ROSSELL INDIA LIMITED

REGD. OFFICE : JINDAL TOWERS, BLOCK 'B', 4TH FLOOR, 21/1A/3, DARGA ROAD, KOLKATA - 700 017
CIN : L01132WB1994PLC063513, WEBSITE : www.rossellindia.com
TEL : 91 33 4061 - 6082 / 6083, E-mail : corporate@rosselltea.com

27th July, 2026

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 Ltd. Listing Department, Exchange Plaza, Bandra-Kurla Complex Bandra (E), Mumbai – 400 051 Symbol: ROSSELLIND

Dear Sirs,

Sub: Notice of the 32nd Annual General Meeting of the Company.

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we enclose the Notice convening 32nd Annual General Meeting ("AGM") of Rossell India Limited ("the Company") scheduled to be held on Tuesday, 25th August, 2026 at 11:00 A.M. (IST) through two way Video Conference (VC)/ Other Audio Visual Means (OAVM) facility, in compliance with General Circular No. 03/2025 dated 22nd September, 2025 read with para 3 and 4 of General Circular No. 20/2020 dated 5th May, 2020 issued by Ministry of Corporate Affairs.

The Notice of the AGM, forming part of the Annual Report 2025-2026 is available on the website of the Company at www.rossellindia.com as well as on the website of the National Securities Depository Limited at www.evoting.nsdl.com. This Annual Report has already been forwarded to you earlier this afternoon.

You are requested to take the above on records.

Yours faithfully,
For **ROSSELL INDIA LTD.**

NIRMAL KUMAR
KHURANA

Digitally signed by NIRMAL KUMAR KHURANA
DN: c=IN, o=Personal, title=8318,
pseudonym=e62949d19d814d9d8f9bcd15a3d593d1,
2.5.4.20=1c60bc7d5a6be0aa0d65402949b233aa624cafd8561b82d92f55ad53044d77fe, postalCode=700026, st=West Bengal,
serialNumber=e385a8afb25494f2e70b1813431a1daef52f501b2b49097793389766438a0e9c, cn=NIRMAL KUMAR KHURANA
Date: 2026.07.27 17:42:04 +05'30'

NIRMAL KUMAR KHURANA
DIRECTOR (FINANCE) AND
COMPANY SECRETARY

Encl: As above

Notice

NOTICE is hereby given that the Thirty Second Annual General Meeting (AGM) of the Members of Rossell India Limited will be held on **Tuesday, 25th August, 2026, at 11:00 A.M.** through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2026 together with the Reports of the Board of Directors and Auditors thereon;

2. To declare Dividend of ₹ 0.40 per Equity Share of ₹ 2 each for the Financial Year ended 31st March, 2026.

3. To appoint a Director in place of Mr. Harsh Mohan Gupta (DIN - 00065973), who retires by rotation, and, being eligible, offers himself for re- appointment.

SPECIAL BUSINESS

4. **Fixation of overall maximum remuneration payable to Managerial Personnel**

   To consider and, if thought fit, to pass the following resolution as a Special Resolution

   "RESOLVED THAT in supersession of the resolution passed by the Members of the Company at the 29th Annual General Meeting of the Company held on 3rd August, 2023 and pursuant to the provisions of Section 197 and other applicable provisions, if any of the Companies Act, 2013 (the Act), read with rules made thereunder and Schedule V to the Act, the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors ("the Board") and subject to such approvals, if any, consent of the Members of the Company be and is hereby accorded that the remuneration payable to all its Directors, including Managing Director or Whole Time Director(s) and the overall remuneration payable to each such Directors including the commission payable to all the Directors on the Board in any financial year, may exceed the respective overall limits as stipulated under Section 197 or other provisions, if any, of the Act from time-to-time."

   "FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or expedient in the interest of the Company and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

5. **Re-appointment of Mr. Harsh Mohan Gupta (DIN- 00065973) as the Managing Director, designated as Executive Chairman and Managing Director**

   To consider and, if thought fit, to pass the following resolution as a Special Resolution

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re - enactments thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee and the Board of Directors ("the Board") of the Company, consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Harsh Mohan Gupta (DIN - 00065973), as the Managing Director designated as Executive Chairman and Managing Director, for a further period of 3 (Three) years commencing from 1st April, 2027 to 31st March, 2030 on the terms and conditions, including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with the liberty to the Board to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed upon between the Board and Mr. Harsh Mohan Gupta during the period of his re-appointment."

   "FURTHER RESOLVED THAT pursuant to the provisions of section 196(3) of the Companies Act, 2013 and based on the recommendation of the Nomination and Remuneration Committee as well as Board of Directors, the consent of the Members be and is hereby accorded to Mr. Harsh Mohan Gupta (DIN - 00065973), to hold the office of the Managing Director designated as Executive Chairman and Managing Director, even though he has attained the age of 70 years at the time of his re-appointment."

   "FURTHER RESOLVED THAT in the event of absence of profits or inadequate profits in any financial year, the salary, allowances and perquisites as set out in the explanatory statement forming part of this resolution be paid as minimum remuneration to Mr. Harsh Mohan Gupta."

   "FURTHER RESOLVED THAT Mr. Harsh Mohan Gupta be entitled and paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, notwithstanding that it exceeds the various stipulated limits of the provisions of the Act or the rules related thereto during any financial year."

Notice

"FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or expedient in the interest of the Company and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

6. Re-appointment of Ms. Samara Gupta (DIN - 09801530) as a Whole time Director

To consider and, if thought fit, to pass the following resolution as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re - enactments thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee and the Board of Directors ("the Board") of the Company, consent of the Members of the Company be and is hereby accorded to the re-appointment of Ms. Samara Gupta (DIN - 09801530), as a Whole time Director of the Company, for a further period of about 3 (Three) years commencing from 9th February, 2027 to 31st January, 2030 on the terms and conditions, including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with the liberty to the Board to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed upon between the Board and Ms. Samara Gupta during the period of her re-appointment."

"FURTHER RESOLVED THAT in the event of absence of profits or inadequate profits in any financial year, the salary, allowances and perquisites as set out in the explanatory statement forming part of this resolution be paid as minimum remuneration to Ms. Samara Gupta."

"FURTHER RESOLVED THAT Ms. Samara Gupta be entitled and paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, notwithstanding that it exceeds the various stipulated limits under the provisions of the Act or the rules related thereto during any financial year."

"FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or expedient in the interest of the Company and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

7. Appointment of Mr. Digant Mahesh Parikh (DIN - 00212589) as a Director

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (the Act) (if any) including the rules framed thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee, Mr. Digant Mahesh Parikh (DIN - 00212589), who has been appointed as a Director of the Company with effect from 26th August, 2026 by the Board of Directors and in respect of whom a notice in writing was received from a Member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company w.e.f. 26th August, 2026, liable to retire by rotation in accordance with Article 75 of the Articles of Association of the Company."

"FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or expedient in the interest of the Company and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

8. Appointment of Mr. Digant Mahesh Parikh (DIN - 00212589) as a Whole time Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re - enactments thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors ("the Board") of the Company, consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Digant Mahesh Parikh (DIN: 00212589), as the Whole time Director of the Company, for a period of about 3 (Three) years commencing from 26th August, 2026 to 31st July, 2029 on the terms and conditions, including the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with the liberty to the Board to alter and vary the terms and conditions of the said appointment in such manner as may be agreed upon between the Board and Mr. Digant Mahesh Parikh during the period of his appointment."

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"FURTHER RESOLVED THAT in the event of absence of profits or inadequate profits in any financial year, the salary, allowances and perquisites as set out in the explanatory statement forming part of this resolution be paid as minimum remuneration to Mr. Digant Mahesh Parikh."

"FURTHER RESOLVED THAT Mr. Digant Mahesh Parikh be entitled and paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, notwithstanding that it exceeds the various stipulated limits under the provisions of the Act or the rules related thereto during any financial year."

"FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or expedient in the interest of the Company and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

9. Ratification of Cost Auditors Remuneration.

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

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, M/s Shome & Banerjee, Cost Accountants, (Registration No. 000001), the Cost Auditors appointed by the Board, to conduct the audit of the cost records of the Company in respect of the product of the Company viz. Tea for the Financial Year ending 31st March, 2027, be paid remuneration as set out in the Explanatory Statement annexed to the Notice."

Place: Kolkata
Date: 21st May, 2026

Registered Office:

Jindal Towers,
Block 'B', 4th Floor,
21/1A/3, Darga Road,
Kolkata – 700 017
CIN: L01132WB1994PLC063513

By Order of the Board
N K Khurana
Director (Finance) and
Company Secretary
FCS - 2173

Notice

NOTES

1. **The Ministry of Corporate Affairs ("MCA") through its General Circular No. 03/2025 dated 22nd September, 2025 read with para 3 & 4 of General Circular No. 20/2020 dated 5th May, 2020 (collectively referred to as "MCA General Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM without the physical presence of Members at a common venue till further orders.**

   In compliance with the provisions of the Companies Act, 2013 ("the Act"), and MCA General Circulars, the 32nd AGM of the Company is being held through VC/OAVM, without the physical presence of the members at a common venue. Deemed venue of the AGM shall be the Registered Office of the Company at Jindal Towers, Block B, 4th Floor, 21/1A/3, Darga Road, Kolkata – 700017.

2. **Further, pursuant to the aforesaid Circulars, the Notice of the AGM along with the Annual Report for FY 2025-2026 is being sent only in electronic form to those Members whose email addresses are registered with the Company/ Depositories. The Notice calling the 32nd AGM has been uploaded on the website of the Company at https://www.rossellindia.com/investor-information/. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited ("BSE") and The National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively. This AGM Notice is also available on the website of National Securities Depository Limited ("NSDL") (agency for providing the Remote e-Voting facility) i.e., www.evoting.nsdl.com.**

3. Since this AGM is held without the physical presence of the Members, the Proxy Form and the Attendance Slip are not annexed to this Notice.

4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of its board of governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote through e-voting to the scrutinizer at aklabhcs@gmail.com or to the Company at corporate@rosselltea.com.

5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to members on first come first served basis. This will not include large Shareholders, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.

6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. Since the AGM will be held through VC/OAVM without the physical presence of Members at a common venue, the route map is not required.

8. Members, who are holding shares in physical/electronic form and their e-mail addresses are not registered with the Company/their respective Depository Participants, **are requested to register their e-mail addresses at the earliest for receiving the Annual Report 2025-2026 along with 32nd AGM Notice by email. Members holding shares in demat form can update their email address with their Depository Participants.**

   Further, in terms of Regulation 36(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for those members whose email id is not registered, a letter providing the weblink, including the exact path where complete details of the Annual Report are available, will be sent at their registered address.

9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

10. **The Register of Members and Share Transfer Books** of the Company shall remain **closed from 19th August, 2026 to 25th August, 2026 (both days inclusive)** for the purpose of payment of Dividend if declared at the 32nd AGM.

11. The Explanatory Statement pursuant to Section 102(1) of the Act, setting out the material facts concerning item no. 4 to 9 of the Notice, is annexed hereto.

12. Information under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as required under Secretarial Standard 2 issued by the Institute of Company Secretaries of India, relating to Directors proposed to be appointed / re-appointed is provided as part of this Notice.

Notice

13. Members who are holding shares in physical form in identical names in more than one folio are requested to write to RTA enclosing their Share Certificate(s) along with the requisite KYC Documents to enable the Company to consolidate their holding into one folio. Requests for consolidation of share certificates shall be processed in dematerialized form only.

14. Members are requested to:

(i) quote their Registered Folio Numbers / Client ID Nos. in all correspondences with the Company / with the Registrar; and

(ii) promptly notify any change in their address to the Company / the Registrar, MUFG Intime India Private Limited (previously known as CB Management Services Private Limited), Rasoi Court, 20, R N Mukherjee Road, Kolkata 700 001, in case they still hold the Equity Shares in physical form.

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

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

During the Financial Year 2025-2026 under review, the Company has no dividend remaining unclaimed for seven years. Accordingly, the provisions of section 124(5) of the Companies Act, 2013 would not be applicable to the Company for the current financial year.

Further, in terms of the provisions of Section 124 (6) of the Act read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares on which dividend remain unpaid or remain unclaimed for seven consecutive years or more shall also be transferred to an IEPF Account.

Since the Company had no dividend remaining unclaimed for seven years during the year under review, the transfer of share to IEPF demat account in compliance with the provisions of section 124(6) of the Companies Act, 2013 was not required for the current financial year.

16. Unclaimed Equity Shares

In terms of Regulation 39(4) read with Schedule VI of the SEBI Listing Regulations, the Company is maintaining an account under the name and style "Unclaimed Suspense Account", with Stock Holding Corporation of India Limited and the unclaimed 1,950 Equity Shares of the Company belonging to 8 Members are lying therein as on 31st March, 2026. During the Financial Year 2025-2026, the Company has received one claim from a member holding 300 Equity Shares for transfer of Equity Shares, along with valid documents, from the said Unclaimed Suspense Account.

The Members concerned are requested to lodge their claim with the Company's Registrar to an Issue and Share Transfer Agent, MUFG Intime India Private Limited (Previously known as 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.

