

Independent Auditors' Examination Report on the restated standalone statements of assets and liabilities as at March 31, 2024, restated standalone statement of profits and losses (including other comprehensive income), restated standalone changes in equity and restated standalone statement of cash flows along with standalone statement of material accounting policies and other explanatory information of Rossell Techsys Limited for year ended March 31, 2024 (the "Restated Standalone Financial Information").

To
The Board of Directors
Rossell Techsys Limited
Jindal Towers, Block-B,
4th Floor, 21/1a/3, Darga Road,
Kolkata – 700017, West Bengal, India

Dear Sirs:

We have examined the attached Restated Standalone Financial Information of **Rossell Techsys Limited** (the "**Company**") prepared by the Company for the purpose of inclusion in the Draft Information Memorandum ("**IM**") in connection with proposed listing of its equity shares ("**Proposed Listing**"). The Company with its advisors having evaluated the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**") have requested us by its letter dated September 10, 2024 to examine these Restated Standalone Financial Information. The Restated Standalone Financial Information, which have been approved by the board of directors of the Company at their meeting held on September 25, 2024, have been prepared in accordance with the requirements of:

- a) The ICDR Regulations; and
- b) The Guidance Note on Reports in Company Prospectuses (Revised 2019) (as amended) issued by the Institute of Chartered Accountants of India ("**ICAI**"), (the "**Guidance Note**").

2. Management's Responsibility for the Restated Standalone Financial Information

The preparation of the Restated Standalone Financial Information, which are to be included in the IM is the responsibility of the management of the Company ("**Management**"). The Restated Standalone Financial Information have been prepared by the Management on the basis of preparation, as stated in note 1 to the Restated Standalone Financial Information. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Information. The Management is also responsible for identifying and ensuring that the company complies with ICDR Regulations and the Guidance Note.



Auditors' Responsibilities

3. We have examined such Restated Standalone Financial Information taking into consideration:
- a) The terms of reference and terms of our engagement agreed with you vide our engagement letter dated September 1, 2024, requesting us to carry out the assignment, in connection with the proposed listing of the Company;
 - b) The Guidance Note also requires that we comply with ethical requirements of the code of ethics issued by ICAI;
 - c) Concepts of test checks and materiality to obtain reasonable assurance based on the verification of evidence supporting the Restated Standalone Financial Information; and
 - d) The requirements of the ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the ICDR Regulations in connection with the proposed listing.

Restated Standalone Financial Information

4. These Restated Standalone Financial Information have been compiled by the management of the company from:

Audited Standalone financial statements of Rossell India Limited (Demerged entity), and the Company as at and for the year ended March 31, 2024 which were prepared in accordance with the Indian Accounting Standard (referred to as "**Ind AS**") as prescribed under Section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India, which have been approved by the board of directors at their meetings held by Rossell India Limited (Demerged entity) on May 29, 2024 and the Company as on May 28, 2024.

Auditors Report

5. For the purpose of our examination, we have relied on:

- a. Auditors' reports issued by other Auditors, dated May 29, 2024 and May 28, 2024 on the Standalone financial statements of Rossell India Limited (Demerged entity) and the Company as at and for the years ended March 31, 2024 respectively as referred in Paragraph 4 above.

The audits for the financial year ended March 31, 2024 were conducted by the Company's previous auditors, M/s Khandelwal Ray & Co, (the "Previous Auditor" for Demerged entity) and M/s Vasan & Sampath LLP (the "Previous Auditor" for the Company), and accordingly reliance has been placed on the restated Standalone statement of assets and liabilities and the restated Standalone statements of profit and loss (including other comprehensive income), statements of changes in equity and cash flow statements, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "2024 Restated Standalone Summary Statements") examined by them for the said periods. The examination report included for the said periods is based solely on the examination report submitted by the Previous Auditors. They have also confirmed that the 2024 Restated Standalone Summary Statements:

- i. have been prepared after incorporating adjustments for the changes in accounting policies and regrouping/reclassifications retrospectively in the financial year ended March 31, 2024 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended March 31, 2024.
- ii. have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.



