

ROSSELL INDIA LIMITED



August 18, 2015

National Stock Exchange of India Limited
Listing Department,
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051

Dear Sirs,

Symbol : ROSSELLIND

In terms of Clause 31(d) of the Listing Agreement, we enclose a copy of the Minutes of the Proceedings of the Twenty First Annual General Meeting of the Company held on July 31, 2015.

Kindly acknowledge receipt.

Yours faithfully,
For ROSSELL INDIA LTD


(N K KHURANA)
CHIEF FINANCIAL OFFICER
-cum-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
TEL. : 91 33 22903035, 22801120, FAX : 91 33 22875269, E-mail : corporate@rosselltea.com

**Minutes of the Twenty First Annual General Meeting of the Members of
Rossell India Limited held on Friday, 31st July 2015 at 11.00 AM at the
Williamson Magor Hall, The Bengal Chamber of Commerce and Industry, 6,
Netaji Subhas Road, Kolkata 700 001**

Present:

1. Mr. H.M. Gupta, Executive Chairman and Member [Also representative of (i) BMG Enterprises Ltd, Member, (ii) BMG Investments Pvt. Ltd, Member and (iii) Harvin Estates Pvt. Ltd, Member]
2. Dr. S. S. Baijal, Director and Member
3. Mr. H.M. Parekh, Director
4. Mr. V.P. Agarwal, Director
5. Ms. Nayantara Palchoudhuri, Director
6. Mr. C.S. Bedi, Managing Director and Member
7. Mr. N.K. Khurana, Chief Financial Officer-cum- Company Secretary and Member
8. Mr. J.S. Chahal, General Manager (Production), Rossell Tea Division and Member
9. Mr. P.P. Sengupta, Manager (Administration), Rossell Tea Division and Member

Other Members Present in Person - 675

(As per attendance slips)

AND

Members present by proxy - 111

(As per attendance slips)

**Mr. R.K. Roy Chaudhury, Partner, M/s. S.S.Kothari & Co, Chartered Accountants
Statutory Auditors pursuant to Section 146 of the Companies Act, 2013.**

**Mr. A.K. Labh, Practicing Company Secretary, Secretarial Auditor pursuant to
Clause 4.3 of the Secretarial Standard – 2 issued by the Institute of Company
Secretaries of India (ICSI) as well as Scrutinizer for the e-voting process .**

**In terms of Article 56 of the Articles of Association of the Company, Mr. H.M. Gupta,
Executive Chairman took over the Chair and called the Meeting to order.**

**Since the quorum of the Meeting was present in terms of Section 103(1)(a)(iii) of the
Companies Act, 2013, the Chairman declared the Meeting open.**

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For Rossell India Limited

Chief Financial Officer - Cum - Company Secretary

The Notice convening the Meeting was taken as read with the consent of all the Members present.

After apprising the Members about the industry scenario, current performance of the Company and future prospects in the various business segments in his speech, the Chairman proceeded to transact the business as per the said Notice.

Since there was no qualification or adverse remark by the Auditors in their Report dated 29th May, 2015, the same was not required to be read out as per the provisions of Section 145 of the Companies Act, 2013 and therefore, taken as read and the Original thereof was kept open accessible to the Members Present.

The following Registers were kept open and accessible to the Members present:

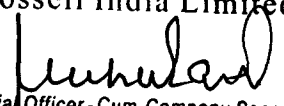
1. Register of Contracts maintained pursuant to Section 189 of the Companies Act, 2013 in Form MBP-4.
2. Register of Directors and Key Managerial Personnel and their Shareholding maintained Pursuant to section 170 (1) of the Companies Act, 2013 read with rule 17 of the Companies (Appointment of Directors) Rules, 2014.
3. Register of Proxies received were also available for inspection by Members throughout the Meeting pursuant to Clause 6.8.2 of the Secretarial Standard -2, issued by ICSI.

The Chairman stated that in terms of the provisions of Sec. 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administrations) Amendment Rules, 2015 and Clause 35B of the Listing Agreement with the Stock Exchanges and Secretarial Standard -2 issued by ICSI, the Company has provided remote e-voting facility to its members for transacting the businesses contained in the Notice calling this Meeting. The remote e-voting commenced on Monday, 27th July, 2015 (10.00 a.m) and ended on Thursday 30th July, 2015 (5.00 p.m). He further informed the Members that in terms of the said Rules, necessary arrangements were made for voting by ballot, only for those shareholders, who could not vote as per e-voting facility provided by the Company.

