



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

Notice to the Members

Notice is hereby given that the Twentieth Annual General Meeting of the Members of Rossell India Limited, will be held on Wednesday, 6th August, 2014 at 3.00 P.M. at Kala Kunj, 48, Shakespeare Sarani, Kolkata 700 017, to transact the following business:

1. To consider and adopt (a) the Audited Financial Statement for the financial year ended 31st March 2014 and Reports of the Directors and Auditors thereon and (b) the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2014.
2. To declare Dividend on the Equity Shares for the year ended 31st March, 2014.
3. To re-appoint M/s S. S. Kothari & Co., Chartered Accountants, Kolkata (Registration No. 302034E), the retiring Auditors, as Auditors to hold office from the conclusion of the Twentieth Annual General Meeting to the conclusion of the Twenty First Annual General Meeting of the Company as per the recommendation of the Audit committee, as accepted by the Board of Directors and to fix their remuneration.

SPECIAL BUSINESS

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

4.1 As Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV, Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Dr. S. S. Baijal (DIN: 00027961), the existing Non Executive Director on the Board of the Company with Independent status as per Clause 49 of the Listing Agreement with the Stock Exchanges, who holds office till the conclusion of this Annual General Meeting and who has given the required notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years till the conclusion of the Annual General Meeting of the Company to be held in the year 2019."

4.2 As Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV, Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. V. P. Agarwal (DIN: 00083912), the existing Non Executive Director on the Board of the Company with Independent status as per Clause 49 of the Listing Agreement with the Stock Exchanges, who would have held office till the conclusion of the Annual General Meeting of the Company to be held in the year 2015 and who has given the required notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years till the conclusion of the Annual General Meeting of the Company to be held in the year 2019."

4.3 As Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV, Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. H. M. Parekh (DIN: 00026530), the existing Non Executive Director on the Board of the Company with Independent status as per Clause 49 of the Listing Agreement with the Stock Exchanges, who would have held office till the conclusion of the Annual General Meeting of the Company to be held in the year 2016 and who has given the required notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years till the conclusion of the Annual General Meeting of the Company to be held in the year 2019."

4.4 As Ordinary Resolutions:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s Shome and Banerjee, Cost Accountants,



(Registration No. 000001) the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company in respect of Tea and Tea Products and Engineering Machinery (including Electrical and Electronic Products) for the financial year ending March 31, 2015, be paid the remuneration as set out in the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to the Notice convening this Meeting”

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

4.5 As Special Resolutions:’

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 the draft regulations for management of the Company contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution of and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

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

4.6 As Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180 (1)(a) and all other applicable provisions of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorised to mortgage and / or charge and / or otherwise dispose of the immovable and moveable properties, both present and future or whole or substantially the whole of the undertaking or the undertakings of the Company for the purpose of securing i) any loan whether by way of Term Loan, overdraft or in any other manner obtained or as may be obtained from any Bank, Company, Body Corporate, Financial Institution, other Lending Institution, Firm or Person and / or ii) any

issue of Debentures whether convertible or non-convertible to any of the aforesaid or to any member(s) of the Company or to any person(s) together with interest, cost, charges, expenses and any other money payable by the Company.”

4.7 As Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time any sum or sums of money from Banks, Companies, Bodies Corporate, Financial Institutions, other Lending Institutions, Firms or Persons on such terms and conditions as may be considered appropriate by them in the interest of the Company, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company, apart from the temporary loan obtained from the Company’s Bankers in the ordinary course of business, will exceed aggregate of its Paid up Share Capital and Free Reserves, so however that the total amount already borrowed or to be borrowed by the Board of Directors and outstanding at any one time shall not exceed ₹250 (Rupees Two Hundred Fifty) Crores exclusive of interest.

By Order of the Board

N K Khurana

Chief Financial Officer-cum-
Company Secretary

Date: 23rd June, 2014

Registered Office:

Jindal Towers,
Block ‘B’, 4th Floor,
21/1A/3, Darga Road,
Kolkata 700 017
CIN: L01132WB1994PLC063513
Website: www.rossellindia.com
Email: corporate@rosselltea.com

NOTES:

1. A Member entitled to attend and vote at the Meeting is entitled to appoint another person as a Proxy to attend and vote on a Poll on his/her behalf. A Proxy need not be a Member of the Company. However, proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the Annual General Meeting.
2. The Instrument of Proxy in Form MGT 11 (Proxy Form) prescribed under Companies (Management and Administration) Rules, 2014 pursuant to Section 105(6) of the Companies Act, 2013 is given separately in the Annual Report.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 1st August, 2014 to 6th August, 2014 (both days inclusive) for the purpose of this Annual General Meeting.
5. The dividend on Equity Shares, if declared at the Meeting shall be paid to those Members whose names shall appear on the Company's Register of Members on 6th August, 2014 for Equity Shares held in physical form. In respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners for the purpose as on that date.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members who are holding shares in identical order of names in more than one Folio in physical form are requested to write to the Company / the Registrars to consolidate their holdings in one Folio.
8. Members are requested to bring the Attendance Slip duly filled in along with their copy of Annual Report to the Meeting.
9. Members are requested to
 - (i) quote their Registered Folio Numbers / Client ID Nos. in all correspondences with the Company / with the Registrars; and
 - (ii) promptly notify any change in their address to the Company / the Registrars, CB Management Services Private Limited, P-22, Bondel Road, Kolkata – 700 019, in case they still hold the Equity Shares in physical form.
10. Unpaid Dividend

Those members, who have not so far encashed their Dividend Warrants from the year ended 31st March, 2008 onwards may immediately approach the Company for revalidation of such Dividend Warrants. Please note that pursuant to Section 124 of the Companies Act, 2013, the Company is obliged to transfer any money lying in the Unpaid Dividend Accounts, which remain unpaid or unclaimed for a period of seven years from the date of transfer in such Unpaid Dividend Accounts to the credit of Investor Education and Protection Fund established by the Central Government in accordance with Section 125 of the Act.
11. Unclaimed Equity Shares

In terms of Clause 5A of the Listing Agreement, the Company has opened an account under the name and style "Unclaimed Suspense Account", with IL&FS Securities Services Limited, Mumbai and the unclaimed 1,18,490 Equity Shares of the Company belonging to 486 Members are lying therein since the date of opening of the Account as on 31st March, 2014. No claim was received by the Company from any of those Members till date. The Members concerned are requested to lodge their Claim with the Company's Registrars and Share Transfer Agents, CB Management Services Private Limited in case no Equity Shares have been received by them after sub-division of the Equity Shares of the Company.
12. The Members are requested to contact the Company's Registrars and Share Transfer Agents, CB Management Services Private Limited for all their queries, transfer requests, or any other matter relating to their shareholding



in the Company as per their following contact details:

P-22, Bondel Road

Kolkata – 700 019

Tel. : 033 - 40116700, 40116711, 40116718, 40116723

Fax: 033 - 22870263

Email ID: rta@cbmsl.com

13. Dematerialisation of the Equity Shares of the Company
The Equity Shares of the Company are compulsorily required to be held under DEMAT mode for Trading on the floor of the Stock Exchanges, where such Equity Shares are listed. These can be held in electronic form with any Depository Participant (DP) with whom the Members have their Depository Account. All the Members, holding Equity Shares of the Company in the physical form, are advised to get the same dematerialized. The Members may contact the Registrars and Share Transfer Agents of the Company at their address mentioned above in case of any query / difficulty in the matter or at the Registered Office of the Company.
14. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail id for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically, with the Company's Registrar and Share Transfer Agent at www.cbmsl.com/green.php or with the Company at corporate@rosselltea.com.
15. Payments to Shareholders by Electronic Payment Mode
In terms of Circular No.CIR/MRD/DP/10/2013 dated 21st March, 2013 issued by SEBI, all listed Companies are required to make payment of dividend to investors through electronic fund transfer.

Accordingly, if you are holding shares in physical form, you are requested to send your complete Bank Account details along with a cancelled cheque to the Company's Registrar and Share Transfer Agent as in 9 above to enable us to credit the dividend amount directly to your Bank Account.

In case of non-availability of MICR / IFSC etc. for making electronic payment or in cases where such payment have been rejected by the Bank, physical warrants will be issued with the Bank Account details of the shareholders' mandatorily printed on the warrants.

16. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide the Members facility to exercise their right to vote at the 20th Annual General meeting (AGM) by electronic means and the business may be transacted through e-Voting as per separate communication in this regard being sent with this Notice.

By Order of the Board

N K Khurana

Chief Financial Officer-cum-

Company Secretary

Date: 23rd June, 2014

Registered Office:

Jindal Towers,

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Explanatory Statement

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

Attached to the Notice convening the Twentieth Annual General Meeting to be held on Wednesday, 6th August, 2014

ITEM NOS. 4.1, 4.2 AND 4.3

Dr. S. S. Baijal, Mr. V. P. Agarwal and Mr. H. M. Parekh (the Appointees) are the existing Non-Executive Directors on the Board of the Company as independent status as per Clause 49 of the Listing Agreement with the Stock Exchanges. In accordance with the relevant provisions of the Companies Act, 1956 they were appointed in the Annual General Meetings held in 2011, 2012 and 2013 respectively and liable to retire by rotation. The Appointees would have held office accordingly till the date of Annual General Meetings to be held in the year 2014, 2015 and 2016.

