



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 22903035, Fax : 033 22875269, e-mail : corporate @rosselltea.com

NOTICE

NOTICE is hereby given that the Twenty Second Annual General Meeting of the Members of Rossell India Limited will be held on Wednesday, 3rd August, 2016, at 10.30 A.M. at Kala Kunj, 48, Shakespeare Sarani, Kolkata 700 017 to transact the following business :

ORDINARY BUSINESS

1. To consider and adopt –
 - (a) The Audited Financial Statement of the Company for the financial year ended 31st March, 2016 together with the Reports of the Directors and Auditors thereon; and
 - (b) The Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2016 together with the Report of the Auditors thereon.
2. To confirm payment of Interim Dividend on Equity Shares for the Financial Year 2015-2016.
3. To appoint a Director in place of Ms. Nayantara Palchoudhuri (DIN : 00581440), who retires by rotation and being eligible offers herself for re-appointment.
4. 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 Twenty Second Annual General Meeting till the Conclusion of Twenty Third 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

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

5.1 As Special Resolutions:

"RESOLVED THAT pursuant to the provisions of Section 188, 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Section I and Section II of Part II of Schedule V to the said Act and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members be and is hereby accorded to the re-appointment of Mr. C. S. Bedi, Managing Director (DIN: 00123400) for a further period of 3 (Three) years i.e. for the period from 1st October, 2016 to 30th September, 2019, on the terms and conditions, including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting to be made effective from the date of his re-appointment as approved by the Board of Directors upon recommendation made by the Nomination and Remuneration Committee of the Board in accordance with Schedule V, Section I and Section II of Part II of the Companies Act, 2013 and also approved by the Audit Committee of the Board in accordance with the Policy of the Company on Related Party Transactions."

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

5.2 As Ordinary Resolutions :

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded to the Board of Directors to enhance the remuneration payable with effect from 1st September, 2016 to Mrs. Vinita Gupta, wife of Mr. H.M. Gupta, Executive Chairman, holding the office or place of profit within the meaning of Section 188(1)(f) of the Companies Act, 2013 read with Explanation thereto, as Executive Vice President, a regular employee of the Company in



Vice President Cadre, in the manner as set out in the Explanatory Statement annexed to the Notice convening this Meeting, as approved by the Board of Directors upon recommendation made by the Nomination and Remuneration Committee as per the Remuneration Policy of the Company and also approved by the Audit Committee in accordance with the Policy of the Company on Related Party Transactions.”

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

5.3 As Ordinary Resolutions :

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded to the Board of Directors to enhance the remuneration payable with effect from 1st September, 2016 to Ms. Samara Gupta, daughter of Mr. H.M. Gupta, Executive Chairman, holding the office or place of profit within the meaning of Section 188(1) (f) of the Companies Act, 2013 read with Explanation thereto, as Vice President, a regular employee of the Company, in the manner as set out in the Explanatory Statement annexed to the Notice convening this Meeting, as approved by the Board of Directors upon recommendation made by the Nomination and Remuneration Committee as per the Remuneration Policy of the Company and also approved by the Audit Committee in accordance with the Policy of the Company on Related Party Transactions.”

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

5.4 As an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, M/s Shome and Banerjee, Cost Accountants, (Registration No. 000001) the Cost Auditors appointed by the Board, to conduct the audit of the cost records of the Company in respect of Tea and Tea Products for the financial year ending 31st March, 2017, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice.”

By Order of the Board

N K Khurana

Chief Financial Officer

- cum-Company Secretary

Place : Delhi

Date : 30th May, 2016

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 Board of Directors / Governing Board Resolution 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 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.