17. The Members are requested to contact the Company's Registrar to an Issue and Share Transfer Agent, MUFG Intime India Private Limited (Previously known as 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:

Rasoi Court
20 R N Mukherjee Road
Kolkata – 700 001
Tel: 033 - 69066200
Email ID: investor.helpdesk@in.mpms.mufg.com

18. Dematerialization of the Equity Shares of the Company

The Equity Shares of the Company are compulsorily required to be held under DEMAT mode for Trading on the Stock Exchanges, where such Equity Shares are listed. These can be held in electronic form with any Depository Participants (DP) with whom the Members have their Depository Account. All the Members, holding Equity Shares of the Company in the physical form, are advised to get the same dematerialized. The Members may contact the Registrar to an Issue and Share Transfer Agent (RTA) 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.

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SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. SEBI has clarified that Company/ RTAs shall now issue a Letter of Confirmation ("LOC") in lieu of the physical securities certificate while processing any of the aforesaid investor service request.

To simplify the process for credit of securities pursuant to investor service requests by reducing the timelines, risk of loss and pilferage, SEBI through its Circular dated 30th January, 2026 has discontinued the process for issuance of LOC with effect from 2nd April, 2026. Under revised process, the investor service request shall be accompanied with a copy of the latest Client Master List ("CML") of the demat account, not being older than two months and shall be duly attested by the Depository Participant (DP) to enable credit of securities directly into the investors demat account after necessary due-diligence. However, any LOC issued before 2nd April, 2026, may be submitted by the investors/shareholders to DP for dematerialisation within the specified timeline i.e., 120 days from the date of issuance of LOC.

It may be noted that any service request can be processed only after the folio is KYC Compliant. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to convert their holdings to dematerialized form. Accordingly, Members are requested to make service requests by submitting a prescribed and signed form as made available on the Company's website at https://www.rossellindia.com/investor-information/ and on the website of the Company's RTA, MUFG Intime India Private Limited (Previously known as CB Management Services Private Limited) at www.in.mpms.mufg.com.

SEBI, vide its circular dated 3rd November, 2021 (subsequently amended by circulars dated 14th December, 2021, 16th March, 2023 and 17th November, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from 1st April, 2024 upon furnishing the PAN, Choice of Nomination (either opt-in or opt-out), Contact details (postal address with PIN, Mobile Number and E-mail address), Bank Account details and Specimen Signature. In compliance with the aforesaid SEBI Circulars, the Company had further sent individual reminder letters/emails to all the members holding shares of the Company in physical form for furnishing their above-mentioned details.

The concerned Members are therefore urged to furnish the aforesaid details by submitting the prescribed forms duly filled and signed to the MUFG Intime India Private Limited (Previously known as CB Management Services Pvt. Ltd.), Registrar to an Issue and Share Transfer Agent of the Company

19. Pursuant to Regulation 12 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI has mandated that dividend payments to shareholders holding shares in physical mode shall be paid only through electronic mode, provided they have furnished the requisite details for their respective physical folios to the Company or its Registrar to an Issue and Share Transfer Agent (RTA), including PAN, contact details (postal address with PIN code and mobile number), bank account details, specimen signature, and such other prescribed information.

20. SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated 31 July, 2023 (updated as on 20th December, 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting these options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/ they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Shareholders are requested to take note of the same.

21. Members are requested to send their queries, if any, on Annual Report to the Company Secretary, at least 7 days prior to the date of Meeting, so that the requisite information/explanations can be provided in time.

22. Relevant documents related to the resolutions proposed in the Notice are available for inspection at the website of the Company www.rossellindia.com.

23. Voting through electronic means:

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 5th May, 2022, 25th September, 2023, 19th September, 2024 and 22nd September, 2025 the Company is

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providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

2. Those Members who will be participating in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through e-voting prior to AGM are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

3. The Members who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the AGM through VC/OAVM means, but shall not be entitled to cast their e-vote again.

4. The Board of Directors has appointed M/s. LABH & LABH Associates, Company Secretaries, Kolkata as the Scrutinizer for providing facility to the Members of the Company to scrutinize the e-voting process in a fair and transparent manner.

5. The Scrutinizer shall submit his report to the Executive Chairman of the Company or Chief Financial Officer and Company Secretary as authorised by the Board, after the completion of scrutiny of the votes cast through e-Voting. The results of the e-voting shall be placed along with Scrutinizer's Report on the website of Company at www.rossellindia.com and on the website of NSDL at www.evoting.nsdl.com and the same shall also be communicated to the Stock Exchanges i.e. BSE Limited ('BSE') & the National Stock Exchange of India Limited ('NSE').

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Friday 21st August, 2026 at 9:00 A.M. and ends on Monday, 24th August, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 18th August, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18th August, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) **Login method for e-Voting and joining virtual meeting for IndividUal shareholders holding securities in demat mode.**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given in the next page:

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. For OTP based login you can click on **https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp**. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. **https://eservices.nsdl.com** either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at **https://eservices.nsdl.com**. Select "**Register Online for IDeAS Portal**" or click at **https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp**. 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: **https://www.evoting.nsdl.com/** either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL MOBILE App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website **www.cdslindia.com** and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website **www.cdslindia.com** and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on **www.cdslindia.com** home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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Individual Shareholders (holding securities in demat mode) login through their depository participants.	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting features. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at **evoting@nsdl.com** or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at **helpdesk.evoting@cdslindia.com** or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: **https://www.evoting.nsdl.com/** either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at **https://eservices.nsdl.com/** *with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated

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to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?
   (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
   (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

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

   a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on **www.evoting.nsdl.com**.
   b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on **www.evoting.nsdl.com**.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.com** mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **aklabhcs@gmail.com** with a copy marked to **evoting@nsdl.com** Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes Member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. **18th August, 2026**, may obtain the login ID and password by sending a request at **evoting@nsdl.com** or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on **www.evoting.nsdl.com** or call on 022 - 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **18th August, 2026** may follow steps mentioned in the Notice of the AGM under Step 1:"Access to NSDL e-Voting system" (Above).

3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on **www.evoting.nsdl.com** to reset the password.

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4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of **www.evoting.nsdl.com** or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Deputy Vice-President NSDL at **evoting@nsdl.com**.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **corporate@rosselltea.com** or to the Company's Registrar to an issue and Share Transfer Agent, MUFG Intime India Private Limited (Previously known as CB Management Services Private Limited) at their e-mail id viz. **investor.helpdesk@in.mpms.mufg.com**.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **corporate@rosselltea.com**. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to **evoting@nsdl.com** for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The instructions for Members for e-voting on the day of the Annual General Meeting are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Instructions for Members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a speaker and may send their request mentioning their name, demat account number/folio number, email id, mobile number at **corporate@rosselltea.com** latest by 5:00 p.m. (IST) on Tuesday, 18th August, 2026. Shareholders are requested to send their questions in advance within the aforesaid stipulated period.

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6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

7. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.

8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

9. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Deputy Vice-President, NSDL at **evoting@nsdl.com** or call 022 4886 7000.

24. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, Members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company at **corporate@rosselltea.com** or to the Company's Registrar to an Issue and Share Transfer Agent, namely MUFG Intime India Private Limited (Previously known as CB Management Services Pvt. Ltd.) at their e-mail id viz. **investor.helpdesk@in.mpms.mufg.com**.