6. We have not audited any financial statements of the Company as of any date or for any period subsequent to March 31, 2024. Accordingly, we express no opinion on the financial position, results of operations, cash flows and statement of changes in equity of the Company as of any date or for any period subsequent to March 31, 2024.
7. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
8. The Restated Standalone Financial Information do not reflect the effects of events that occurred subsequent to the audited financial statements mentioned in paragraph 4 above.
9. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
10. Our report is intended solely for use of the board of directors of the Company for inclusion in the IM to be filed with Securities and Exchange Board of India, National Stock Exchange of India Limited, BSE Limited and Registrar of Companies West Bengal at Kolkata in connection with the proposed listing. Our report should not be used, referred to, or distributed for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come.

for **Raghavan, Chaudhuri & Narayanan**

Chartered Accountants

FRN: 007761S



V. Sathyanarayanan

Partner

Membership No. 027716



Place : Bengaluru

Date : September 25, 2024

UDIN : 24027716BKCNQL1388

ROSSELL TECHSYS LIMITED
RESTATED STANDALONE STATEMENT OF ASSETS AND LIABILITIES AS AT MARCH 31, 2024

(Rupees In Lakhs)

Sl. No.	Particulars	Note No.	As at 31st March 2024	As at 1st April 2023
A	ASSETS			
	1. Non-current assets			
	a) Property, Plant & Equipment	2(i)	9,672.92	10,082.16
	b) Capital work in progress	2(ii)	526.12	121.70
	c) Other Intangible Assets	3 (i)	641.80	846.79
	d) Intangible Assets under Development	3(ii)	497.04	81.13
	e) Financial Assets			
	i. Investments	4	75.13	75.13
	ii. Other Non Financial Assets	5	0.10	0.10
	f) Other Non Current Assets	6	-	2.42
	Total Non-Current Assets		11,413.11	11,209.43
	2. Current Assets			
	a) Inventories	7	17,525.78	14,072.95
	b) Financial Assets			
	i. Trade Receivables	8	6,125.86	4,720.66
	ii. Cash and Cash Equivalents	9	75.71	6.49
	c) Other Current Assets	10	858.76	707.96
	Total Current Assets		24,586.11	19,508.06
	Total Assets		35,999.22	30,717.49
B	EQUITY AND LIABILITIES			
	1. Equity			
	a) Equity Share Capital	11	753.93	753.93
	b) Other Equity		11,825.33	10,715.97
	Total Equity		12,579.26	11,469.90
	2. Liabilities			
	a. Non-Current Liabilities			
	i) Financial Liabilities			
	Borrowings	12	499.82	1,499.46
	ii) Deferred Tax Liabilities (net)		415.77	415.21
	Total Non-Current Liabilities		915.59	1,914.67
	b. Current Liabilities			
	i) Financial Liabilities			
	Borrowings	13	16,251.82	13,268.19
	Trade Payables	14		
	- Total outstanding dues of micro enterprises and small enterprises		199.85	89.04
	- Total outstanding dues other than micro enterprises and small enterprises		3,918.94	2,153.03
	Other Financial Liabilities	15	100.52	159.29
	ii) Other Current Liabilities	16	1,736.49	1,663.37
	iii) Current Tax Liabilities (Net)		296.75	-
	Total Current Liabilities		22,504.37	17,332.92
	Total Liabilities		23,419.96	19,247.59
	Total Equity and Liabilities		35,999.22	30,717.49
	Material Accounting Policies and additional notes	1		

for and on behalf of the Board of Directors

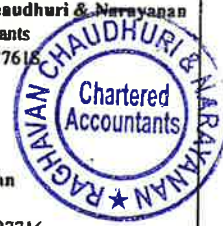

Rishab Mohan Gupta
 DIN: 05259454
 Managing Director
 Place : Dubai, UAE


Digant Parikh
 DIN: 00212589
 Non-Executive Director
 Place : New Delhi


Jayanth V
 Chief Financial Officer
 PAN: AIHPJ2244A
 Place : Bengaluru

As per our report annexed
 for Raghavan, Chaudhuri & Narayanan
 Chartered Accountants
 Firm Regn. No. 0077615