5. 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.
6. **Members are requested to bring the Attendance Slip duly filled in along with their copy of Annual Report to the Meeting.**
7. 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
8. Members are also 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, as stated above, in case they still hold the Equity Shares in physical form.
9. Unpaid Dividend

In terms of Section 124 of the Act, 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. Accordingly, the Company would be transferring the unpaid dividend for the year ended 31st March 2009 to the Investor Education and Protection Fund during August, 2016. Those Members, who have not so far encashed their Dividend Warrants from the year ended 31st March, 2009 onwards may immediately approach the Company for revalidation of such Dividend Warrants.
10. Unclaimed Equity Shares

In terms of Regulation 39(4) read with Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has opened an account under the name and style "Unclaimed Suspense Account", with IL&FS Securities Services Limited, Mumbai and the unclaimed 1,17,110 Equity Shares of the Company belonging to 482 Members are lying therein as on 31st March, 2016, since the date of opening of the Account. No claim was received by the Company till 31st March, 2016 from any of those Members. The Members concerned are requested to lodge their Claim with the Company's Registrars and Share Transfer Agents, CB Management Services Private Limited in case no Equity Shares have been received by them after sub-division of the Equity Shares of the Company.
11. 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 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.
12. Pursuant to Section 101 and Section 136 of the Act, read with Rule 11 of the Companies (Accounts) Rules, 2014, Company may serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company 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 or with the Company at corporate@rosselltea.com.
13. 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.
14. Members are expected to send their queries, if any, on Annual Report to the Company Secretary, atleast 7 days before the date of Meeting, so that the requisite information/explanations can be provided in time.



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 7 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 Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 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 e-voting shall be able to exercise their right at the Meeting.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

A. In case a Member receives an e-mail from NSDL (for Members whose e-mail address is registered with the Company's Registrar and Share Transfer Agent/Depositories)

1. Open the attached PDF file "e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com>
3. Click on "Shareholder - Login".
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
7. Select "EVEN" (E-Voting Event Number) of Rossell India Limited. Members can cast their vote online from 29th July, 2016 (9:00 am) till 2nd August, 2016 (5:00 pm).
8. Now you are ready for "e-Voting" as "Cast Vote" page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
10. Upon confirmation, the message "Vote cast successfully" will be displayed.
11. Once you have voted on the resolution, you will not be allowed to modify your vote.
12. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizeraklabh@gmail.com/aklabh@aklabh.com/aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in and corporate@rosselltea.com.

B. In case a Member receives physical copy of the Notice by Post [for Members whose e-mail addresses are not registered Company's Registrar and Share Transfer Agent/Depositories]:

- a) Initial password would be provided at the bottom of the Attendance Slip for the AGM.
- b) Please follow all steps from Sl. No. (1) to Sl. No. (12) above, to cast vote.

Please note the following :

- i) e-Voting shall not be allowed beyond time specified in point 16 A.7 above.
- ii) 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.
- iii) 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.
- iv) 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.
- v) 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).
- vi) 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 27th July, 2016.
- vii) M/s. A.K. Labh & Co., Practicing Company Secretaries, (Membership No. F4848) Kolkata has been appointed 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.
- viii) 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.
- ix) 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.
- x) 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 or call on toll free no.: 1800-222-990.

Place : Delhi
Date : 30th May, 2016

By Order of the Board
N K Khurana
Chief Financial Officer
- cum-Company Secretary



EXPLANATORY STATEMENT

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

Attached to the Notice convening the Twenty Second Annual General Meeting to be held on 3rd August, 2016

ITEM NO. 5.1

The existing tenure of appointment of Mr. C.S. Bedi, (Mr. Bedi) as Managing Director is due to expire on 30th September, 2016 in terms of the Members' approval accorded at the 19th Annual General Meeting of the Company held on 2nd August, 2013. Since Mr. Bedi is a Related Party within the meaning of Sec. 2 (76) of the Act as well as Regulation 2 (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee of the Board at their Meeting held on 30th May, 2016, has approved the re-appointment of Mr. Bedi for a further period of 3 years i.e. for the period from 1st October, 2016 to 30th September, 2019, in compliance with the Company's Policy on Related Party Transactions and the provisions of Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Based on the recommendations of the Audit Committee, the Board of Directors in their Meeting held on 30th May, 2016 re-appointed Mr. Bedi for the abovementioned period, subject to approval by the Members of the Company by Special Resolution, at a remuneration to be paid to him as approved by the Nomination and Remuneration Committee in accordance with the Remuneration Policy of the Company and detailed below:

1. Salary :

₹ 3,50,000 only per month in the range of ₹3,50,000 – ₹ 4,50,000. Annual increments to Mr. Bedi during his tenure shall be based on the recommendation of the Nomination and Remuneration Committee within the aforesaid scale in accordance with Remuneration Policy of the Company and approval of such increment by the Audit Committee in accordance with the Policy on Related Party Transactions.

