell Techsys Limited (“Resulting Company”) is awaiting the final hearing before the Hon’ble National Company Law Tribunal (NCLT), Kolkata Bench.

As soon as the aforesaid Scheme become effective, Rossell Techsys Division would demerge from RIL into the Resulting Company and thereafter, the Company would have only business of cultivation, manufacture and selling of Tea i.e. Rossell Tea Division.

Thus, post demerger, the Company shall no more be carrying out multiple business and shall be reduced to the Single Business Segment Company.

The existing Article No. 95(c) of the Articles of Association of the Company states that-

“A person appointed as Chairperson or Chairman of the Company may be appointed as Managing Director as well as Chief Executive Officer of the Company so long as the Company is engaged in multiple businesses and each of the business is headed by a separate Chief Executive Officer, by whatever name called.”

In view of the aforesaid Article, the Chairman, of the Company, immediately after the Scheme become effective, could not continue as Managing Director as well as Chief Executive Officer of the Company at the same time, UNLESS the existing Article No.95(c) of Articles of Association of the Company is suitably altered, in the manner as required in terms of first proviso of Section 203(1) of the Companies, Act, 2013.

In terms of first proviso of Section 203(1) of the Companies, Act, 2013 an individual shall not be appointed or re-appointed as the chairperson of the Company, in pursuance of the articles

of the Company, as well as the managing director or Chief Executive Officer of the Company at the same time after the date of commencement of this Act unless –

- i. the articles of such a Company provide otherwise; or
- ii. the Company does not carry multiple businesses

Accordingly, subject to the approval of Members by way of Special Resolution, the Board at its meeting held on 5th February, 2024 has considered and recommended the alteration of Articles of Association of the Company by deleting and substituting the existing Article 95(c) with the following new Article:

“A person appointed as Chairperson or Chairman of the Company may be appointed as Managing Director as well as Chief Executive Officer of the Company.”

In view of the above, the consent of the Members is sought by way of a Special Resolution in this regard. The Board of Directors recommend the proposed Special Resolution for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. H. M. Gupta, Executive Chairman, is concerned or interested in the proposed Special Resolution as set out at Item No. 3 of the Notice.

Place: Delhi
Date: 05th February, 2024
Registered Office:
Jindal Towers, Block 'B', 4th Floor,
21/1A/3, Darga Road,
Kolkata – 700 017
CIN: L01132WB1994PLC063513

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

Notice

Statement pursuant to the requirement of Clause (B), Section II, Part-II, of Schedule V of the Companies Act, 2013 for Remuneration proposed to be paid to Ms. Samara Gupta, Whole time Director of the Company.

I. General Information:

(1) Nature of Industry

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

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

As per the ongoing Scheme of Arrangement between Rossell India Limited (“the Demerged Company”) and Rossell Techsys Limited (“the Resulting Company”) and their respective shareholders, Rossell Techsys Division shall demerge from Demerged Company into the Resulting Company. The petition for the Scheme moved before Hon’ble NCLT, Kolkata bench has been admitted and pending final disposal.

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

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

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

Not applicable.

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

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

(5) Foreign Investments and Collaborators, if any

In accordance with the Shareholding Pattern filed with the Stock Exchanges under Regulation 31(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31st December, 2023, the total Foreign Investments in the Company (on repartition basis) as on 31st December, 2023 is 6,14,788 Equity Shares (i.e.1.63 % of the Total Equity Share Capital).

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

The Company has also invested in R V Enterprises Pte. Ltd., Singapore over the years' 'in the following manner:

Particulars	Amount in USD	Amount in Rs. lakhs
361,007 Ordinary shares of No Par Value	2,49,924	120.05
34,52,359 Preference shares of USD 1 each	34,52,359	1,896.44
	37,02,283	2,016.49*

- Book Value – Rs. 1,847.99 lakhs after impairment recognized.

The Company has not entered into any Foreign Collaboration.