As per General Circular No. 14/2014 dated 9th June, 2014 issued by the Government of India, Ministry of Corporate Affairs, it has been clarified that Independent Directors must be appointed under Section 149(10) and 149(11) read with Schedule IV of the Act within 1 year from 1st April, 2014, subject to compliance with the eligibility and other prescribed conditions.

Section 149(4) of the Act requires at least one-third of the total number of Directors for every Listed Public Company to be Independent Directors satisfying the criteria of independence as per Section 149(6) of the Act. As per Section 149(10) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company. Further, as per Section 152(6) of the Act, he shall not be included in the total number of Directors for ascertaining the number of directors subject to retirement by rotation.

In the first Meeting of the Board of Directors held in the current financial year 2014-2015 on 1st April, 2014, each of the Appointees has given the declarations that he meets the criteria of independence as provided in Section 149(6) of the Act. The required consent to continue to act as a Director pursuant to Section 152(5) of the Act has also been received by the Company from each of the Appointees.

In the opinion of the Board, Dr. S. S. Baijal, Mr. V. P. Agarwal and Mr. H. M. Parekh meet the criteria of independence as provided in Section 149 read with Schedule IV of the Act for such appointment.

Dr. S. S. Baijal has been associated with the Company as a Director since its formative stages. He did his doctorate in Organic Chemistry. A distinguished and accredited professional, he served as the Chairman & Managing Director of ICI India Ltd. and Chairman of ICI PLC, London. He was Chairman of Fertiliser Association of India. He is a Companion (highest honour) of Chartered Management Institute of London. He is well - versed in corporate affairs and management.

Mr. V. P. Agarwal has extensive experience of more than four decades in various industries in different capacities, senior executive as well as member of the Board. He has been at the helm of companies with more than ₹6,000 crore turnover. He is at present also a management consultant. He did his master's in commerce from Agra University in 1962 and topped the batch. He studied his Master's in Business Administration and Graduation in law in Delhi University. He also did an advanced management program in Harvard Business School, Boston (U.S.A.) in 1986. He has been a fellow member of the Institute of Company Secretaries of India for over four decades.

Mr. H. M. Parekh has extensive experience, spanning more than five decades, in tea industry. With a scholastic background in commerce, he served at the helm of distinguished companies in the tea industry. He retired as the Chairman of J. Thomas & Company Private Limited, the world's largest tea Broking Company. He also served as the Chief Executive Officer of Project India Blend Limited.

Keeping in view the expertise in the relevant field, expert knowledge and vast experience of the Appointees, it may be in the interest of the Company to appoint each of the Appointees as an Independent Director on the Board of the Company.

A copy of the draft letter of appointment to be issued to each of the Appointees for appointment as an Independent Director setting out the terms and conditions shall be kept open for inspection by the Members at the Registered Office of the Company during usual business hours viz. 10.00 AM to 5.00 PM on any working day till the date of the Annual General Meeting.

The required information under Clause 49 of the Listing Agreement has been appended below.

The Directors recommend the proposed Ordinary Resolutions for approval by the Members.



None of the Directors or other Key Managerial Personnel of the Company or any of their relatives is in any way concerned or interested, financially or otherwise, in the aforesaid resolutions, except the Appointees themselves.

ITEM NO. 4.4

The Board upon recommendation of the Audit Committee has approved the appointment of M/s. Shome & Banerjee, Cost Accountants as Cost Auditors to conduct the audit of the Cost Records maintained in respect of Tea and Tea Products and Engineering Machinery (including Electrical and Electronic Products) for the year ending 31st March, 2015 at a remuneration of ₹1,00,000 (Rupees one lakh) plus applicable Service Tax thereon and reimbursement of actual out of pocket expenses.

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

Accordingly, the consent of the Members is sought by way of Ordinary Resolutions in this regard.

The Directors recommend the proposed Ordinary Resolutions for approval by the Members.

None of the Directors or other Key Managerial Personnel of the Company or any of their relatives is in any way concerned or interested, financially or otherwise in the aforesaid Resolution.