2. Perquisites and Allowances :

The sum total of all the perquisites and allowances in such form and in such manner, as may be decided from time to time by the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, shall be restricted to an amount equal to 100% of Annual Salary. Within the aforesaid ceiling Mr. Bedi shall be entitled to following perquisites and allowances:

- i) **Special Allowance** : Not exceeding 30% of Salary.
- ii) **Housing** : Rent-free furnished accommodation, for which rent shall not exceed 50% of the salary, along with the expenditure on gas, electricity, water and furnishing thereof shall not exceed 10% of the salary. In case no accommodation is provided, House Rent Allowance up to 50% of the salary shall be payable to Mr. Bedi.
- iii) **Medical** : Reimbursement of expenses incurred for self and family, subject to a ceiling of one month's salary in one year or three months' salary during the present tenure of his appointment.
- iv) **Leave Travel Allowance** : For self and family, once in the year in accordance with the Rules of the Company.
- v) **Contribution to Provident Fund, Superannuation Fund and Gratuity Fund** : As per Rules of the Company.
- vi) **Earned Leave** : As per Rules of the Company. Leave not availed shall be allowed to be encashed.

Provision of Car for use on Company's business, telephones at residence and mobile telephones will not be considered as perquisites.

Perquisites shall be evaluated as per Income Tax Act, 1961 as provided under Sec. 2 (78) of the Act.

3. Minimum Remuneration :

In the event of loss or inadequacy of profit in any Financial Year during the tenure of Mr. Bedi, he will be entitled to the Minimum Remuneration comprising of Salary, Perquisites and Allowances within the applicable ceiling as prescribed under Part II Section II Clause (A) proviso of Schedule V to the Act. Accordingly, approval is being obtained from the Members by Special Resolutions. In that event, the above salary, Allowances and Perquisites shall be payable as Minimum Remuneration, as applicable.

4. Overall Remuneration :

The overall remuneration payable to Mr. Bedi shall not, subject to minimum remuneration as specified hereinabove, exceed 5% of the Net Profits of the Company in a Financial Year computed in the manner laid down in Section 198 of the Act with overall remuneration payable to all the managerial personnel remaining within the total ceiling of 10% of the Net Profits of the Company computed in the manner as aforesaid.

5. Disentitlement to Director's Fees:

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

6. Duties :

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

Mr. Bedi has been a Tea Planter and is associated with the Company since its inception in various capacities. He has been the Chairman of the Indian Tea Association as well as the Tea Research Association. With his specialization and vast experience of nearly five decades in the Tea Industry, the Company has benefited immensely from this association. The Directors, thereafter, recommend adoption of the proposed special resolutions for re-appointment of Mr. Bedi as Managing Director.

None of the Directors, Key Managerial Personnel or their relatives, other than Mr. Bedi himself is concerned or interested in the proposed Special Resolutions at Item No. 5.1 of the Notice.

ITEM NO. 5.2

In terms of Section 188(1)(f) of the Companies Act, 2013, the Board of Directors, at their Meeting held on 16th May, 2014, had appointed Mrs. Vinita Gupta, (Mrs. Gupta) wife of Mr. H. M. Gupta, Executive Chairman as a regular employee, subject to the Rules of the Company as applicable to similar other employees in the Company, designated as Executive Vice President of the Company with effect from 1st June, 2014 at a remuneration not exceeding ₹ 30 lacs per annum i.e. within the limit prescribed in Rule 15(3)(b) of the Companies (Meeting of Board and its Powers) Rules, 2014. During the Financial Year 2015-2016, Mrs. Gupta was in receipt of a remuneration of ₹ 25.64 lacs. She is entitled to an annual increment as given to other regular employees of the Company and her remuneration after such annual increment would exceed the prescribed limit of ₹ 30 lacs.