V Sathyanarayanan
 Partner
 Membership No.: 027716
 UDIN: 24027716BKCQNQL1388
 Place: Bengaluru
 Date: September 25, 2024



ROSSELL TECHSYS LIMITED
RESTATED STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024

(Rupees in Lakhs)

Sl. No	Particulars	Note No.	For the Year Ended 31st March 2024
I	Revenue from operations	17	21,687.99
II	Other income	18	294.68
III	Total income (I + II)		21,982.67
IV	Expenses		
	Cost of materials consumed	19	10,951.25
	Changes in inventories of finished goods, work-in-process and Stock-in-Trade	20	371.50
	Employee benefits expenses	21	4,147.16
	Finance cost	22	1,193.19
	Depreciation and amortisation expense	23	895.54
	Other expenses	24	3,028.79
	Total expenses (IV)		20,587.43
V	Profit/ (Loss) before exceptional items and tax (III - IV)		1,395.24
VI	Exceptional items - income / (expense)		
VII	Profit/ (Loss) before tax (V+VI)		1,395.24
VIII	Income tax expense		
	i. Current Tax	25	296.75
	ii. Deferred Tax	26	1.35
	Total Tax Expense		298.10
IX	Profit/ (Loss) for the year (VII-VIII)		1,097.14
X	Other comprehensive income		
	A Items that will not be reclassified to profit or loss :		
	Remeasurement of post employment benefit obligations		(3.17)
	Income tax relating to these items		0.80
	B Items that will be reclassified to profit or loss :		
	Transactions relating to Derivative instruments		
	Income tax relating to these items		
	Other comprehensive income for the year, net of tax		(2.37)
XI	Total comprehensive income for the year (IX+X)		1,094.77
XII	Earnings per equity share	27	
	Basic earnings per share (in Rs.)		2.90
	Diluted earnings per share (in Rs.)		2.90
	Material Accounting Policies and Additional notes	1	

for and on behalf of the Board of Directors


Rishab Mohan Gupta
DIN: 05259454
Managing Director
Place : Dubai, UAE


Digant Parikh
DIN: 00212589
Non-Executive Director
Place : New Delhi


Jayanth V
Chief Financial Officer
PAN: AIHPJ2244A
Place : Bengaluru

As per our report annexed
for **Raghavan, Chaudhuri & Narayanan**
Chartered Accountants
Firm Regn. No.007761S


V Sathyanarayanan
Partner
Membership No.:027716
UDIN: 24027716BKCQNQL1388
Place: Bengaluru
Date: September 25, 2024



ROSSELL TECHSYS LIMITED
RESTATED STANDALONE CASHFLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

(Rupees In Lakhs)

Particulars	For the Year Ended 31st March 2024	
A. Cash Flow from Operating Activities		
Profit Before Tax		1,395.24
Adjustment for :		
Depreciation and Amortization expense	895.54	
Finance Cost	1,193.19	
Net Gain on Foreign Currency Transaction and Translation	(294.68)	
Adjustment of Reserves	14.59	
(Profit)/ Loss on Disposal of Property, Plant and Equipment (Net)	(0.00)	
		1,808.64
Operating Profit before Working Capital Changes		3,203.88
Adjustment for :		
Trade Receivables, Loans, Advances and Other Assets	(1,406.47)	
Other current assets	(150.80)	
Other financial liabilities (excluding current maturities of debt)	(58.77)	
Other current liabilities	73.12	
Inventories	(3,452.83)	
Trade Payable, Other Liabilities and Provisions	1,876.72	
		(3,119.03)
Cash Generated from Operations		84.85
Direct Taxes (Net of refund)		
Net Cash Flow from Operating Activities		84.85
B. Cash Flow from Investing Activities :		
Purchase of Property, Plant and Equipment & Intangible Asset	(281.33)	
Increase in Intangible assets under development	(415.91)	
Increase in Capital Work in Progress	(404.42)	
Sale of Property, Plant and Equipment	0.55	
Net Cash Flow from/(Used in) Investing Activities		(1,101.11)
C. Cash Flow from Financing Activities		
Proceeds of Working Capital Loan from Bank (Net)	2,983.63	
Repayment of Term Loan From Banks	(999.64)	
Payment of Interest/ Other Borrowing Cost	(1,193.19)	
Gain/ (Loss) on Foreign Currency Translations	294.68	
Net Cash Flow from Financing Activities		1,085.48
Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)		69.22
Cash and Cash Equivalents at the beginning of the Financial Year		6.49
Cash and Cash Equivalents at the end of the Financial Year		75.71