Place: Kolkata
Date: 21st May, 2026

Registered Office:

Jindal Towers,
Block 'B', 4th Floor,
21/1A/3, Darga Road,
Kolkata – 700 017
CIN: L01132WB1994PLC063513

By Order of the Board
N K Khurana
Director (Finance) and
Company Secretary
FCS - 2173

Notice

EXPLANATORY STATEMENT

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

Attached to the Notice convening the Thirty-Second Annual General Meeting to be held on 25th August, 2026.

ITEM NO. 4

The Members are aware that there is a wide fluctuation in the profitability of the Company year on year due to the seasonal nature of the tea business and a host of other factors. Thus, the limitations prescribed under Section 197 of the Companies Act, 2013 ("the Act") for the overall remuneration of a Managing Director / Whole time Director(s) were not found to be adequate remuneration considering the valuable services rendered by such Directors and hence, on the recommendation of the Nomination and Remuneration Committee and proposal of the Board of Directors ("the Board") of the Company, the individual prescribed overall limit therein was enhanced from 5 (five) % of Net Profit to 7 (seven) % of Net Profit for a Managing Director and Whole Time Directors (s) and from 10 (ten) % of Net Profit to 14 (fourteen)% of Net Profit when there are more than one such Managing Director / Whole Time Director(s) of the Company and similarly the overall limit of 11(eleven) % of Net Profit as prescribed for total Managerial Remuneration was also revised to 15 % of Net Profit, subject to the provisions of Schedule V to the Act vide the resolution passed by the Members of the Company in the Twenty Ninth Annual General Meeting of the Company held on 3rd August, 2023.

Considering the best industry practices, the prevailing market scenario, the nature of the industry to which the Company belongs, and the efforts put in by all the Directors on the Board in managing the affairs of the Company in the present complex and ever changing global economy, it is felt necessary to reward them suitably from time-to-time by empowering the Company to take appropriate decisions regarding revision and payment of remuneration to the Directors in different forms from time-to-time. Hence, with adequate profits for any financial year the Managing Director / Whole Time Director(s) and other Directors on the Board are required to be compensated suitably and their remuneration should be commensurate with their expertise as well as the time and attention given by them to the Company.

In terms of Section 197 of the Companies Act, 2013, the Company in General Meeting may authorize the payment of remuneration in excess of 11(eleven) % of the net profit, subject to the provisions of Schedule V to the Act. At the same time, except with the approval of the Company in General Meeting by a special resolution, the Company cannot remunerate its Managing Director / Whole Time Director(s) in excess of the limits prescribed therein as stated above.

With this in view, the Board, on the recommendation of the Nomination and Remuneration Committee, accepted the proposal, subject to approval of the Members of the Company, that the remuneration payable to any Executive Director including Managing Director and Whole Time Director and the overall remuneration payable to all such Directors including the commission payable to all the Directors on the Board in any financial year, may exceed the respective overall limits as stipulated under Section 197 or other provisions, if any, of the Act as recommended by the Nomination and Remuneration Committee in accordance with the Nomination and Remuneration Policy of the Company from time-to-time. The resolution is proposed for approval of the members in supersession of the earlier resolution as already passed by them in the Twenty Ninth Annual General Meeting of the Company held on 3rd August, 2023.

The Board recommends the Special Resolutions set out as Item 4 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 4 of the Notice, except to the extent of any revised and enhanced remuneration as may be granted to them by the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee after seeking the present approval of the Members of the Company.

ITEM NO. 5

In terms of the Special Resolution passed at 29th Annual General Meeting held on 3rd August, 2023, the existing tenure of Mr. Harsh Mohan Gupta (DIN - 00065973) (Mr. Gupta), as the Managing Director, designated as Executive Chairman is due to expire on 31st March, 2027.

Mr. Gupta has been associated with the Company since its inception in 1994 as its Promoter Director. He was appointed as the Managing Director of the Company with effect from 1st May, 1996 and designated as Executive Vice Chairman. He took over as Executive Chairman from 1st February, 2001 onwards.

Over the past three decades, Mr. Gupta, in his capacity as Chairman and Managing Director, has exercised overall control over the affairs of the Company. Under his leadership, the Company has delivered strong performance and achieved many milestones, reflecting his strategic vision and guidance. In view of his extensive experience and significant contributions, Mr. Gupta remains well-suited for re-appointment as Managing Director designated as Executive Chairman and Managing Director of the Company.

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Accordingly, on the basis of overall evaluation of the Managing Director and the Board as a Whole, the Nomination and Remuneration Committee at its meeting held on 21st May, 2026 considered it prudent to recommend his re-appointment as Managing Director designated as Executive Chairman and Managing Director for a further period of 3 (Three) years with effect from 1st April, 2027, in accordance with Remuneration Policy of the Company, subject to approval of the Members at the ensuing Annual General Meeting.

Since Mr. Gupta is a Related Party within the meaning of Sec. 2 (76) of the Companies Act, 2013(the Act) read with Regulation 2(1) (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is also a part of promoter group of the Company within the meaning of Section 2(69) of the Act as well as Regulation 2 (w) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations). Accordingly, the Audit Committee of the Board at its Meeting held on 21st May, 2026, approved the remuneration payable to him upon his re-appointment as the Managing Director designated as Executive Chairman and Managing Director for a further period of 3 (Three) years i.e., from 1st April, 2027 to 31st March, 2030, on the terms recommended by the Nomination and Remuneration Committee, in compliance with the second proviso of Regulation 23(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In view of the significant contribution made by Mr. Gupta towards the growth and excellent performance of the Company, the Board considered it prudent in the interest of the Company that he continues to serve in his leadership role, notwithstanding his having attained the age of seventy years. Accordingly, approval of the Members is being sought by way of special resolution pursuant to section 196(3) of the Act, as proposed in Item No. 5 of this Notice.

Mr. Gupta has given his consent to act as the Managing Director of the Company and has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act and satisfies all the conditions as set out under Part I of Schedule V and Section 196(3) of the Act for his re-appointment as the Managing Director.

Based on the recommendations of the Nomination and Remuneration Committee and Audit Committee of the Board, the Board of Directors at their Meeting held on 21st May, 2026 has approved the re-appointment of Mr. Gupta as the Managing Director designated as Executive Chairman and Managing Director for a further period of 3 (Three) years i.e., from 1st April, 2027 to 31st March, 2030, subject to the approval of Members of the Company by way of special resolution.

The remuneration payable to him, as set out below, has been approved by the Audit Committee, on the basis of recommendation of the Nomination and Remuneration Committee in accordance with the Remuneration Policy of the Company:

1. **Salary:**
   ₹ 11,00,000 only per month in the range of ₹ 11,00,000 – ₹ 15,00,000. 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 the Remuneration Policy of the Company and approval of such increment by the Audit Committee pursuant to the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. **Commission:**
   Maximum up to 10% 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.