In terms of the first proviso to Sub Section (1) of Section 188 of the Companies Act, 2013, read with Rule 15(3) (b) of the Companies (Meeting of Board and its Powers) Rules, 2014, appointment of a related party to any office or place of profit in the Company at a monthly remuneration exceeding ₹ 2.50 lacs requires prior approval from Members by means of Ordinary Resolution.

Since Mrs. Gupta is a related party within the meaning of Sec. 2 (76) of the Act as well as Regulation 2 (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee of the Board, at their Meeting held on 30th May, 2016, has recommended the revision in the remuneration of Mrs. Gupta, pursuant to Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, in accordance with Company's Policy on Related Party Transaction and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Based on the recommendations of the Audit Committee, as aforesaid, the Board of Directors at their Meeting held on 30th May, 2016, approved the revision in the terms of appointment of Mrs. Gupta with effect from 1st September, 2016 subject to approval by the Members of the Company by Ordinary Resolution, at a remuneration to be paid to her as approved by the Nomination and Remuneration Committee in accordance with the Remuneration Policy of the Company and detailed below

1. Salary :

₹ 3,00,000 only per month in the range of ₹ 3,00,000 – ₹ 6,00,000. Annual increments to Mrs. Gupta, from 1st April every year, shall be as such as may be granted by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee within the aforesaid scale in accordance with the Remuneration Policy of the Company and approval of such increment by the Audit Committee in accordance with the Policy on Related Party Transactions.

2. Perquisites and Allowances :

The sum total of all the perquisites and allowances in such form and in such manner, as may be decided from time to time by the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, shall be restricted to an amount equal to 100% of Annual Salary. Within the aforesaid ceiling Mrs. Gupta shall be entitled to following perquisites and



allowances:

- i) **Special Allowance** : Not exceeding 30% of Salary.
- ii) **Servants** : Provision of servants not exceeding two in numbers.
- iii) **Medical** : Reimbursement of expenses incurred for self and family, as per the Rules of the Company.
- iv) **Club Subscriptions** : Monthly subscriptions for not more than 2 clubs.
- v) **Contribution to Provident Fund and Gratuity Fund** : As per Rules of the Company.
- vi) **Earned Leave** as per Rules of the Company. Leave not availed shall be allowed to be encashed.

Provision of Car for use on Company's business, telephones at residence and mobile telephones will not be considered as perquisites.

Perquisites shall be evaluated as per Income Tax Act, 1961 as provided under Sec. 2 (78) of the Act.

Mrs. Gupta, 52 years old, is a Graduate and was Whole time Director of BMG Enterprises Ltd., Delhi, the Holding Company of the Company for almost two decades and was actively involved in their business. Since her association with Rossell India Limited, she has been actively involved in creating and nurturing various outlets of "Kebab Xpress" operated by Rossell Hospitality Division. In keeping with the long term growth plans of this business, the number of outlets of "Kebab Xpress" are on a rise and soon the new outlets will be opened in other cities outside the NCR. Thus, she has a much bigger role to play in developing "Kebab Xpress" as a Brand with her future vision and business acumen. Since she carries considerable responsibilities in the Company, she deserves a higher remuneration as being paid to other regular employees in the similar cadre.

In view of this, your Directors, recommend adoption of the proposed Ordinary Resolutions for seeking your consent for enhancement in the remuneration payable to Mrs. Gupta in the manner aforesaid.

None of the Directors, Key Managerial Personnel or their relatives, other than Mr. H. M. Gupta, Executive Chairman is concerned or interested in the proposed Ordinary Resolutions at Item No. 5.2 of the Notice.

