



# ROSSELL INDIA LIMITED

Annual Report 2018 -2019



**TEA**



**AEROSPACE  
AND DEFENSE**



**KEBAB XPRESS**

# Corporate Information

## BOARD OF DIRECTORS

H. M. Gupta, *Executive Chairman (KMP – Chief Executive Officer)*  
Dr. S. S. Bajjal, *Non-Executive-Independent Director* – upto 31<sup>st</sup> March, 2019  
H. M. Parekh, *Non-Executive-Independent Director* – upto 31<sup>st</sup> March, 2019  
V. P. Agarwal, *Non-Executive-Independent Director* – upto 31<sup>st</sup> March, 2019  
N. Palchoudhuri, *Non-Executive-Independent Director*  
K. Katyal, *Non-Executive-Independent Director* – w.e.f. 1<sup>st</sup> April, 2019  
A. Shukla, *Non-Executive-Independent Director* – w.e.f. 1<sup>st</sup> April, 2019  
N. K. Khurana, *Director (Finance) and Company Secretary (KMP – Chief Financial Officer)*  
R. M. Gupta, *Whole-Time Director*

## AUDIT COMMITTEE

Dr. S. S. Bajjal, *Non-Executive-Independent Director (Chairman)* – upto 31<sup>st</sup> March, 2019  
H. M. Parekh, *Non-Executive-Independent Director (Member)* – upto 31<sup>st</sup> March, 2019  
V. P. Agarwal, *Non-Executive-Independent Director (Member)* – upto 31<sup>st</sup> March, 2019  
N. Palchoudhuri, *Non-Executive-Independent Director (Member) (Chairman – w.e.f. 1<sup>st</sup> April, 2019)*  
K. Katyal, *Non-Executive-Independent Director (Member)* – w.e.f. 1<sup>st</sup> April, 2019  
A. Shukla, *Non-Executive-Independent Director (Member)* – w.e.f. 1<sup>st</sup> April, 2019

## NOMINATION AND REMUNERATION COMMITTEE

H. M. Parekh, *Non-Executive-Independent Director (Chairman)* – upto 31<sup>st</sup> March, 2019  
Dr. S. S. Bajjal, *Non-Executive-Independent Director (Member)* – upto 31<sup>st</sup> March, 2019  
V. P. Agarwal, *Non-Executive-Independent Director (Member)* – upto 31<sup>st</sup> March, 2019  
N. Palchoudhuri, *Non-Executive-Independent Director (Member) – (Chairman – w.e.f. 1<sup>st</sup> April, 2019)*  
K. Katyal, *Non-Executive-Independent Director (Member)* – w.e.f. 1<sup>st</sup> April, 2019  
A. Shukla, *Non-Executive-Independent Director (Member)* – w.e.f. 1<sup>st</sup> April, 2019

## STAKEHOLDERS' RELATIONSHIP COMMITTEE

H. M. Parekh, *Non-Executive-Independent Director (Chairman)* – upto 31<sup>st</sup> March, 2019  
V. P. Agarwal, *Non-Executive-Independent Director (Member)* – upto 31<sup>st</sup> March, 2019  
N. Palchoudhuri, *Non-Executive-Independent Director (Member)* – w.e.f. 1<sup>st</sup> April, 2019  
K. Katyal, *Non-Executive-Independent Director (Member) - (Chairman – w.e.f. 1<sup>st</sup> April, 2019)*  
N. K. Khurana, *Director (Finance) and Company Secretary (Member)*

## CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Dr. S. S. Bajjal, *Non-Executive-Independent Director (Chairman)* – upto 31<sup>st</sup> March, 2019  
V. P. Agarwal, *Non-Executive-Independent Director (Member)* – upto 31<sup>st</sup> March, 2019  
N. Palchoudhuri, *Non-Executive-Independent Director (Member)* – w.e.f. 1<sup>st</sup> April, 2019  
K. Katyal, *Non-Executive-Independent Director (Member) - (Chairman – w.e.f. 1<sup>st</sup> April, 2019)*  
N. K. Khurana, *Director (Finance) and Company Secretary (Member)*

*KMP – Key Managerial Personnel*

## DIVISIONAL HEADS

S. S. Sikand - Rossell Tea  
P. K. Bhagvandas - Rossell Techsys  
AVM (Retd.) S. K. Sofat - Aerotech Services  
Vikram Malhotra – Rossell Hospitality

## AUDITORS

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

## BANKERS

HDFC Bank Limited  
Kotak Mahindra Bank Limited  
The Federal Bank Limited  
YES Bank Limited