Material Accounting Policies and additional notes (Note no 1)

for and on behalf of the Board of Directors

Rishab Mohan Gupta
DIN:05259454
Managing Director
Place : Dubai, UAE

Digant Parikh
DIN: 00212589
Non-Executive Director
Place : New Delhi

Jayanth V
Chief Financial Officer
PAN: AIHPJ2244A
Place : Bengaluru

As per our report annexed
for **Raghavan, Chaudhuri & Narayanan**
Chartered Accountants
Firm Regn. No.0077618

V Sathyanarayanan
Partner
Membership No.:027716
UDIN: 24027716BKCNO1388
Place: Bengaluru
Date: September 25, 2024



ROSSELL TECHSYS LIMITED
RESTATED STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED MARCH 31, 2024

(Rupees In Lakhs)

Note-11
A. Equity Share Capital

Particulars	Amount
Restated balance as at 01-04-2023	753.93
Changes in equity share capital during the year	-
As at 31-03-2024	753.93

B. Other Equity

Particulars	Reserves and Surplus				Other Comprehensive Income		Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	Remeasurement of Employees' Obligations	Impairment of Investment	
As at 1st April, 2023	-		10,715.97				10,715.97
Profit for the year				1,097.14			1,097.14
Adjument in Business Combinations			14.59				14.59
Remeasurements of post-employment defined benefit obligations (Net of tax)					(2.37)		(2.37)
As at 31st March, 2024	-	-	10,730.56	1,097.14	(2.37)	-	11,825.33

Material Accounting Policies and additional notes (Note no 1)

for and on behalf of the Board of Directors


Rishab Mohan Gupta
 DIN:05259454
 Managing Director
 Place : Dubai, UAE

Date: September 25, 2024


Digant Parikh
 DIN: 00212589
 Non-Executive Director
 Place : New Delhi


Jayanth V
 Chief Financial Officer
 PAN: AIHPJ2244A
 Place : Bengaluru

As per our report annexed
 for **Raghavan, Chaudhuri & Narayanan**
 Chartered Accountants
 Firm Regn. No.007761S


V Sathyanarayanan
 Partner
 Membership No.:027716
 UDIN: 24027716BKCQL1388
 Place: Bengaluru
 Date: September 25, 2024



Material Accounting Policies and Other Notes to the Restated Financial Information for the Year ended 31st March, 2024

1.1.1 Company Overview

Rossell Techsys Limited (the Company) is a Public Limited Company incorporated and domiciled in India. The Company was incorporated on December 6, 2022 under the Companies Act, 2013 with its registered office at Kolkata, West Bengal. As per main object of the Company, the Company shall engage in Engineering and Manufacturing in Aerospace and Defense Services. This Company was incorporated for taking over the existing undertaking of Rossell Techsys Division of Rossell India Limited as per the Scheme of Arrangement (Note 1(i)) which has been approved by the Board earlier and received NOC from Stock Exchanges/ SEBI.

i. Composite scheme of arrangement

The Board of Directors of the Company at its meeting held on December 16, 2022, had approved the Composite scheme of arrangement amongst Rossell India Limited ('Transferee Company' or 'Demerged Company'), Rossell Techsys Limited ('Transferor Company' or 'Resulting Company') and their respective shareholders and creditors, under section 230 to 232 read with section 66 and other applicable provisions of the Companies Act, 2013, which inter-alia envisaged the following:

- A. Creating a dedicated Tech vertical with focused attention on the Aerospace and Defence business under Rossell Techsys Limited and a dedicated Tea vertical which shall continue under Rossell India Limited;
- B. Demerger will enable both Demerged Company and the Resulting Company to enhance business operations by streamlining operations, more efficient management control and outlining independent growth strategies;
- C. Each undertaking will be able to target and attract new investors with specific knowledge, expertise and risk appetite corresponding to their own businesses. Thus, each undertaking will have its own set of likeminded investors, thereby providing the necessary funding impetus to the long-term growth strategies of each business;
- D. Demerger will enhance efficiencies and will have different business interest into separate corporate entity, resulting in operational synergies, simplification, focused management, streamlining and optimization of the group structure and efficient administration;
- E. Pursuant to the Scheme, the equity shares issued by the Resulting Company would be listed on BSE and NSE and will unlock the value of the Demerged Undertaking for the shareholders of the Demerged Company. Further the existing shareholders of the Demerged Company would hold the shares of two (2) listed entities after the Scheme becoming effective; giving them flexibility in managing their investments in the two businesses having differential dynamics.
- F. The proposed Demerger shall also benefit all the shareholders, creditors, employees and all other stakeholders and shall enable the group to achieve and fulfil its objectives more efficiently and economically.

The Hon'ble National Company Law Tribunal, Kolkata bench has approved the Scheme vide its order dated April 25, 2024 under the applicable provisions of the Companies Act, 2013. Certified copy of the said order of the Tribunal was received by the Company on August 30, 2024 and filed with the Registrar of Companies on August 30, 2024.



Accordingly, the Board of Directors of the respective companies at its meeting held on September, 25, 2024 have decided to give effect to the Scheme in the following manner based on the order of Hon'ble National Company Law Tribunal Kolkata Bench:

- A. As per the Scheme, the Rossell India Limited will transfer assets and liabilities of its Techsys division to the Company at the respective book values from the appointed date i.e. April 1, 2023.
- B. Since the Scheme was sanctioned by the Hon'ble NCLT on April 25, 2024, for the financial year ended March 31, 2024, it was an adjusting event in accordance with IND AS 10. Accordingly, the financial information for the year ended March 31, 2024 were presented after taking effect of aforementioned demerger considering book value of assets and liabilities of Techsys division of Rossell India Limited Business as at April 1, 2023.

1.1.2 Basis of Preparation

As per the scheme of arrangement, the scheme was carried out with effect from April 1, 2023 (Demerger of Rossell Techsys Division from Rossell India Limited) was done and felt subsequent to the giving effect to the scheme of arrangement there is a requirement of providing the restated standalone financial information for the IM and respective stake holders. The accounting treatment referred in the scheme has been effected as on April 1, 2023.

The Restated financial information comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

- i) The restated financial information has been prepared on the historical cost convention under accrual basis of accounting except for certain assets and liabilities (as per the accounting policy below), which have been measured at fair value.
- ii) Audited Standalone financial information of the Rossell India Limited (Demerged entity) and the Company as at and for the year ended March 31, 2024, which have been approved by the Board of Directors at their meeting held by Rossell India Limited (Demerged entity) on May 29, 2024 and the Company held on May 28, 2024 respectively. The Restated financial information of the Company as at and for the year ended March 31, 2024 has been prepared based on the extract of Techsys Division of Rossell India Limited as if the scheme has been effected as on April 1, 2023 and combined with the audited financial information of the company.

The Restated Standalone Financial Information as approved by the Board of the Directors at their meeting held on September, 25, 2024 has been prepared for inclusion in the Draft Information Memorandum ('IM') prepared by the company in connection with the proposed listing of its equity shares ("Proposed Listing") prepared in accordance with the checklist provided by Bombay Stock Exchange ("BSE") and National Stock Exchange ("NSE") for in-principle approval in relation to any scheme of arrangement states that the IM should contain the information about the Company and its group companies in line with the disclosure requirement applicable for public issue. Further as per SEBI Master Circular dated Jun 20, 2023 on Scheme of Arrangement by Listed entities also states about



the requirements to be given in an advertisement before commencement of trading that it should contain Restated Audited Financials from the appointed date to the previous financial year ending. Hence for the purpose of disclosure in the IM, IM should contain restated consolidated financial information, in line with disclosure requirements for public issues. The disclosure requirements applicable for public issues form part of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and accordingly, all disclosure requirements mentioned therein in relation to public issues would be applicable to the information memorandum. Further, Clause (11) of the SEBI ICDR Regulations provides for 'Financial information' required to be disclosed in the offer document.