He advised the Members that Mr. A. K. Labh, Practicing Company Secretary (Membership No. F4848), who was present at the Meeting, was appointed as the Scrutinizer to scrutinize the e-voting process as well as the process of voting through ballot at the Meeting, in a fair and transparent manner.

The Chairman invited question(s) from the Members present, on either the Accounts or the Director's Report for the year ended 31st March, 2015 or on any other business to be transacted in this Meeting as per the Notice issued to the Members. He stated that he and his colleagues would reply thereto, before allowing those Members who could not

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For Rossell India Limited


Chief Financial Officer - Cum - Company Secretary

cast their votes as per e-voting facility made available as stated above, to cast their votes here in the Meeting.

The questions were raised by various Members, which were noted down to be replied at the end. After noting the questions, Chairman thanked the Members for taking active interest in the affairs of the Company and provided satisfactory clarifications to all the questions. The Chairman thereafter announced that the voting would now commence by ballot.

At this juncture, Mr. A. K. Labh, Scrutinizer, who was present with necessary arrangement for the purpose, conducted the voting by ballot.

The Chairman announced that the voting having been completed, Mr. A. K. Labh would submit his Scrutinizers' Report in compliance with the relevant provisions of the Companies Act, 2013 latest by 3rd August, 2015 and the voting results would be declared by your Company forthwith by uploading the same on the website of the Company and would also be displayed on the Notice Board at the Registered Office of the Company.

The Chairman also announced that the said Scrutinizers' Report shall be treated as forming part of the proceedings of this Annual General Meeting and the results on the Resolutions in terms of the Scrutinizers' Report shall be construed as the passing of the respective Resolutions accordingly in this Annual General Meeting itself

The Meeting was declared closed, subject to announcement of the voting results on 3rd August, 2015 at 5.00 PM.

The Scrutinizer Report was received on 3rd August, 2015 and based on such Report; the following resolutions were adopted and approved in the manner given hereunder:

ITEMS OF ORDINARY BUSINESS:

1. Adoption of Financial Statement and the Reports for the year ended 31st March, 2015.

"RESOLVED THAT (a) The Audited Financial Statement for the financial year ended 31st March, 2015 and Reports of the Directors and Auditors thereon and (b) The Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2015, as submitted in this Meeting be and are hereby adopted and approved."

Results as submitted by the Scrutinizer as per Report dated 03.08.2015:

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Result
30957081	30956926 (99.9995%)	155 (0.0005%)	Ordinary Resolution – Passed with requisite majority.

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Chief Financial Officer - Cum - Company Secretary

2. To declare Dividend on the Equity Shares for the year ended 31st March, 2015.

"RESOLVED THAT a Dividend of Re. 0.50 (Paisa Fifty Only) per Equity Share of Rs. 2 (Rupees Two Only) each on the paid up capital of the Company, be and is hereby declared, out of the current profits of the Company for the year ended 31st March, 2015, and such Dividend be paid to those Members whose names appears on the Company's Register of Members as on the Record Date fixed for the purpose."

Results as submitted by the Scrutinizer as per Report dated 03.08.2015:

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Result
30956931	30956776 (99.9995%)	155 (0.0005%)	Ordinary Resolution – Passed with requisite majority.

3. Appointment of a Director in place of Mr. H.M. Gupta (DIN 00065973), who retires by rotation.

"RESOLVED THAT Mr. H.M. Gupta (DIN: 00065973) who retires by rotation from the Office of Director, pursuant to the provisions of Section 152 (6) of the Companies Act, 2013 and Article 75 of the Article of Association of the Company and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company, whose period of office is liable to determination by retirement of directors by rotation."

Results as submitted by the Scrutinizer as per Report dated 03.08.2015:

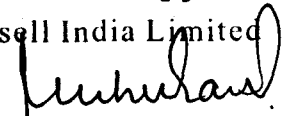
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Result
27665877	27665722 (99.9994%)	155 (0.0006%)	Ordinary Resolution – Passed with requisite majority.