## REGISTRAR AND

## SHARE TRANSFER AGENT

CB Management Services Private Limited  
P-22, Bondel Road,  
Kolkata-700 019

## REGISTERED OFFICE

Jindal Towers, Block 'B', 4th Floor,  
21/1A/3, Darga Road, Kolkata - 700017

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## Notice

**NOTICE** is hereby given that the Twenty Fifth Annual General Meeting of the Members of Rossell India Limited will be held on Friday, 9th August, 2019, at 10:30 A.M. at Kala Kunj, 48, Shakespeare Sarani, Kolkata 700 017 to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with the Reports of the Directors and Auditors thereon;
2. To appoint a Director in place of Mr. H. M. Gupta (DIN - 00065973), who retires by rotation, and, being eligible offers himself for re-appointment.

### SPECIAL BUSINESS

#### 3. **Appointment of Mr. Krishan Katyal (DIN- 00765487) as an Independent Director:**

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

RESOLVED THAT Mr. Krishan Katyal (DIN- 00765487), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 1st April, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 and Article 79 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), as amended from time to time, the appointment of Mr. Krishan Katyal (DIN - 00765487), who meets the criteria for independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1) (b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and thus eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of three years commencing from 1st April, 2019 up to 31st March 2022, be and is hereby approved.

#### 4. **Appointment of Mr. Ajai Shukla (DIN -06459352) as an Independent Director:**

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

RESOLVED THAT Mr. Ajai Shukla (DIN - 06459352), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 1st April, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 and Article 79 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company."

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations), as amended from time to time, the appointment of Mr. Ajai Shukla (DIN -06459352), who meets the criteria for independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1) (b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and thus eligible for appointment as an Independent Director of the Company, for a term of One year commencing from 1st April, 2019 up to 31st March 2020, be and is hereby approved.



## Notice

### 5. Ratification of Cost Auditor's Remuneration:

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

RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, M/s Shome & Banerjee, Cost Accountants, (Registration No. 000001), the Cost Auditors appointed by the Board, to conduct the audit of the cost records of the Company in respect of products of Rossell Tea and Rossell Techsys Divisions for the Financial Year ending 31st March, 2020, be paid remuneration as set out in the Explanatory Statement annexed to the Notice.

Place: Delhi  
Date: 24th May, 2019

**By Order of the Board**  
**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. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/ herself and such proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than forty-eight hours before the commencement of AGM. The Instrument of Proxy in Form MGT 11 to be used in this AGM is enclosed.**

**Pursuant to Section 105 of the Companies Act, 2013 (the Act) read with clause 6 of the Secretarial Standard – 2, issued by the Institute of Company Secretaries of India, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.**

2. Corporate Members/ Societies intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of the resolution passed by the Board of Directors / Governing Board, authorizing their representatives to attend and vote on their behalf at the AGM
3. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from 3rd August, 2019 to 9th August, 2019 (both days inclusive) for the purpose of the 25th AGM.
5. The Explanatory Statement pursuant to section 102 (1) of the Act, setting out the material facts concerning each item of Special Business is Annexed to this Notice.
6. Information under Regulation 26(4) and 36 (3) of the SEBI Listing Regulations and as required under Secretarial Standard 2 issued by the Institute of Company Secretaries of India, relating to Directors proposed to be appointed / re-appointed is Annexed to this Notice.
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 Registrar; and
  - (ii) promptly notify any change in their address to the Company / the Registrar, CB Management Services Private Limited, P-22, Bondel Road, Kolkata – 700 019, in case they still hold the Equity Shares in physical form.



## Notice

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

Pursuant to the provisions of Sub-Section 5 of Section 124 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Central Government, after completion of 7 (seven) years.

Further, In terms of the provisions of Section 124 (6) of the Act read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall also be transferred to an IEPF Suspense Account.

In compliance with the above provisions, the following amounts of unpaid dividend pertaining to the Financial Year 2010-2011 along with corresponding Equity Shares thereto were transferred to Investor Education and Protection Fund (IEPF) Authorities of the Central Government during the Financial Year 2018-2019:

Amount of Unpaid Dividend pertaining to the Financial Year 2010-2011 transferred to IEPF	Rs. 1,66,843
No. of Corresponding Shares transferred to IEPF	20,495 Equity Shares

Accordingly, the Company would be transferring the unpaid final dividend and corresponding unclaimed shares for the year ended 31st March 2012, during September, 2019 to IEPF. Those Members, who have not so far encashed their Dividend Warrants from the year ended 31st March, 2012 onwards may immediately approach the Company/ Registrar for revalidation of such Dividend Warrants.