ITEM NO. 5.3

In terms of Section 188(1)(f) of the Companies Act, 2013, the Board of Directors, at their Meeting held on 16th May, 2014, had appointed Ms. Samara Gupta, (Ms. Gupta), daughter of Mr. H. M. Gupta, Executive Chairman as a regular employee, subject to the Rules of the Company as applicable to similar other employees in the Company, designated as Vice President of the Company with effect from 1st June, 2014 at a remuneration not exceeding ₹ 30 lacs per annum i.e. within the limit prescribed in Rule 15(3)(b) of the Companies (Meeting of Board and its Powers) Rules, 2014. During the Financial Year 2015-2016, Ms. Gupta was in receipt of a remuneration of ₹ 25.29 lacs. She is entitled to an annual increment as given to other regular employees of the Company and her remuneration after such annual increment would exceed the prescribed limit of ₹ 30 lacs.

In terms of the first proviso to Sub Section (1) of Section 188 of the Companies Act, 2013, read with Rule 15(3) (b) of the Companies (Meeting of Board and its Powers) Rules, 2014, appointment of a related party to any office or place of profit in the Company at a monthly remuneration exceeding ₹ 2.50 lacs requires prior approval from Members by means of Ordinary Resolution.

Since Ms. Gupta is a related party within the meaning of Sec. 2 (76) of the Act as well as Regulation 2 (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee of the Board, at their Meeting held on 30th May, 2016, has recommended the revision in the remuneration of Ms. Gupta, pursuant to Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, in accordance with Company's Policy on Related Party Transaction and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the recommendations of the Audit Committee, as aforesaid, the Board of Directors at their Meeting held on 30th May, 2016, approved the revision in the terms of appointment of Ms. Gupta with effect from 1st September, 2016 subject to approval by the Members of the Company by Ordinary Resolution, at a remuneration to be paid to her as approved by the Nomination and Remuneration Committee in accordance with the Remuneration Policy of the Company and detailed below :

1. Salary :

₹ 2,25,000 only per month in the range of ₹ 2,25,000– ₹ 5,00,000. Annual increments to Ms. Gupta, from 1st April every year, shall be as such as may be granted by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee within the aforesaid scale in accordance with Remuneration Policy of the Company and approval of

such increment by the Audit Committee in accordance with the Policy on Related Party Transactions.

2. Perquisites and Allowances :

The sum total of all the perquisites and allowances in such form and in such manner, as may be decided from time to time by the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, shall be restricted to an amount equal to 100% of Annual Salary. Within the aforesaid ceiling Ms. Gupta shall be entitled to following perquisites and allowances:

- i) **Special Allowance** : Not exceeding 30% of Salary.
- ii) **Servants** : Provision of servants not exceeding two in numbers.
- iii) **Medical** : Reimbursement of expenses incurred for self and family, as per the Rules of the Company.
- iv) **Club Subscriptions** : Monthly subscriptions for not more than 2 clubs.
- v) **Contribution to Provident Fund** as per Rules of the Company.
- vi) **Gratuity** payable at a rate not exceeding half a month's salary for each completed year of service as per Rules of the Company.
- vii) **Earned Leave** as per Rules of the Company. Leave not availed shall be allowed to be encashed.

Provision of Car for use on Company's business, telephones at residence and mobile telephones will not be considered as perquisites. Perquisites shall be evaluated as per Income Tax Act, 1961 as provided under Sec. 2 (78) of the Act.

Ms. Gupta, 30 years old, 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. She was earlier employed with BMG Enterprises Ltd., the Holding Company of the Company. She has also been actively involved in various philanthropic activities in association with certain NGOs. In view of her educational background and on the job training, she has been assigned full responsibility of monitoring various CSR Projects being undertaken by the Company, apart from carrying out Human relations and Public relations functions of the Company. She is also involved in various other activities of the Company. In view of her excellent performance so far, she also deserves a higher remuneration as being paid to other regular employees in the similar cadre.

In view of this, your Directors, recommend adoption of the proposed Ordinary Resolutions for seeking your consent for enhancement in the remuneration payable to Ms. Gupta in the manner aforesaid.

None of the Directors, Key Managerial Personnel or their relatives, other than Mr. H. M. Gupta, Executive Chairman is concerned or interested in the proposed Ordinary Resolutions at Item No. 5.3 of the Notice.