3. **Allowances and Perquisites:**
   The sum total of all the allowances and perquisites in such form and in such manner, as may be recommended by the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, shall be restricted to the following ceilings. Within the aforesaid ceiling, Mr. Gupta shall be entitled to following allowances and perquisites:

   i) **Allowances**: Not exceeding 50% of the 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;
   iii) **Club Subscriptions**: Monthly/Yearly subscriptions for not more than 3 Clubs;
   iv) **Contribution to Provident Fund**: As per Rules of the Company;
   v) **Contribution to National Pension 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;
   vii) **Provision of Cars** for use on Company's business, telephones (including Internet Services) at residence and mobile telephones. Perquisites shall be evaluated as per Income Tax Act, 2025 as provided under Section 2(78) of the Companies Act, 2013 (Act);

4. **Minimum Remuneration:**
   In the event of loss or inadequacy of profit in any Financial Year during the tenure of Mr. Gupta, he shall be entitled to the Minimum Remuneration comprising of Salary, Allowances and Perquisites as set out above. Accordingly, approval is being sought from the Members of the Company by way of Special Resolution.

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5. **Overall Remuneration**:
The overall remuneration payable to all the managerial personnel (including Mr. Gupta) may exceed the overall limits prescribed under Section 197 of the Companies Act, 2013. Accordingly, approval of the Members of the Company is being sought by way of special resolution as set out under item no.4 of this notice.

6. **Disentitlement to Director's Sitting Fees**:
Mr. Gupta shall not, so long as he functions as the Managing Director designated as Executive Chairman and Managing Director of the Company, be entitled to receive any fee for attending any Meeting of the Board or a Committee thereof.

7. **Duties**:
Mr. Gupta shall have substantial power of Management of the Company under the supervision, guidance and control of the Board."

The Board recommend adoption of the proposed Special Resolutions for re-appointment of Mr. Gupta as the Managing Director designated as Executive Chairman and Managing Director.

None of the Directors, Key Managerial Personnel or their relatives, other than Mr. Gupta himself and Ms. Samara Gupta (as his daughter) is concerned or interested in the proposed Special Resolutions at Items No. 5 of the Notice.

ITEM NO. 6

In terms of special resolution passed by the Members of the Company through Postal ballot on 7th April, 2024, the existing tenure of Ms. Samara Gupta (DIN - 09801530) (Ms. Gupta), as a Whole Time Director of the Company is due to expire on 8th February, 2027.

Based on the overall evaluation of the Whole time Director and the Board as a Whole as well as valuable contribution made by Ms. Gupta and her close association with the Company during her tenure, the Nomination and Remuneration Committee at its Meeting held on 21st May, 2026, has recommended to the Board for her re-appointment as a Whole Time Director of the Company for a further period of about 3(Three) years commencing from 9th February, 2027.

Since Ms. Gupta is a Related Party within the meaning of Sec. 2 (76) of the Companies Act, 2013(the Act) read with Regulation 2(1) (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She is also a part of promoter group of the Company within the meaning of Section 2(69) of the Companies Act, 2013 as well as Regulation 2 (w) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations). Accordingly, the Audit Committee of the Board at their Meeting held on 21st May, 2026, approved the remuneration payable to her upon re-appointment as a Whole time Director of the Company for a further period of about 3 (Three) years i.e., from 9th February, 2027 to 31st January, 2030, on the terms recommended by the Nomination and Remuneration Committee, in compliance with the second proviso of Regulation 23(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ms. Gupta has given her consent to act as a Whole time Director of the Company and has confirmed that she is not disqualified from being re-appointed as a Director in terms of Section 164(2) of the Act and satisfies all the conditions as set out under Part I of Schedule V and Section 196(3) of the Act for her re-appointment as a Whole-time Director.

Considering the recommendations of the Nomination and Remuneration Committee and Audit Committee of the Board, the Board of Directors at their Meeting held on 21st May, 2026 has approved the re-appointment of Ms. Gupta as a Whole time Director of the Company for a further period of about 3 (Three) years i.e., from 9th February, 2027 to 31st January, 2030 subject to the approval of the Members of the Company by way of special resolution.

The remuneration payable to her, as set out below, has been approved by the Audit Committee, based on the recommendation of the Nomination and Remuneration Committee in accordance with the Remuneration Policy of the Company:

1. **Salary**:
₹ 5,00,000 only per month in the range of ₹5,00,000 – ₹ 10,00,000. Annual increments to Ms. Gupta during her tenure shall be 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 pursuant to the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

2. **Commission:**
Maximum up to 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.

Notice

3. Allowances and Perquisites:

The sum total of all the allowances and perquisites in such form and in such manner, as may be recommended by the Nomination and Remuneration Committee, Audit Committee and approved by the Board of Directors, shall be restricted to the following ceilings. Within the aforesaid ceiling, Ms. Gupta shall be entitled to following Allowances and Perquisites:

i) **Allowances:** Not exceeding 50% of the 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.
iii) **Club Subscriptions:** Monthly/Yearly subscriptions for not more than 2 Clubs;
iv) **Contribution to Provident Fund:** As per Rules of the Company;
v) **Contribution to National Pension 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;
vii) **Provision of Cars** for use on Company's business, telephones (including Internet Services) at residence and mobile telephones.

Perquisites shall be evaluated as per Income Tax Act, 2025 as provided under Section 2(78) of the Companies Act, 2013 (the Act);

4. Minimum Remuneration:

In the event of loss or inadequacy of profit in any Financial Year during the tenure of Ms. Gupta, she shall be entitled to the Minimum Remuneration comprising of Salary, Allowances and Perquisites as set out above. Accordingly, approval is being sought from the Members of the Company by way of Special Resolution.

5. Overall Remuneration:

The overall remuneration payable to all the managerial personnel (including Ms. Gupta) may exceed the overall limits prescribed under Section 197 of the Companies Act, 2013. Accordingly, approval of the Members of the Company is being sought by way of special resolution as set out under item no.4 of this notice.

6. Disentitlement to Director's Sitting Fees:

Ms. Gupta shall not, so long as she functions as the Whole time Director of the Company, be entitled to receive any fee for attending any Meeting of the Board or a Committee thereof.

7. Duties:

Ms. Gupta shall be responsible for the development and implementation of various business strategies in respect of the Company as well as identifying, implementing and monitoring CSR projects being undertaken by the Company and also to perform such duties, as may be entrusted to her by the Board from time to time and separately communicated to her.

The Board recommend adoption of the proposed Special Resolutions for re-appointment of Ms. Gupta as a Whole Time Director of the Company.

None of the Directors, Key Managerial Personnel or their relatives, other than Ms. Gupta herself and Mr. Harsh Mohan Gupta (as her Father) are concerned or interested in the proposed resolutions as set out at Items No.6 of the Notice.