ITEM NO. 4.5

The existing Articles of Association (existing AoA) of the Company are based on the Companies Act, 1956 and several Articles therein contain references to specific sections of the Companies Act, 1956. With most of the provisions of the Act having been made applicable with effect from 1st April, 2014 or even earlier, certain Articles contained in the existing AoA are no longer in conformity with the new provisions of the Act and therefore required to be deleted. Similarly, certain new provisions of the Act are required to be inserted in the existing AoA.

In view of this, it is considered expedient to wholly replace the existing AoA by a new set of Articles (new AoA), based on Table F of Schedule I to the Act, providing for a model Articles of

Association for a company limited by shares as well as various other provisions of the Act. Some of the new provisions in the new AoA regulations included in the draft new AoA, inter alia, are as follows:

- a. Service of documents to the Company by Electronic or other mode as may be prescribed apart from sending the same by registered post or speed post or courier.
- b. Notices for the General Meeting, Annual Report, Circular etc. may be sent through Electronic Mode.
- c. Voting through Electronic Means as well as by Postal Ballot.
- d. Maintenance of Books and Records as well as various Registers required to be maintained under the Act in the Electronic Forms and Inspection thereof in the manner permitted by the Act.
- e. Provision for Appointment of Key Managerial Personnel viz. Chief Executive officer (CEO) and Chief Financial Officer (CFO) apart from appointment of Managing Director and Company Secretary.

The existing AoA and the draft new AoA shall be kept open for inspection by any Member of the Company during the usual business hours viz. 10.00 AM to 5.00 PM on any working day till the date of the Annual General Meeting.

The Directors recommend the Special Resolutions set out in this regard in the Notice for approval by the Members.

None of the Directors or other Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolutions.

ITEM NO. 4.6

As per provision of Section 180(1)(a) of the Act, the Board of Directors of a Company cannot, without the consent of the Company by a Special Resolution, sell, lease or otherwise dispose of the whole or substantially the whole of any of the undertakings of the Company. The Board of Directors of the Company while borrowing money for the business needs of the Company for meeting its working capital requirement as well as for financing various projects is required to create mortgage / charge on the moveable as well immovable properties of the Company in favour of the concerned lender.

Since the relevant Clauses of the security documents empower

the lender to take over the properties and assets provided as security and the lenders have the power to sell the said properties and assets to the exclusion of any third party or without the intervention of any Court of law, it may be construed that the creation of mortgage/ a charge on the properties or undertakings of the Company in favour of the lender would attract the provisions of Section 180(1)(a) of the Act. Thus, the consent of the Members is being sought by a Special Resolution to enable the Board of Directors to create such mortgage/ charge.

The Directors recommend the proposed Special Resolution for approval by the Members.

None of the Directors or other Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution.

Item No. 4.7

As per provision of Section 180(1)(c) of the Act, the Board of Directors of a Company cannot, without the consent of the Company by a Special Resolution, borrow money where the money to be borrowed together with the money already borrowed by the Company will exceed the aggregate of its Paid Up Share Capital and Free Reserves apart from temporary loans obtained from the Company's Bankers in the ordinary course of business.

The aggregate of the present Paid Up Share Capital and Free Reserves of the Company as on 31st March, 2014 is ₹133.69 Crores. However, keeping in view the Company's growth strategy for its various business segments and future plans, the Company may have to resort to further borrowings as and when considered appropriate, which in the aggregate may exceed the aggregate amount of the Paid Up Share Capital and Free Reserves.

In view of this, it is considered prudent to seek the consent of the Members by way of a Special Resolution in accordance with Section 180(1)(c) of the Act to enable the Board of Directors of the Company to borrow up to a maximum of ₹2,50,00,00,000 (Rupees Two Hundred Fifty Crores) exclusive of interest.

The Directors recommend the proposed Special Resolution for approval by the Members.

None of the Directors or other Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution.

By Order of the Board

N K Khurana

Chief Financial Officer-cum-Company Secretary

Date: 23rd June, 2014

Registered Office:

Jindal Towers,

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21/1A/3, Darga Road,

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Details of Directors seeking appointment at the forthcoming Twentieth Annual General Meeting