II. Information about the appointee

Name of the Directors	Ms. Samara Gupta (Samara)
Background details	<p>Ms. Samara Gupta has been associated with the Company since 1st June, 2014 in the capacity of Vice-president. She is playing a key role and carries considerable responsibilities in framing and implementing various business strategies in respect of Rossell Tea Division apart from identifying, implementing and monitoring CSR projects being undertaken by the Company.</p> <p>Samara has an excellent academic background. She did her B.Sc. (Math and Economics) from University of Warwick, USA followed by Master of Special Education from Lesley University, USA.</p> <p>She also take part in various philanthropic activities in association with certain NGOs.</p> <p>She is founder and learning facilitator of SparkEd, dedicated to create a learning and teaching environment.</p>
Past Remuneration	<p>The following remuneration was paid to Samara as Vice President during the last three financial years, in terms of the Members approval obtained in the Annual General Meeting held on 3rd August, 2016:</p> <ul style="list-style-type: none"> • 2020-2021 - Rs.41.12 Lakhs; • 2021-2022 – Rs.44.67 Lakhs; and • 2022-2023 – Rs.45.61 Lakhs;
Recognition or awards	-
Job profile and her Suitability	<p>Samara is actively involved in various activities including framing and implementing business strategies in respect of Rossell Tea Division of the Company. She has been assigned with the responsibility of identifying, implementing and monitoring CSR projects being undertaken by the Company.</p> <p>Considering her valuable contribution as the Vice-president as well as her performance evaluation, your Board believes that with her business vision and future and innovative plans, the Company would continue to grow in size.</p>
Remuneration Proposed	<p>The remuneration proposed to be paid to Samara, 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 Resolutions under item no. 1 and 2.</p>

Comparative remuneration Profile with respect to Industry	Mcleod Russell India Ltd. Whole time Director FY 2022-2023 <u>Remuneration Rs. 143.59 lakhs. P.A.</u>
Pecuniary Relationship	Except for the remuneration in consideration of her services rendered to the Company, Samara does not have any pecuniary relationship with the Company. As Promoter Shareholder of the Company, she holds 15,000 Equity shares of Rs. 2 each.

III. Other Information

(1) Reasons of Loss or inadequate Profit

The Business of the Company is significantly influenced by the external factors. Thus, the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is proposed to be paid to Samara till the expiry of her tenure. Hence, as an abundant precaution, the Company is passing Special Resolutions pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013,

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

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

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

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

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

IV. Other Information

Information on the Remuneration Package of Whole time Director
The details of the Remuneration Package have been embodied in the Explanatory Statement under the item No. 1 and 2.

Annexure A

Details of Ms. Samara Gupta seeking appointment as a Whole time 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	(1)
Name of the Director	Ms. Samara Gupta (Samara)
Director Identification Number(DIN)	09801530
Date of Birth/Age	15 th June, 1985/38 years
Date of First Appointment	9 th February, 2024
Qualifications	a. B.Sc. in Maths and Economics from University of Warwick, U.K.; b. M.Ed. in Special Education from Lesley University, U.S.A;
Expertise in specific functional areas	Samara has been associated with the Company since 1 st June, 2014 in the capacity of Vice-president. She carries considerable responsibilities in framing and implementing various business strategies in respect of Rossell Tea Division apart from identifying, implementing and monitoring CSR projects being undertaken by the Company. She also take part in various philanthropic activities in association with certain NGOs. She has expertise in different areas viz. Special Educator, Reading Specialist, In-depth understanding of neuroscience and Education, Teacher training and etc.
Disclosure of relationships between directors inter-se	Not related to any other Directors or Key Managerial Personnel of the Company except with Mr. Harsh Mohan Gupta, Executive Chairman as his daughter and Mr. Rishab Mohan Gupta, Present Whole time Director as his sister.
Companies in which he/she holds Directorship	<ul style="list-style-type: none">Rossell Techsys Limited;
Companies in which he/she resigned from Directorship in the past three years.	NIL
Chairman / Member of the Committees of the Board of the Companies on which he/ she is a Director(till 5 th February, 2024)	NIL
Number of shares held in the Share Capital of the Company	15,000 Equity Shares of Rs.2 each fully Paid up
Terms and Conditions of re-appointment	Samara is proposed to be appointed as Whole time Director of the Company for the period of 3 (Three) consecutive years commencing from 9 th February, 2024. For detailed terms and conditions, please refer to

	Explanatory Statement given hereinabove under item no. 1 & 2.
Remuneration paid during the financial year 2023-2024 (till 31 st January, 2024)	The remuneration paid as during the financial year 2023-24(till 31 st January, 2024) is Rs.41.34 lakhs
Details of remuneration proposed	As disclosed in the Explanatory Statement under item No. 1 and 2 given hereinabove.
Number of meetings of the Board attended during the financial year 2023-2024 (till 5 th February, 2024)	N.A
No. of Committees Meetings attended during the financial year 2023-2024 (till 5 th February, 2024).	N.A