ITEM NO.7 & 8

Mr. Digant Mahesh Parikh (DIN - 00212589) (Mr. Parikh) has been associated with the Company since November, 2011 and currently serves in the capacity of Senior Vice-president (Finance). Over the years, he played a pivotal role in the growth of the Company through his active involvement in financial management functions, including identifying, evaluating, and executing investments of the surplus funds of the Company in appropriate financial instruments as well as overseeing related activities.

Mr. Parikh is holding a degree in Commerce from the University of Bombay and a Master of Business Administration in Finance from Narsee Monjee Institute of Management Studies. He has also completed Intermediate level of The Institute of Cost Accountants of India.

In view of his performance evaluation as well as Company's succession plan, the Nomination and Remuneration Committee of the Board at its Meeting held on 21st May, 2026, considered Mr. Parikh to be a fit and proper person for elevation as a Director of the Company. Accordingly, in terms of the provisions of Section 178(2) of the Companies Act, 2013 read with part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Committee recommended his appointment as a Director on the Board of the Company liable to retire by rotation w.e.f 26th August, 2026, subject to the approval of the Members of the Company at this Annual General Meeting.

Notice

The Company has received a notice in writing under the provisions of Section 160(1) of the Companies Act, 2013, from a Member proposing his candidature for the office of a Director of the Company.

The Committee also recommend his appointment as a Whole time Director of the Company, for a period of about 3 (Three) years i.e., from 26th August, 2026 to 31st July, 2029, subject to the approval of Members of the Company by way of special resolution.

Mr. Parikh has provided his consent for the aforesaid appointment and has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act and satisfies all the conditions as set out under Part I of Schedule V and Section 196(3) of the Act for his appointment as Whole-time Director. Further, confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 21st May, 2026, approved the appointment Mr. Parikh as a Whole time Director for a period of about 3 (Three) years i.e. from 26th August, 2026 to 31st July, 2029, subject to the approval of Members of the Company by way of special resolution, at a remuneration to be paid to him as recommended by the Nomination and Remuneration Committee at its Meeting held on 21st May, 2026 in accordance with the Remuneration Policy of the Company and detailed below:

- **Salary:**
  ₹ 4,00,000 only per month in the range of ₹ 4,00,000 – ₹ 6,00,000. Annual increments to Mr. Parikh during his tenure shall be based on the recommendation of the Nomination and Remuneration Committee within the aforesaid scale in accordance with the Remuneration Policy of the Company.

- **Allowances and Perquisites:**
  The sum total of all the allowances and perquisites in such form and in such manner, as may be recommended by the Nomination and Remuneration Committee, shall be restricted to the following ceilings. Within the aforesaid ceiling, Mr. Parikh shall be entitled to following Allowances and Perquisites:

  i) **Allowances:** Not exceeding 50% of the Salary;
  ii) **Contribution to Provident Fund:** As per Rules of the Company;
  iii) **Contribution to National Pension Fund:** As per Rules of the Company;
  iv) **Earned Leave** as per Rules of the Company. Leave not availed shall be allowed to be encashed;
  v) **Gratuity payable:** At a rate not exceeding half a month's salary for each completed years of service as per Rules of the Company;

- **Minimum Remuneration:**
  In the event of loss or inadequacy of profit in any Financial Year during the tenure of Mr. Parikh, he shall be entitled to the Minimum Remuneration comprising of Salary, Allowances and Perquisites as set out above. Accordingly, approval is being sought from the Members of the Company by way of Special Resolution.

- **Overall Remuneration:**
  The overall remuneration payable to all the managerial personnel (including Mr. Parikh) may exceed the overall limits prescribed under Section 197 of the Companies Act, 2013. Accordingly, approval of the Members of the Company is being sought by way of special resolutions as set out under item no.4 of this notice.

- **Disentitlement to Director's Siting Fees:**
  Mr. Parikh shall not, so long as he functions as the Whole time Director of the Company, be entitled to receive any fee for attending any Meeting of the Board or a Committee thereof.

- **Duties:**
  Mr. Parikh shall continue to be responsible for financial management functions, including identifying, evaluating, and executing investments of the surplus funds of the Company in appropriate financial instruments as well as overseeing related activities and shall also perform such other duties, as may be entrusted upon him by the Board from time to time and separately communicated to him.

The Board recommend adoption of the proposed resolutions as set out above for appointment of Mr. Digant Mahesh Parikh as a Director as well as a Whole time Director of the Company.

None of the Directors, Key Managerial Personnel or their relatives, other than Mr. Parikh himself is concerned or interested in the proposed Resolutions at Items No. 7 and 8 of the Notice.

Notice

ITEM NO. 9

The Board, upon recommendation of the Audit Committee, has approved the re-appointment of M/s. Shome & Banerjee, Cost Accountants (Registration No. 000001) as Cost Auditors of the Company to conduct the audit of the Cost Records maintained in respect of the product of the Company viz. Tea for the Financial Year ending 31st March, 2027 at a remuneration of ₹ 1,70,000 (Rupees one lakh seventy thousand) plus applicable Taxes thereon and reimbursement of actual out of pocket expenses as approved by the Board based on the recommendation of the Audit Committee in terms of Rule 14 (a) (ii) of the Companies (Audit and Auditors) Rules, 2014.

However, 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 an Ordinary Resolution in this regard. The Board recommends 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. 9 of the Notice.

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. Harsh Mohan Gupta, Managing Director designated as Executive Chairman and Managing Director, Ms. Samara Gupta, Whole time Director and Mr. Digant Mahesh Parikh, Whole time Director of the Company.

I. General Information:

(1) Nature of Industry
The Company is engaged in the business of Cultivation, Manufacture and Sale of Tea.

(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.

(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 (for continuing and discontinued business segments):

₹ in Lakhs

Particulars	2025-2026	2024-2025
Total Income	23,099.49	18,551.65
Profit before Finance Costs and Depreciation	2,971.29	2,970.68
Less: Finance Costs	679.06	381.64
Profit before Depreciation	2,292.23	2,589.04
Depreciation	518.08	467.03
Profit before Exceptional Items	1,774.15	2,122.01
Exceptional Item	24.09	13.60
Profit before Taxation	1,750.06	2,108.41

(5) Foreign Investments and Collaborators, if any
In accordance with the Shareholding Pattern filed with the Stock Exchanges under Regulation 31(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31st March, 2026, the total Foreign Investments in the Company (on repartition basis) as on 31st March, 2026 is 1,13,588 Equity Shares (i.e., 0.30% of the Total Equity Share Capital).

The Company has also invested in R V Enterprises Pte. Ltd., Singapore over the years' 'in the following manner:

Particulars	Amount in USD	Amount in Rs. lakhs
361,007 Ordinary shares of No-Par Value	2,49,924	120.05
34,52,359 Preference shares of USD 1 each	34,52,359	1,896.46
	37,02,283	2,016.51*

*Book Value – ₹ 923.99 Lakhs after impairment recognized. The Company has not entered into any Foreign Collaboration.