4. Appointment of Auditors

"RESOLVED THAT based on the recommendation of the Audit Committee, as accepted by the Board of Directors of the Company M/s. S. S. Kothari & Co., Chartered Accountants, Kolkata (Registration No. 302034E), Auditors retiring on the Conclusion of this Annual General Meeting be and are hereby re-appointed as the Statutory Auditors from the conclusion of the Twenty First Annual General Meeting of the Company till the conclusion of the Twenty Second Annual General Meeting pursuant to 3rd proviso to Section 139(2) of the Companies Act, 2013 and that in terms of Section 142(1) of the Companies Act, 2013, the Board of Directors of the Company be and are hereby authorized to fix their remuneration, upon recommendation of the Audit Committee."

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For Rossell India Limited


Chief Financial Officer - Cum - Company Secretary

Results as submitted by the Scrutinizer as per Report dated 03.08.2015:

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Result
30956931	30956776 (99.9995%)	155 (0.0005%)	Ordinary Resolution – Passed with requisite majority.

ITEMS OF SPECIAL BUSINESS:

5.1 Appointment of Ms. Nayantara Palchoudhuri

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Nayantara Palchoudhuri (DIN:00581440), in respect of whom the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying their intention to propose her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013.”

The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed to this Minutes.

Results as submitted by the Scrutinizer as per Report dated 03.08.2015:

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Result
30956870	30956716 (99.9995%)	154 (0.0005%)	Ordinary Resolution – Passed with requisite majority.

5.2 Appointment of Mr. H. M. Gupta as Managing Director, designated as Executive Chairman

“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, consent of the Members be and is hereby accorded to the re-appointment of Mr. H. M. Gupta, Managing Director (DIN: 00065973) designated as Executive Chairman for a further period of 2 (two) years and 11 (eleven) months i.e. for the period from 1st May, 2015 to 31st March, 2018, on the terms and conditions, including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting 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

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For Rossell India Limited

Chief Financial Officer - Cum - Company Secretary

the Board in accordance with the Policy of the Company on Related Party Transactions.”

“FURTHER RESOLVED 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.”

The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed to this Minutes.

Results as submitted by the Scrutinizer as per Report dated 03.08.2015:

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Result
27664372	27664072 (99.9989%)	300 (0.0011%)	Special Resolution – Passed with requisite majority.

5.3 Re-appointment of Mr. Rishab Mohan Gupta as a regular employee of the Company

“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 provisions of Clause 49. VII of the Listing Agreement, approval of the Members be and is hereby accorded to the re-appointment of Mr. Rishab Mohan Gupta as a regular employee of the Company in Vice President Cadre with effect from 1st August, 2015 on the terms and conditions, including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting effective from the date of his re-appointment as approved by the Board of Directors upon recommendation made by the Nomination and Remuneration Committee and also approved by the Audit Committee in accordance with the Policy of the Company on Related Party Transactions.”

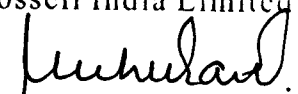
“FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to do all acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed to this Minutes.

Results as submitted by the Scrutinizer as per Report dated 03.08.2015:

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Result
27664372	27664222 (99.9995%)	150 (0.0005%)	Ordinary Resolution – Passed with requisite majority.

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For Rossell India Limited


Chief Financial Officer - Cum - Company Secretary

5.4 Ratification of remuneration payable to Cost Auditors for the financial year 2015-2016

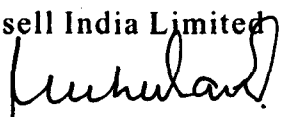
"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, M/s Shome and Banerjee, Cost Accountants, (Registration No. 000001) the Cost Auditors appointed by the Board, 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, 2016, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice."

The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed to this Minutes.

Results as submitted by the Scrutinizer as per Report dated 03.08.2015:

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Result
30955426	30955276 (99.9995%)	150 (0.0005%)	Ordinary Resolution – Passed with requisite majority.

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For Rossell India Limited


Chief Financial Officer - Cum - Company Secretary

H.M. GUPTA
CHAIRMAN
12/08/2015

EXPLANATORY STATEMENT
(Pursuant to Section 102 (1) Of the Companies Act, 2013)

ITEM NO.5.1

The Board of Director at its meeting held on 6th August, 2014, appointed Ms. Nayantara Palchoudhuri (DIN 00581440) as an Additional Director with effect from that date to hold office till the date of the Twenty First Annual General Meeting pursuant to Section 161 of the Act and Article 79 of the Articles of Association of the Company. The Company has received a notice, pursuant to Section 160 of the Act, along with the requisite deposit from one of the Members of the Company signifying their intention to propose the appointment of Ms. Nayantara Palchoudhuri as Director.