These Restated Consolidated Financial Information have been prepared on a historical cost basis and are presented in Indian Rupees (INR) and all values are rounded to the nearest lakhs, except when otherwise indicated.

1.1.3 Going Concern

The Company's financial information have been prepared on a going concern basis.

1.1.4 Use of estimates and judgements

The preparation of financial information in accordance with Ind AS requires management to use of certain critical accounting estimates, judgments and assumptions. It also requires management to exercise judgment in the process of applying accounting policies. Actual results could differ from those estimates. These estimates, judgments and assumptions affect application of the accounting policies and the reported amounts of assets, liabilities, revenue, expenditure, contingent liabilities etc.

The estimates and underlying assumptions are reviewed on an ongoing basis and changes are made as management becomes aware of changes in the circumstances surrounding the estimates. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognized in the financial information in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

1.1.5 Cost Recognition

Costs and expenses are recognised when incurred and are classified according to their nature. Expenditure is capitalized where appropriate.

1.1.6 Significant estimates and judgments

The areas involving significant estimates or judgments are:

- i. Estimation of defined benefit obligation.
- ii. Estimation of useful life of Property, Plant and Equipment.



1.1.7 Classification of current and non-current

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Ind AS 1 – Presentation of financial information and Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current / non-current classification of assets and liabilities.

1.2 Material Accounting Policies

1.2.1 Property, Plant and Equipment

i. Tangible Assets

Property, Plant and Equipment are measured at cost / deemed cost, less accumulated depreciation and impairment losses, if any. Cost of Property, Plant and Equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated attributable costs of dismantling and removing the item and restoring the site on which it is located. Deemed Cost is the carrying value of all of its Property, Plant and Equipment as of 1st April, 2016 measured as per the previous GAAP as the Company elected to continue with the same carrying value as on the aforesaid transition date for Ind AS.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Any gain or loss on disposal of an item of property, plant and equipment is recognized in Statement of Profit and Loss.

An item of Property, Plant and Equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of Property, Plant and Equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

ii. Intangible Assets

Intangible Assets of the Company comprise acquired Computer Software having a finite life. Cost of software is capitalized when it is expected to provide future enduring economic benefits. The capitalization cost includes license fee, cost of implementation and system integration services. The costs are capitalized in the year in which the relevant Software is implemented for use and is amortized across a period not exceeding 10 years.



Research and Development

Research and Development costs are expensed as incurred unless technical and commercial feasibility of the project demonstrate that: (a) the future economic benefits are available, (b) the activity is being carried out with an intention and ability to complete as well as use the asset and (c) the cost can be measured reliably. In such case, the cost is capitalized as Intangible Asset – Knowhow. The cost which can be capitalized include the cost of material, direct labour, overhead costs including finance cost, if applicable that are directly attributable to bringing the asset for its intended use.

iii. Impairment

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

1.2.2 Depreciation

Items of Property, Plant and Equipment are depreciated in a manner that amortizes the cost of the assets less its residual value, over their useful lives on a straight-line basis. Estimated useful lives of the assets are as specified in Schedule II of the Companies Act, 2013.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period and the effect of any changes in estimate is accounted for on a prospective basis.

1.2.3 Foreign Currency Translation

Foreign currency transactions are translated into Indian Rupee (INR) which is the functional currency (i.e. the currency of the primary economic environment in which the entity operates) using the exchange rates at the dates of the transactions.

- a. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognized in profit or loss.
- b. Non-monetary items denominated in foreign currency such as investments, fixed assets, etc., are valued at the exchange rate prevailing on the date of transaction.



