

ROSSELL INDIA LIMITED



13th January, 2025

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

Sub.: Submission of Integrated Filing (Governance) for the Quarter ended 31st December, 2024

In compliance with the SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024, enclosed the Integrated Filing (Governance) for the Quarter ended 31st December, 2024.

Kindly acknowledge receipt of the same.

Yours Faithfully,

For **ROSSELL INDIA LTD.**

**(NIRMAL KUMAR KHURANA)
DIRECTOR (FINANCE) AND
COMPANY SECRETARY**



Encl. As above

REGISTERED OFFICE : JINDAL TOWERS, BLOCK 'B', 4TH FLOOR, 21/1A/3, DARGA ROAD, KOLKATA - 700 017
CIN : L01132WB1994PLC063513, WEBSITE : www.rossellindia.com
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FORMAT QUARTERLY INTEGRATED FILING (GOVERNANCE)

A. COMPLIANCE REPORT ON CORPORATE GOVERNANCE TO BE SUBMITTED BY A LISTED ENTITY ON A QUARTERLY BASIS

NAME OF THE LISTED ENTITY: ROSSELL INDIA LIMITED
 QUARTER ENDING: 31st DECEMBER, 2024

I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson / Executive/ Non-Executive/ Independent/ Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of directorship in listed entities including this listed entity [with reference to Regulation 17A]	No. of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1)] & reg. 17A(2)]	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of the LODR Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of the LODR Regulations)
Mr.	HARSH MOHAN GUPTA	AXXXXXXXF 00065973	Chairperson- Executive Director	10-06-1994	01-04-2024	-		13-09-1954	1	0	0	0
Ms.	NAYANTARA PALCHOUDHURI	AXXXXXXXK 00581440	Non-Executive - Independent Director	06-08-2014	09-02-2023	-	22.20	24-06-1962	6	6	8	0
Mr.	KRISHAN KATYAL	AXXXXXXXQ 00765487	Non-Executive - Independent Director	01-04-2019	01-04-2022	-	33.00	31-07-1956	1	1	2	1
Mr.	RAHUL BHATNAGAR	AXXXXXXXB 07268064	Non-Executive - Independent Director	09-08-2019	09-08-2022	-	28.23	29-03-1958	4	4	4	4
Mr.	NIRMAL KUMAR KHURANA	AXXXXXXXR 00123297	Executive Director	01-09-2017	01-09-2023	-		22-11-1958	1	0	1	0
Ms.	SAMARA GUPTA	AXXXXXXXD 09801530	Executive Director	09-02-2024	09-02-2024	-		15-06-1985	1	0	0	0
	Whether Regular chairperson appointed Yes											
	Whether Chairperson is related to managing director or CEO Yes											
	\$PAN number of any director would not be displayed on the website of Stock Exchange &Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.											



II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/ Nominee) &	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Rahul Bhatnagar	Chairperson- Non-Executive -Independent Director	09-08-2019	-
		Mr. Krishan Katyal	Non-Executive -Independent Director	01-04-2019	-
		Ms. Nayantarapal Choudhuri	Non-Executive -Independent Director	01-04-2019	-
2. Nomination & Remuneration Committee	Yes	Ms. Nayantarapal Choudhuri	Chairperson- Non-Executive -Independent Director	01-04-2019	-
		Mr. Krishan Katyal	Non-Executive -Independent Director	01-04-2019	-
		Mr. Rahul Bhatnagar	Non-Executive -Independent Director	01-04-2022	-
3. Risk Management Committee (if applicable)	Yes	Mr. Harsh Mohan Gupta	Chairperson-Executive Director	03-08-2021	-
		Ms. Samara Gupta	Executive Director	09-02-2024	-
		Mr. Rahul Bhatnagar	Non-Executive -Independent Director	03-08-2021	-
		Mr. Krishan Katyal	Non-Executive -Independent Director	03-08-2021	-
		Mr. Suneel Singh Sikand	CEO of Rossell Tea Division	03-08-2021	-
		Ms. Zeena Philip	COO of Rossell Techsys Division	01-04-2022	30-10-2024
In view of the Demerger of Rossell Techsys Division from the Company pursuant to the Order passed by the Hon'ble National Company Law Tribunal, Kolkata bench on 25th April, 2024, Ms. Zeena Philip, Chief Operating Officer of Rossell Techsys Division ceased to remain a senior executive of the Company and consequently the Member of this Committee. Accordingly, in compliance with the provisions of Regulation 21 of the SEBI (LODR) Regulations, 2015, the Risk Management Committee of the Company was re-constituted on 30th October, 2024 with 5 (five) Members, majority of them - four (4) being the Directors including two Independent Director of the Company and remaining one Member, Mr. S. S. Sikand, CEO of the Rossell Tea Division of the Company.					
4. Stakeholders Relationship Committee	Yes	Mr. Krishan Katyal	Chairperson- Non-Executive -Independent Director	01-04-2019	-
		Ms. Nayantarapal Choudhuri	Non-Executive -Independent Director	01-04-2019	-
		Mr. N K Khurana	Executive Director	07-11-2017	-
&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen					



III. Meeting of Board of Directors					
Date(s) of Meeting in the relevant quarter	Whether requirement of Quorum met* Yes/No	Number of Directors present*	Number of independent directors present*	Date(s) of Meeting in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
* to be filled in only for the current quarter meetings					
30-10-2024	Yes	6	3	12-08-2024	78
13-12-2024	Yes	6	3		43

IV. Meeting of Committees						
Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)* Yes/No	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
Audit Committee	30-10-2024	Yes	3	3	12-08-2024	78
Audit Committee	13-12-2024	Yes	3	3		43
Stakeholders Committee	30-10-2024	Yes	3	2	12-08-2024	78
Risk Management Committee	30-10-2024	Yes	4	2		
Schemes Implementation Committee	30-10-2024	Yes	3	2	03-09-2024 & 21-09-2024	
* to be filled in only for the current quarter meetings						
** This information has to be mandatorily be given for audit committee and Risk Management Committee, for rest of the committees giving this information is optional						

V. Affirmations
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
a. Audit Committee; Yes
b. Nomination & remuneration committee; Yes
c. Stakeholders relationship committee; Yes
d. Risk management committee (applicable to the top 1000 listed entities, voluntary for entities ranked 1001 to 2000); Yes
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: Yes

Name & Designation: Company Secretary / Compliance Officer / Managing Director / CEO / CFO	Director (Finance) and Company Secretary Nirmal Kumar Khurana [Director (Finance) and Company Secretary]
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Note:
Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by the listed entity and instead a statement "same as previous quarter" may be given



B. INVESTOR GRIEVANCE REDRESSAL REPORT

Investor Grievance Redressal Report	
No. of investor complaints pending at the beginning of Quarter	2
No. of investor complaints received during the Quarter	2
No. of investor complaints disposed off during the Quarter	4
No. of investor complaints those remaining unresolved at the end of the Quarter	0

C. DISCLOSURE OF ACQUISITION OF SHARES OR VOTING RIGHTS IN UNLISTED COMPANIES

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

S. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
NIL					

D. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

S. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
NIL					

E. DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

S. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
NIL				