Name of the Director	Dr. S. S. Baijal	Mr. V. P. Agarwal	Mr. H. M. Parekh
Date of Birth	September 06, 1929	July 01, 1943	March 23, 1937
Date of Appointment	July 14, 1994	May 12, 2009	October 19, 2001
Qualifications	B.Sc. M.Sc. D.Phil. – Organic Chemistry	M. Com., AMP (Harvard Business School)	B. Com. (Hons.)
Expertise in specific functional areas	Corporate Affairs and Management	Corporate Affairs & Management	Tea Marketing and Corporate Affairs
List of Public Companies in which Directorship is held	Atul Limited DCM Shriram Limited DCM Shriram Credit & Investments Limited Rosell India Limited BMG Enterprises Limited Delhi Guest Houses Pvt. Ltd. CAE Rosell India Limited	Rosell India Limited BMG Enterprises Limited	The Methoni Tea Co. Limited Quality Tea Plantations Pvt. Limited Diana Tea Co. Limited The Grob Tea Co. Limited Williamson Magor & Co. Limited Gillanders Arbuthnot & Co. Limited Peria Karamalai Tea & Produce Co. Limited Rasoi Limited BMG Enterprises Limited Rosell India Limited
Chairman / Member of the Committees of the Board of the Companies on which he is a Director	DCM Shriram Limited Audit Committee – Chairman Nomination and Remuneration Committee – Chairman Stakeholders' Relationship Committee – Member Rosell India Limited Audit Committee – Chairman Nomination and Remuneration Committee – Member Corporate Social Responsibility Committee – Chairman Atul Limited Audit Committee – Chairman Nomination and Remuneration Committee – Member BMG Enterprises Limited Remuneration Committee – Member	Rosell India Limited Audit Committee – Member Stakeholders' Relationship Committee – Member Nomination and Remuneration Committee – Member Corporate Social Responsibility Committee – Member	Williamson Magor & Co. Limited Audit Committee - Member Gillanders Arbuthnot & Co. Limited Audit Committee – Chairman Nomination and Remuneration Committee – Member Stakeholders' Relationship Committee – Chairman Diana Tea Co. Limited Audit Committee – Chairman Nomination and Remuneration Committee – Member Peria Karamalai Tea & Produce Co. Limited Audit Committee – Member Nomination and Remuneration Committee – Chairman Rasoi Limited Audit Committee – Chairman Nomination and Remuneration Committee – Member Stakeholders' Relationship Committee - Member Rosell India Limited Audit Committee – Member Stakeholders' Relationship Committee - Chairman Nomination and Remuneration Committee – Chairman
Shareholding in the Company	7,500 Equity Shares of ₹2 each	Nil	Nil

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

ATTENDANCE SLIP

I hereby record my presence at the TWENTIETH ANNUAL GENERAL MEETING of the Company at Kala Kunj, 48, Shakespeare Sarani, Kolkata 700 017 at 3.00 p.m. on Wednesday, the 6th August, 2014.

.....
Full name of the Member (in block capitals) No. of Shares held Signature

Folio No..... / DP ID No.* & Client ID No.*.....

* Applicable for members holding shares in electronic form.

.....
Full name of Shareholder/Proxy Signature
(in block capitals)

NOTE : Member/Proxy wishing to attend the Meeting must bring the Admission Slip to the Meeting and hand over duly signed at the registration counter.



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PROXY FORM

.....
Full name of the Member (in block capitals) No. of Shares held Signature

Name of the member (s) :

Registered address:

E-mail ID:

Folio No / Client ID:

DP ID:

I/We, being the member (s) holding..... shares of the above named company, hereby appoint

1. Name :

Address :

E-mail ID :

Signature :, or failing him

2. Name :

Address :

E-mail ID :

Signature :, or failing him

3. Name :

Address :

E-mail ID :

Signature :

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twentieth Annual General Meeting of the Company, to be held on the 6th day of August, 2014 at 3.00 p.m. at Kala Kunj, 48, Shakespeare Sarani, Kolkata 700 017 and at any adjournment thereof in respect of such resolutions as are indicated below:





Resolution No.		For *	Against*
1.	Consider and adopt:		
	a) Audited Financial Statement, Reports of the Board of Directors and Auditors		
	b) Audited Consolidated Financial Statement		
2.	Declaration of Dividend on Equity Shares		
3.	Re-appointment of Auditors		
4.1.	Appointment of Dr. S. S. Bajjal as Independent Director		
4.2.	Appointment of Mr. V. P. Agarwal as Independent Director		
4.3.	Appointment of Mr. H. M. Parekh as Independent Director		
4.4.	Fixation of Remuneration of Cost Auditors		
4.5.	Adoption of New Articles of Association		
4.6.	Resolution under Section 180 (1)(a)		
4.7.	Resolution under Section 180 (1)(c)		

Signed this 6th day of August, 2014

Signature of the Shareholder

Please Affix
Revenue
Stamp

Signature of the Proxy holder (s)

Notes :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. *This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