Keeping in view her professional background, business acumen and expertise in the Tea Industry, the Nomination and Remuneration Committee opined that she was fit and proper person for Nomination as a Director of the Company. She is also the only Woman Director on the Board as required pursuant to the second proviso to Section 149 (1) of the Act read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as Clause 49.II.A.1 of the Listing Agreement. Considering her excellent performance appraisal during her tenure as Additional Director of the Company as aforesaid, the Board of Directors recommended her appointment in their Meeting held on 29th May, 2015. The Directors therefore, recommend the proposed Ordinary Resolution for approval by the Members.

Notice received under Section 160 of the Act is available for inspection by the Members at the Registered Office of the Company during the business hours on any working day up to the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel or their relatives, other than Ms. Nayantara Palchoudhuri is concerned or interested in the proposed Ordinary Resolution at Item No. 5.1 of the Notice.

ITEM NO.5.2

The existing tenure of appointment of Mr. H. M. Gupta, Executive Chairman, (Mr. Gupta) as Managing Director has expired on 30th April, 2015. Since Mr. Gupta is a Related Party within the meaning of Section 2(76) of the Act as well as Clause 49.VII.B of the Listing Agreement, the Audit Committee of the Board at their Meeting held on 30th March, 2015, has approved the re-appointment of Mr. Gupta for a further period of 2 years 11 months i.e. for the period from 1st May, 2015 to 31st March, 2018 and confirmed that the re-appointment is 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. Based on the recommendations of the Audit Committee, the Board of Directors in their Meeting held on 30th March, 2015 re-appointed Mr. Gupta 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:

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Chief Financial Officer - Cum - Company Secretary

1. Salary:

Rs. 7,00,000 only per month in the range of Rs. 700,000 – Rs. 10,00,000. Annual increments to Mr. Gupta 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 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. Gupta 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 actual expenditure on gas, electricity, water and furnishing. In case no accommodation is provided, House Rent Allowance up to 50% of salary shall be payable to Mr. Gupta.
- iii) **Servants:** Provision of servants not exceeding four in numbers.
- iv) **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.
- v) **Club Subscriptions:** Monthly subscriptions for not more than 3 clubs.
- vi) **Contribution to Provident Fund** as per Rules of the Company.
- vii) **Gratuity** payable at a rate not exceeding half a month's salary for each completed year of service as per Rules of the Company.
- viii) **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 Section 2 (78) of the Act.

Commission:

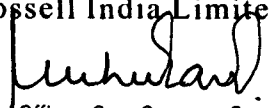
Maximum @ 5% of the Net Profits, as may be decided by the Board from time to time, upon recommendation by the Nomination and Remuneration Committee and approval of the Audit Committee, within the overall limit of the managerial remuneration as per the Act.

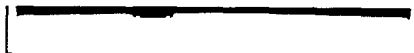
Minimum Remuneration:

In the event of loss or inadequacy of profit in any Financial Year during the tenure of Mr. Gupta, 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 a Special Resolution. In that event, the above salary, Allowances and

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For Rossell India Limited


Chief Financial Officer - Cum - Company Secretary



Perquisites shall be suitably adjusted within the scale of Minimum Remuneration, as applicable.

Overall Remuneration:

The overall remuneration payable to Mr. Gupta 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.

Option to draw Remuneration:

Since Mr. Gupta is also a Managing Director of another Public Limited Company viz. BMG Enterprises Ltd. (Holding Company) in accordance with Section V of Part II of Schedule V to the Act, Mr. Gupta may draw his remuneration from one or both the Companies, provided that the total remuneration drawn from the said two Companies does not exceed the higher maximum limit admissible from any one of the Companies, of which he is a Managing Director.