Notice

I. Information about the appointee

Name of the Directors	Mr. Harsh Mohan Gupta (Mr. Gupta)	Ms. Samara Gupta (Ms. Gupta)	Mr. Digant Mahesh Parikh (Mr. Parikh)
Background details	Mr. Gupta is B.A. (Hons.) and expert in International Trade and Business. He has been associated with Aviation business for more than 48 years, besides having comprehensive knowledge of the Tea Industry. He has been a Director of the Company since inception, Executive Vice Chairman since 1st May, 1996 and Executive Chairman since 1st February, 2001. The Company has been growing continuously under his dynamic leadership.	Ms. Samara Gupta has been associated with the Company since 1st June, 2014 in the capacity of Vice-president. She is playing a key role and carries considerable responsibilities in framing and implementing various business strategies of the Company apart from identifying, implementing and monitoring CSR projects being undertaken by the Company. Ms. Gupta has an excellent academic background. She did her B.Sc. (Math and Economics) from University of Warwick, USA followed by Master of Special Education from Lesley University, USA. She also takes part in various philanthropic activities in association with certain NGOs. She is founder and learning facilitator of SparkEd, dedicated to create a learning and teaching environment.	Mr. Digant Mahesh Parikh (Mr. Parikh) has been associated with the Company since 1st November, 2011 and currently serves in the capacity of Senior Vice-President (Finance). Over the years, he played a pivotal role in the growth and development of the Company through his active involvement in financial management functions, including identifying, evaluating, and executing investments across equity, debt, and foreign exchange markets, as well as overseeing treasury management activities. Mr. Parikh is holding a degree in Commerce from the University of Bombay and a Master of Business Administration in Finance from Narsee Monjee Institute of Management Studies. He has also completed Intermediate level of The Institute of Cost Accountants of India.
Past Remuneration	The following remuneration was paid to Mr. Gupta as the Executive Chairman and Managing Director during the last three financial years: ▪ 2023-2024 – ₹ 130.95 Lakhs; ▪ 2024-2025 – ₹ 157.41 Lakhs; and ▪ 2025-2026 – ₹ 174.16 Lakhs;	The following remuneration was paid to Ms. Gupta as Whole time Director during the last three financial years, in terms of the Members approval obtained by resolution passed through postal ballot on 7th April, 2024: ▪ 2023-2024 - ₹ 9.93 Lakhs; (for a period from 9th February, 2024 to 31st March, 2024); ▪ 2024-2025 – ₹ 68.96 Lakhs; and ▪ 2025-2026 – ₹ 74.92 Lakhs;	The following remuneration was paid to Mr. Parikh as Senior Vice President (Finance) during the last three financial years: ▪ 2023-2024 – ₹ 73.62 Lakhs; ▪ 2024-2025 – ₹ 72.47 Lakhs; and ▪ 2025-2026 – ₹ 82.67 Lakhs;
Recognition or awards	Mr. Gupta is the past Executive Committee member of Federation of Indian Chamber of Commerce and Industry (FICCI).	-	-

Notice

Job profile and his/her Suitability	As the Managing Director, Mr. Gupta has been in overall control of the affairs of the Company since the last 30 years. He has been steering Board of Directors of the Company in his capacity as Chairman. Having regard to his vast experience and insight into the Company - with vast knowledge of Tea Industry, Mr. Gupta is perfectly suited for re-appointment as Managing Director designated as Executive Chairman and Managing Director of the Company.	Ms. Gupta is actively involved in various activities including framing and implementing business strategies of the Company. She has been assigned with the responsibility of identifying, implementing and monitoring CSR projects being undertaken by the Company. Considering her performance evaluation, the Board thinks that with her business vision and future innovative plans, the Company would continue to grow in size.	Mr. Parikh is actively involved in Company's financial management functions, including identifying, evaluating, and executing investments across equity, debt, and foreign exchange markets, as well as overseeing treasury management activities. Keeping the above in view, your Board thinks that with his business vision, the Company would be immensely benefited.
Remuneration Proposed	The remuneration proposed to be paid to Mr. Gupta, has been approved by the Audit Committee, based on the recommendation of the Nomination and Remuneration Committee and accepted by the Board of Directors. The same has been embodied in the Explanatory Statement of the proposed Special Resolutions under item no. 5.	The remuneration proposed to be paid to Ms. Gupta, is approved by the Audit Committee, based on the recommendation of the Nomination and Remuneration Committee and accepted by the Board of Directors. The same has been embodied in the Explanatory Statement of the proposed Special Resolutions under item no.6.	The remuneration proposed to be paid to Mr. Parikh, is approved by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee. The same has been embodied in the Explanatory Statement of the proposed Resolutions under item no.7 and 8.
Comparative remuneration Profile with respect to Industry	Mcleod Russell India Ltd. Managing Director FY 2024-2025 Remuneration ₹ 310.08 lakhs.	Mcleod Russell India Ltd. Whole time Director FY 2024-2025 Remuneration ₹ 92.77 lakhs.	Mcleod Rusell. Whole time Director FY 2024-2025 Remuneration ₹ 92.77 lakhs.
Pecuniary Relationship	Except for the remuneration in consideration of his services rendered to the Company, Mr. Gupta does not have any pecuniary relationship with the Company, except as disclosed in the relevant Notes to the Accounts, being Related Party Transactions. As Promoter Shareholder of the Company, Mr. Gupta is holding 1,13,08,943 Equity Shares of ₹ 2 each, representing 30% of the total paid-up capital. Thus, Mr. Gupta and his relatives are entitled to receive such dividend on their respective shareholdings as may be declared by the Company in respect of each of the Financial Years.	Except for the remuneration in consideration of her services rendered to the Company, Ms. Gupta does not have any pecuniary relationship with the Company. As Promoter Shareholder of the Company, she holds 35,94,706 Equity shares of ₹ 2 each, representing 9.53% of the total paid-up capital. Thus, Ms. Gupta and her relatives are entitled to receive such dividend on their respective shareholdings as may be declared by the Company in respect of each of the Financial Years.	Except for the remuneration in consideration of his services rendered to the Company as stated above, Mr. Parikh holds 10 Equity Shares of ₹ 2 each of the Company, besides which he has no other direct or indirect pecuniary relationship with the Company.

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II. Other Information

(1) Reasons of Loss or inadequate Profit
The Company is passing Special Resolutions pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013, as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is proposed to be paid to Mr. Gupta, Ms. Gupta and Mr. Parikh till the expiry of their respective tenure.

(2) Steps taken or proposed to be taken for improvement
The Company has taken necessary measures to combat the vagaries of nature and continues to work on quality up gradation of its production of Tea. The improvement in quality of the Company's Tea has been recognized in the trade and become a benchmark. Emphasis is given to sell the produce at 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." Presently the Company owns 7 Tea Estates in the State of Assam and is on the constant lookout for more Tea Estates, particularly in Assam.