ITEM NO. 5.4

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 for the year ending 31st March, 2017 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 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. 5.4 of the Notice.

By Order of the Board

N K Khurana

Chief Financial Officer

- cum-Company Secretary

Place : Delhi

Date : 30th May, 2016



Statement pursuant to the requirement of Clause (B), Section II, Part-II, of Schedule V of the Companies Act, 2013 for Remuneration proposed to be paid to Mr. C.S. Bedi(Mr. Bedi), Managing Director.

I. General Information:

(1) Nature of Industry

The Company is a multi-divisional Conglomerate and is engaged in the following business:

- (a) **Rossell Tea Division** : Cultivation, Manufacture and Sale of Black Tea.
- (b) **Aerotech Services Division** : Technical and Support Services.
- (c) **Rossell Techsys Division** : Design and Development of Avionics Equipment.
- (d) **Rossell Hospitality Division** : Indian Quick Service Restaurants known as Kebab Xpress.

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

The Company is an existing Company and owns Seven (7) Tea Estates in the State of Assam. The Aerotech Services Division and Rossell Techsys Division commenced business activities on and from 1st April, 2006 and 1st October, 2008 respectively. Rossell Hospitality Division was created on 1st December, 2011.

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

Not applicable.

(4) Financial performance based on given indicators :

(₹ in lakhs)

Particulars	2015-2016	2014-2015
Total Turnover	15,756.00	13,675.53
Operating Profit before Finance Costs and Depreciation	2,850.11	2,255.81
Less : Finance Costs	691.48	724.45
Profit before Depreciation	2,158.63	1,531.36
Depreciation	953.01	956.41
Profit before Exceptional Items	1,205.62	574.95
Exceptional Items	-	-
Profit before Taxation	1,205.62	574.95

(5) Foreign Investments and Collaborators, if any

During the year, the Company has invested ₹ 437.31 lakhs in Foreign Currency to acquire 6,85,750 Preference Shares of US Dollar 1 each, fully paid up in RV Enterprizes Pte. Ltd., Singapore (Joint Venture). Total Foreign Investments as on 31st March, 2016 has been ₹ 2,011.49 lakhs.

As on 31st March, 2016, 9.45% of the Company's Equity Share Capital was held by a Foreign Institutional Investor.

II. Information about the appointees

(1) Background details

Mr. Bedi is B.A. (Hons.) and was a Tea Planter himself. He has acquired sufficient expertise in Cultivation, Manufacture and Marketing of Tea. He has substantial administrative experience over his nearly five decades association with the Tea Industry. Having worked with Rydak Syndicate Ltd., he has been with the Company since its inception and after working in various capacities, held the office of Executive Director from 1st April, 2003 to 30th September, 2007 and thereafter the office of Managing Director from 1st October, 2007 till date. His existing tenure of service as Managing Director is due to expire on 30th September, 2016.

(2) Past Remuneration

Mr. Bedi was paid the remuneration in terms of the resolution passed by the Members of the Company in the 19th Annual General Meeting held on 2nd August, 2013. The remuneration for the year 2013-14, 2014-15 and 2015-16 as the Managing Director was ₹ 48.34 lakhs, ₹ 49.11 lakhs and ₹ 57.86 lakhs respectively.

(3) Recognition or Awards

Mr. Bedi was the Chairman of the Consultative Committee of Plantation Associations, the Indian Tea Association (ITA) and the Tea Research Association (TRA), the premier Institutions for the Tea Industry.

(4) Job Profile and Suitability

Mr. Bedi has in-depth knowledge of Tea Industry, having worked in various capacities in the Company since its inception. Mr. Bedi has been the Managing Director of the Company for more than Eight years and entrusted with day to day functions of the Company under the supervision and control of the Board of Directors. With his background and vast knowledge, the performance of the Company has scaled a new height. He is actively involved in the affairs of the Tea Industry as a Senior Professional, having held the office of Chairman in Tea Research Association as well as Indian Tea Association. Thus, he is eminently suited for re-appointment as Managing Director of the Company.