The shares transferred to the IEPF can be claimed by the concerned members from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The details of the unclaimed dividends are available on the Company's website at <http://www.rossellindia.com/financials.html>.

### 11. Unclaimed Equity Shares

In terms of Regulation 39(4) read with Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is maintaining an account under the name and style "Unclaimed Suspense Account", with IL&FS Securities Services Limited, Mumbai and the unclaimed 31,120 Equity Shares of the Company belonging to 57 Members are lying therein as on 31st March, 2019, since the date of opening of the Account. During the Financial Year 2018-2019, the Company received claims from three members for transfer of 600 Equity Shares, along with valid documents, from the said Unclaimed Suspense Account and accordingly approved the same. Further, in compliance with the provisions of Section 124 (6) of the Act read with Rule 6 of the IEPF Rules, 2,250 Equity Shares of the Company belonging to 13 Members, which were earlier lying in the aforesaid Unclaimed Suspense account and in respect of which dividend remained unpaid/unclaimed for more than seven years were transferred to IEPF Authorities.

The Members concerned are requested to lodge their claim with the Company's Registrars and Share Transfer Agents, CB Management Services Private Limited in case no Equity Shares have been received by them after sub-division of the Equity Shares of the Company.

12. The Members are requested to contact the Company's Registrar and Share Transfer Agent, CB Management Services Private Limited for all their queries, transfer requests, or any other matter relating to their shareholding in the Company as per their following contact details:

**P-22, Bondel Road**  
**Kolkata – 700 019**  
**Tel: 033 - 40116700, 40116711, 40116718, 40116723**  
**Email ID: rta@cbmsl.co / ranarc@cbmsl.co**

### 13. Dematerialization of the Equity Shares of the Company

The Equity Shares of the Company are compulsorily required to be held under DEMAT mode for Trading on the Stock Exchanges, where such Equity Shares are listed. These can be held in electronic form with any Depository Participant (DP) with whom the Members have their Depository Account. All the Members, holding Equity Shares of the Company in the physical form, are advised to get the same dematerialized. The Members may contact the Registrar and Share Transfer Agent of the Company at their address mentioned above in case of any query /difficulty in the matter or at the Registered Office of the Company.

SEBI had vide Notification No. SEBI/LAD-NRO/ GN/2018/24 dated 8th June, 2018 and SEBI/LAD-NRO/ GN/2018/49 dated 30th November, 2018 read with BSE circular no. list/comp/15/2018-19 dated 5th July, 2018 and NSE circular no. NSE/CML/2018/26 dated 9th July, 2018 directed that transfer of securities would be carried out in dematerialised form only with effect from 1st April, 2019, except in case of transmission or transposition of securities. However Members can continue to hold shares in physical form. Accordingly, Shareholders holding securities in physical form were separately communicated by CB Management Services Pvt. Ltd (RTA) on 10th July, 2018 (by Speed Post) and on 11th August, 2018



## Notice

and 12th September, 2018 (by Ordinary Post) at their registered address. In view of the above and to avail free transferability of shares and the benefits of dematerialization, members are requested to consider dematerialize shares held by them in physical form. Members may note that Transfer deed(s) once lodged prior to 1st April, 2019 and returned due to deficiency in the document may be re-lodged even after the 1st April, 2019 with the office of the CB Management Services Pvt. Ltd., Kolkata or at the Registered Office of the Company. The Company will abide by the guidelines issued by Statutory Authorities from time to time in the matter.

14. Pursuant to Section 101 and Section 136 of the Act, read with Rule 11 of the Companies (Accounts) Rules, 2014, and in support of the concept of 'Green Initiative', the Company would serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company, the Registrar and Share Transfer Agents or with the Depository. Therefore, Members who have not registered their e-mail addresses so far are requested to register their e-mail id with the Company's Registrar and Share Transfer Agent at [www.cbmsl.com/green.php](http://www.cbmsl.com/green.php) or with the Company at [corporate@rosselltea.com](mailto:corporate@rosselltea.com).
15. The Annual Report of the Company circulated to the Members of the Company, shall be made available on the Company's website at [www.rossellindia.com](http://www.rossellindia.com).
16. Members are requested to send their queries, if any, on Annual Report to the Company Secretary, at least 7 days before the date of Meeting, so that the requisite information/explanations can be provided in time.
17. The route map showing directions to reach the venue of the 25th Annual General Meeting is annexed at end of this Notice as per the requirement of the Secretarial Standards-2.
- 18. Voting through electronic means:**
  - a) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the Members, the facility to cast their votes through e-voting (including remote e-voting) on all Resolutions set forth in this Notice. The facility for voting through ballot or polling paper shall also be made available at the Meeting and Members attending the Meeting, who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.
  - b) The Board of Directors has appointed M/s. A. K. Labh & Co., Practicing Company Secretaries, (Membership No. F4848) Kolkata as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

### The details of the process and manner for remote e-voting are explained herein below:

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

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

### Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.