Disentitlement to Director's Fees:

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

Duties:

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

Mr. Gupta is associated with the Company since its inception and well versed in International Trade and Business, having comprehensive knowledge of The Aerospace and the Tea Industry. He has hands on experience of the Hospitality Industry and is actively involved in steering Rossell Hospitality Division. Thus, the Company would be immensely benefited with his continuous association. The Directors, therefore, recommend the adoption of proposed Special Resolutions for approval by the Members for re-appointment of Mr. Gupta as Managing Director designated as Executive Chairman.

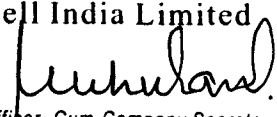
None of the Directors, Key Managerial Personnel or their relatives, other than Mr. Gupta is concerned or interested in the proposed Special Resolutions at Item No. 5.2 of the Notice.

ITEM NO.5.3

Mr. Rishab Mohan Gupta, (Mr. RMG) son of Mr. H. M. Gupta, Executive Chairman has been in the employment with the Company since 1st January, 2008. In this regard, the consent of the Members by way of Special Resolutions was obtained in the Annual General Meetings held on 28th July, 2008, 31st July, 2009 and 10th August, 2012 for his appointment/ remuneration and increase in remuneration from time to time, subject to approval by the Central Government. Such approval was since obtained as per letter ref. no. SRN.B56101918/1/2012-CL.VII dated 4th March, 2013 valid till 31st July, 2015. His present designation in the Company is Executive Vice president. **Certified True Copy.**

For Rossell India Limited

For Rossell India Limited


Chief Financial Officer - Cum - Company Secretary

Since, the existing tenure of appointment of Mr. RMG in the Company, in terms of the aforesaid approval of the Central Government, is due to expire on 31st July 2015, it is proposed to appoint Mr. RMG as a regular employee in the Company in the Vice President Cadre.

In view of Mr. RMG being a Related Party within the meaning of Section 2 (76) of the Act as well as Clause 49.VII.B of the Listing Agreement, the Audit Committee of the Board at their Meeting held on 28th May, 2015, has approved his re-appointment as a regular employee of the Company in Vice President Cadre. It was confirmed by the said Committee that such re-appointment is 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 at a remuneration as recommended by the Nomination and Remuneration Committee as per Remuneration Policy of the Company and detailed below:

1. Salary

Rs. 3,50,000 only per month in the range of Rs. 300,000 – Rs. 6,00,000. Annual increments to Mr. RMG 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 perquisites and allowances in such form and in such manner, as may be decided from time to time by the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors, shall also be paid to Mr. RMG shall be entitled to following perquisites and allowances:

- a) **Special Allowance:** Not exceeding 30% of Salary.
- ii) **Servants:** Provision of servants not exceeding three 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 3 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.

Noted and Approved

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For Rossell India Limited

Chief Financial Officer - Cum - Company Secretary

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

Based on the recommendations of the Nomination and Remuneration Committee as well as the Audit Committee, the Board at its Meeting held on 29th May, 2015, has re-appointed Mr. RMG in the manner above, subject to approval of the Members in this Annual General Meeting.

Mr. RMG has been actively involved in the operations of Rossell Techsys as well as Rossell Hospitality Divisions of the Company. He now carries considerable responsibilities in the Company. In view of his excellent performance and future vision, your Directors elevated Mr. RMG to the position of Executive Vice President with effect from 7th November, 2013. Since his tenure was determined by the Central Government till 31st July, 2015, the Board of Directors proposed to reappoint him and remunerate him adequately in the manner above, to commensurate with the responsibilities assigned to him and also to bring the same at par with other Senior Personnel in the similar Cadre in the Company.

Mr. RMG is 28 years old and did his education from Suffolk University, Boston, USA. With his business vision and future plans, the Company continuous to grow in size and would be immensely benefitted. Your Directors, therefore, recommend adoption of the proposed Ordinary Resolutions for seeking your consent for re-appointment of Mr. RMG 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

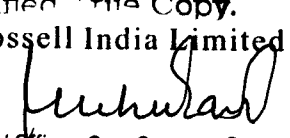
The Board upon recommendation of the Audit Committee has approved the appointment of M/s. Shome & Banerjee, Cost Accountants as Cost Auditors to conduct the audit of the Cost Records maintained in respect of Tea and Tea Products for the year ending 31st March, 2016 at a remuneration of Rs.1,00,000 (Rupees 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.

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For Rossell India Limited


Chief Financial Officer - Cum - Company Secretary