(5) Remuneration Proposed

The remuneration proposed to be paid to Mr. Bedi, as recommended by the Nomination and Remuneration Committee and accepted by the Board of Directors, has been embodied in the proposed Special Resolution.

(6) Comparative remuneration Profile with respect to Industry

Name of the Company	Designation	Total Remuneration (₹ in Lakhs)	Year
Warren Tea Ltd.	Managing Director	94.23	2014-15
Goodricke Group Ltd.	Managing Director	152.40	2014
McLeod Russel India Ltd.	Managing Director	482.18	2014-15

(7) Pecuniary Relationship

Except for the remuneration in consideration of his services rendered to the Company, Mr. Bedi has no pecuniary relationship with the Company. However, the Company has taken on rent a residential accommodation jointly owned by Mrs. & Mr. Bedi at a monthly rent of ₹ 70,000 per month.

III. Other Information

(1) Reasons of Loss or inadequate Profit

The profit of the Company for the year ended 31st March, 2016 is considered to be adequate keeping in view the profitability of other Tea Companies as well as the performance of other Divisions of the Company.

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

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 has become a benchmark. Emphasis is given to sell the produce in 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 regime." Presently the Company owns 7 Tea Estates in the State of Assam and is on the constant lookout for more Tea Estates both in India and overseas.

As regards Aviation Product and Services, the Company continues to focus on the Indian Defense Sector to address the increased potential for business. The Company has signed various MOUs with OEMs for offset work in this sector. A new world class facility has been set up at Bangalore with enhanced capabilities to meet the needs for quality and timely production. The Division has been catering to the requirements of certain International Companies.

Rossell Hospitality has been successfully operating as on 31st March, 2016, 10 North Indian Fast Food Outlets- "Kebab Xpress" in Delhi and NCR and is on an expansion mode within India. Plans are afoot to increase the number of such outlets to 25 by 31st March, 2017 in Delhi and NCR with presence in other cities too in due course.

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

Although the present fundamentals in the market may have a favorable impact on the general business sentiments and growth in the Indian Economy in the days ahead, the productivity and profitability in respect of any of the businesses cannot be quantified in measurable terms due to uncertainties involved.



IV. Disclosures

(1) Information on the Remuneration Package of Managing Director

The details of the Remuneration package have been embodied in the Explanatory Statement for the proposed Special Resolution.

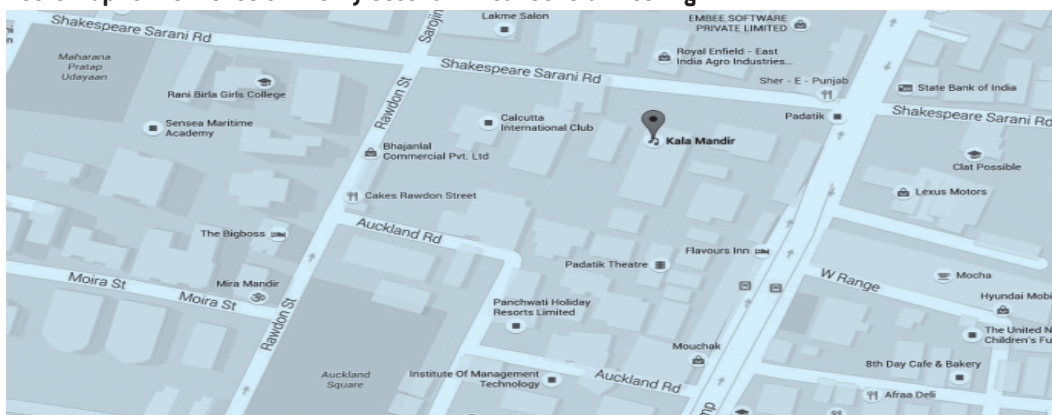
(2) Disclosure under Corporate Governance in the Report of the Board of Directors