## Notice

### 4. Your User ID details are given below :

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

### 5. Your password details are given below:

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

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

- Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).  
If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

### Details on Step 2 is given below:

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

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.



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

#### General Guidelines for shareholders

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

#### Other Instructions:

- i) The e-voting period commences on Tuesday, 6th August, 2019 (9.00 a.m. IST) and ends on Thursday, 8th August, 2019 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, 2nd August 2019, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM
  - ii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
  - iii) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - iv) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - v) The voting rights of members shall be in proportion to their shares of the Paid up Equity Share Capital of the Company as on the cut-off date of 2nd August, 2019.
  - vi) The Scrutiniser shall, immediately after the conclusion of voting at General Meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall within 3 days of conclusion of the meeting submit a consolidated scrutiniser report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.
  - vii) The results along with the Scrutinisers Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to BSE Limited and National Stock Exchange of India.
  - viii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company or to the Company's Registrar and Share Transfer Agent, named above.

By Order of the Board

**N K Khurana**

Director (Finance) and  
Company Secretary  
FCS - 2173

Place: Delhi

Date: 24th May, 2019

#### Registered Office:

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





## Notice

### EXPLANATORY STATEMENT

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

Attached to the Notice convening the Twenty Fifth Annual General Meeting to be held on 9th August, 2019.

### ITEMS NO. 3 & 4

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Krishan Katyal (DIN- 00765487) and Mr. Ajai Shukla (DIN - 06459352) as Additional Directors of the Company and also Independent Directors, not liable to retire by rotation, for a term as stated in the respective resolution, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and Article 79 of the Articles of Association of the Company, each of these Directors shall hold office up to the date of this 25th Annual General Meeting ("AGM") and are eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received a notice in writing from two different Members, proposing their candidature for the office of Directors.

The Company has received declarations from both of them to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In the opinion of the Board, each of these Directors fulfills the conditions specified in the Act, Rules and Listing Regulations for appointment as Independent Directors and is independent of the management of the Company.

A brief profile of the Independent Directors to be appointed is given below:

Mr. Krishan Katyal is a commerce graduate from St. Xavier's College, Kolkata and has over four decade of experience in Tea Industry. He retired as the Chairman of J. Thomas and Company Private Limited, oldest and largest tea auction firm in the world. He is a professional tea tester and auctioneer, specialized with Darjeeling and premium quality Assam Orthodox and CTC. He has 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 & United Planters' Association of Southern India. He has been a member of the Tea Advisory Committee appointed by the Ministry of Commerce from 2004 to 2006. He is a member on Committees of Tea Research Association, Calcutta Tea Traders Association and Guwahati Tea Auction Committee. He is also a member of the North Indian Tea Council constituted by the Tea Board of India. He has been Special Invitee to the Board of the Tea Board of India. He is a speaker/ presenter at several international Tea Conventions and Conferences.

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

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

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item Nos. 3 & 4 of this Notice except Mr. Krishan Katyal and Mr. Ajai Shukla themselves.

The Board recommends the adoption of the proposed Ordinary Resolutions at Item Nos. 3 and 4 of this Notice for approval of the Members.



## Notice

### ITEM NO. 5

The Board, upon recommendation of the Audit Committee, has approved the appointment of M/s. Shome & Banerjee, Cost Accountants (Registration No. 000001) as Cost Auditors to conduct the audit of the Cost Records maintained in respect of products of Rossell Tea and Rossell Techsys Divisions of the Company for the Financial Year ending 31st March, 2020 at a remuneration of ₹ 1,20,000 (Rupees one lakh twenty thousand) plus applicable Taxes thereon and reimbursement of actual out of pocket expenses.

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

Accordingly, the consent of the Members is sought by way of Ordinary Resolution in this regard. The Directors recommend the proposed Ordinary Resolution for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the proposed Ordinary Resolution at Item No. 5 of the Notice.

Place: Delhi  
Date: 24th May, 2019

#### Registered Office:

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

By Order of the Board

**N K Khurana**  
*Director (Finance) and  
Company Secretary*  
FCS - 2173