(3) Expected increase in Productivity and Profits in measurable terms
The present fundamentals in the market are showing an uncertainty in the general business sentiments. Thus, the productivity and profitability in respect of business being carried out by the Company cannot be quantified in measurable terms, due to uncertainties involved.

III. Disclosures

(1) Information on the Remuneration Package of Managing Director and Whole Time Directors
The details of the Remuneration package have been embodied in the Explanatory Statement of the proposed Special Resolutions under item nos. 4,5, 6 and 8.

(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 32nd AGM [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2, Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India]:

Particulars	**(1)**	**(2)**	**(3)**
Name of the Director	Mr. Harsh Mohan Gupta (Mr. Gupta)	Ms. Samara Gupta (Ms. Gupta)	Mr. Digant Mahesh Parikh (Mr. Parikh)
Director Identification Number (DIN)	00065973	09801530	00212589
Date of Birth/Age	13th September, 1954 71 years	15th June, 1985 41 years	23rd September, 1972 53 years
Date of First Appointment	10th June, 1994 as Director 1st May, 1996 as Managing Director	9th February, 2024	26th August, 2026
Qualifications	B.A. (Hons.)	a. B.Sc. in Maths and Economics from University of Warwick, U.S.A; b. M.Ed. in Special Education from Lesley University, U.S.A;	B. Com, MBA (Finance), ICWAI (Intermediate)

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Particulars	(1)	(2)	(3)
Expertise in specific functional areas	Mr. Gupta has 48 years of rich experience in International Trade and Business besides having vast knowledge of Tea.	Ms. Gupta carries considerable responsibilities in framing and implementing various business strategies of the Company apart from identifying, implementing and monitoring CSR projects being undertaken by the Company. She also takes part in various philanthropic activities in association with certain NGOs. She has expertise in different areas viz. Special Educator, Reading Specialist, In-depth understanding of neuroscience and Education, Teacher training etc.	Mr. Parikh has expertise in conducting in-depth market research, performing financial analysis, and developing investment strategic frameworks to optimize returns while managing risk.
Disclosure of relationships between directors inter-se	Not related to any other Directors or Key Managerial Personnel of the Company except with Ms. Samara Gupta, as her Father.	Not related to any other Directors or Key Managerial Personnel of the Company except with Mr. Harsh Mohan Gupta, Executive Chairman and Managing Director as his daughter.	Not related to any other Directors or Key Managerial Personnel of the Company.
Companies in which he/ she holds Directorship	▪ Rossell India Limited; ▪ Harvin Estates Private Limited; ▪ BMG Investments Private Limited; ▪ Nyati Retreat Private Limited; ▪ Rossell Techsys Limited;	▪ Rossell India Limited;	▪ Rossell Techsys Limited; ▪ Akansha Consultancy Services Limited; ▪ Marksans Pharma Limited;
Companies in which he/she resigned from Directorship in the past three years.	▪ B M G Enterprises Limited - The NCLT order passed on 2nd August, 2024 for amalgamation of BMG Enterprises Limited with Rossell India Limited, became effective on 13.08.2024. ▪ Luxury Agro-Development Private Limited - The NCLT order passed on 10th April, 2024 for amalgamation of Luxury Agro-Development Private Limited with Nyati Retreat Private Limited, became effective on 02.07.2024.	Rossell Techsys Limited	NIL

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Particulars	(1)	(2)	(3)
Chairman / Member of the Committees of the Board of the Companies on which he/ she is a Director	Chairman of Risk Management Committee of Rossell India Limited:	Member of the following Committees of Rossell India Limited: ▪ Corporate Social Responsibility Committee, Member; ▪ Risk Management Committee, Member	Please refer Annexure - A
Number of shares held in the Share Capital of the Company	1,13,08,943 Equity Shares of ₹ 2 each fully Paid up	35,94,706 Equity Shares of ₹ 2 each fully Paid up	10 Equity Shares of ₹ 2 each fully Paid up
Terms and Conditions of re-appointment	Mr. Gupta is proposed to be re-appointed as the Managing Director of the Company designated as Executive Chairman and Managing Director for a further period of 3 (Three) years commencing from 1st April, 2027. For detailed terms and conditions, please refer to Resolution no. 5 along with Explanatory Statement given herein above.	Ms. Gupta is proposed to be re-appointed as Whole time Director of the Company for a further period of about 3 (Three) years commencing from 9th February, 2027. For detailed terms and conditions, please refer to Explanatory Statement given hereinabove under item no.6.	Mr. Parikh is proposed to be appointed as Whole time Director of the Company for the period of about 3 (Three) years commencing from 26th August, 2026. For detailed terms and conditions, please refer to Explanatory Statement given hereinabove under item no. 7 and 8.
Remuneration paid during the Financial Year 2025-2026	The details of remuneration paid during the Financial Year 2025-2026 is given in Annexure 1 – Report on Corporate Governance 2025 - 2026, forming part of the Board's Report for the Financial Year 2025-2026.	The details of remuneration paid during the Financial Year 2025-2026 is given in Annexure 1 – Report on Corporate Governance 2025- 2026, forming part of the Board's Report for the Financial Year 2025-2026.	The remuneration paid during the Financial Year 2025-2026 is ₹ 82.67 lakhs
Details of remuneration proposed	As disclosed in the Explanatory Statement under item No. 5 hereinabove.	As disclosed in the Explanatory Statement under item No. 6 given herein above.	As disclosed in the Explanatory Statement under item No. 7 and 8 given herein above.
Number of meetings of the Board attended during the Financial Year 2025- 2026	During the Financial Year 2025-2026: No. of Board Meetings held - 5 No. of Board Meetings attended – 5	During the Financial Year 2025-2026: No. of Board Meetings held - 5 No. of Board Meetings attended - 5	N.A.
No. of Committees Meetings attended during the Financial Year 2025-2026.	During the Financial Year 2025-2026: No. of Committees Meetings held of such Committees where Mr. Gupta is a member – 2 No. of Committees Meetings attended – 2	During the Financial Year 2025-2026: No. of Committees Meetings held of such Committees where Ms. Gupta is a member – 4 No. of Committees Meetings attended – 4	N.A.

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Annexure A			
Sl. No.	**Name of Company (ies)**	**Name of Committees of which a Chairman**	**Name of Committees of which a Member**
1.	Rossell Techsys Limited	▪ Stakeholders Relationship Committee	▪ Audit Committee; ▪ Stakeholders Relationship Committee; ▪ Corporate Social Responsibility; ▪ Nomination and Remuneration Committee
2.	Marksans Pharma Limited	▪ Audit Committee	▪ Audit Committee; ▪ Nomination and Remuneration Committee; ▪ Stakeholders Relationship Committee;