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

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

Name of the Director	Mr. C.S. Bedi	Ms. N.Palchoudhuri
Date of Birth	18th September, 1947	24th June, 1962
Date of Appointment	1st April, 2003 (As Executive Director) 1st October, 2007 (As Managing Director)	6th August, 2014
Qualifications	B.A. (Hons.) from St. Stephen's College, University of Delhi	B.A. (Hons.) – Gold Medalist from Jadavpur University, M.A in Development Studies from University of London, M.Phil. from London School of Economics and Political Science.
Expertise in specific functional areas	Tea Cultivation, Manufacture and Marketing	Rich experience in the operations and management of Tea Estates / Companies.
Companies in which he/she holds Directorship	Rossell India Limited	Rossell India Ltd. Washabarie Tea Co Pvt. Ltd. West Bengal Tea Development Corporation Ltd. Ludlow Jute & Specialties Ltd. Tollygunge Club Ltd. JSW Bengal Steel Ltd. AMBA River Coke Ltd. Vesuvius India Ltd. Tide Water Oil Co. (India) Ltd.
Chairman / Member of the Committees of the Board of the Companies on which he/she is a Director (include only Audit Committee and Stakeholders' Relationship Committee)	Rossell India Ltd. Member of Stakeholders Relationship Committee	Rossell India Ltd. - Member of the Audit Committee. AMBA River Coke Ltd. - Member of the Audit Committee. Vesuvius India Ltd. - Member of Audit Committee and Stakeholders' Relationship Committee.
Number of shares held in the Share Capital of the Company	500 Nos. Equity Share	NIL

Route Map to the Venue of Twenty Second Annual General Meeting



Kalamandir – Kala Kunj, 48, Shakespeare Sarani, Kolkata 700 017



ROSSELL INDIA LIMITED

ATTENDANCE SLIP

CIN: L01132WB1994PLC063513

Registered Office: Jindal Towers, Block 'B', 4th Floor

21/1A/3, Darga Road, Kolkata - 700 017, Website: www.rossellindia.com

Phone : 033 22903035, Fax : 033 22875269, e-mail : corporate @rosselltea.com

I hereby record my presence at the **TWENTY SECOND ANNUAL GENERAL MEETING** of the Company on Wednesday the 3rd August, 2016, at 10.30 A.M. at Kala Kunj, 48, Shakespeare Sarani, Kolkata 700 017 or any adjournment thereof.

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

.....
Signature of the Shareholder

.....
Signature of Proxy

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

FOR ATTENTION OF THE MEMBER

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

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Even Number)	User ID	Password



ROSSELL INDIA LIMITED

CIN: L01132WB1994PLC063513

Registered Office: Jindal Towers, Block 'B', 4th Floor

21/1A/3, Darga Road, Kolkata - 700 017, Website: www.rossellindia.com

Phone : 033 22903035, Fax : 033 22875269, e-mail : corporate @rosselltea.com

PROXY FORM - FORM NO. MGT-11

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Second Annual General Meeting of the Company, to be held on Wednesday the 3rd August, 2016, at 10.30 A.M. at Kala Kunj, 48, Shakespeare Sarani, Kolkata 700 017 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Description	Optional (✓)	
		For	Against
Ordinary Business			
1	To Adopt the Audited Financial Statements relating to the financial year ended 31st March, 2016 and Auditors Report and Directors report thereon.		
2	To Confirm payment of Interim Dividend for the Financial Year 2015-16.		
3	To appoint a Director in place of Ms. N.Palchoudhuri(DIN: 00581440), who retires by rotation, and, being eligible offers herself for re-appointment.		
4	To re-appoint M/s S. S. Kothari & Co., Chartered Accountants, Kolkata (Registration No. 302034E), as Statutory Auditors of the Company.		
Special Business			
5.1	To re-appoint Mr. C. S. Bedi,(DIN: 00123400) as Managing Director.		
5.2	To revise the terms of appointment of Mrs. Vinita Gupta.		
5.3	To revise the terms of appointment of Ms. Samara Gupta		
5.4	To ratify the remuneration payable to M/s. Shome & Banerjee, Cost Accountants as Cost Auditors.		

Signed this day of 2016.

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

Affix
Revenue Stamp
of Re. 1

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