1.2.4 Inventories

Stock of finished goods and stock-in-trade are valued at lower of cost and net realizable value.

Raw Materials purchased and Stores and Spare Parts are valued at or under cost. Work-in-progress is valued at works cost based on technical evaluation of the stage of completion.

Provision is made for obsolete, slow moving and defective inventories, wherever necessary and reviewed from time to time.

Costs are ascertained to the individual item of inventory by adopting weighted average method. Net realizable value is the estimated selling price for inventories less all selling costs.

1.2.5 Revenue Recognition

i. Sale of products:

Revenue is recognized when the performance obligations are satisfied and the control of the goods is transferred, being when the goods are delivered as per the relevant terms of the contract at which point in time the Company has a right to payment for the goods, customer has possession and legal title to the goods, customer bears significant risk and rewards of ownership and the customer has accepted the goods or the Company has objective evidence that all criteria for acceptance have been satisfied.

ii. Revenue from Services:

Revenue from Services is recognised in the accounting period in which the services are rendered.

1.2.6 Financial Instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issues of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial assets or financial liabilities. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date i.e. the date when the Company commits to purchase or sell the asset.

1.2.7 Financial Assets

i. Recognition and Classification

The financial assets are classified at initial recognition in the following measurement categories as:

- those subsequently measured at amortized cost.
- those to be subsequently measured at fair value [either through other comprehensive income (OCI), or through profit or loss]



ii. Subsequent Measurement

- Financial assets measured at amortized cost – Financial assets which are held within the business model of collection of contractual cash flows and where those cash flows represent payments solely towards principal and interest on the principal amount outstanding are measured at amortized cost. A gain or loss on a financial asset that is measured at amortized cost and is not a part of hedging relationship is recognized in profit or loss when the asset is derecognized or impaired.
- Financial assets measured at fair value through other comprehensive income – Financial assets that are held within a business model of collection of contractual cash flows and for selling and where the assets' cash flow represents solely payment of principal and interest on the principal amount outstanding are measured at fair value through OCI. Movements in carrying amount are taken through OCI, except for recognition of impairment gains or losses. When a financial asset, other than investment in equity instrument, is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to statement of profit and loss.

Classification of equity instruments, not being investments in subsidiaries, associates and joint arrangements, depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through OCI. When investment in such equity instrument is derecognized, the cumulative gains or losses recognized in OCI is transferred within equity on such derecognition.

- Financial assets measured at fair value through profit or loss – Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. Movements in fair value of these instruments are taken in profit or loss.

iii. Impairment of financial assets

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Impairment losses are recognized in the profit or loss, where there is objective evidence of impairment based on reasonable and supportable information that is available without undue cost or effort. For all financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The Company recognizes loss allowances on trade receivables when there is objective evidence that the Company will not be able to collect all the due amount depending on product categories and the payment mechanism prevailing in the industry.

iv. Income recognition on financial assets

Interest income from financial assets is recognized in profit or loss using effective interest rate method, where applicable.

Dividend income is recognized in profit or loss only when the Company's right to receive payments is established and the amount of dividend can be measured reliably.



1.2.8 Financial Liabilities

Financial liabilities are classified according to the substance of the contractual arrangements entered into. Financial liabilities are classified, at initial recognition, as subsequently measured at amortized cost unless they fulfill the requirement of measurement at fair value through profit or loss. Where the financial liability has been measured at amortized cost, the difference between the initial carrying amount of the financial liabilities and their redemption value is recognized in the statement of profit and loss over the contractual terms using the effective interest rate method. Financial liabilities at fair value through profit or loss are carried at fair value with changes in fair value recognized in the finance income or finance cost in the statement of profit or loss.

1.2.9 Derecognition of financial assets and financial liabilities

Financial assets are derecognized when the rights to receive benefits have expired or been transferred, and the Company has transferred substantially all risks and rewards of ownership of such financial asset. Financial liabilities are derecognized when the liability is extinguished that is when the contractual obligation is discharged, cancelled or expired.

1.2.10 Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

1.2.11 Derivatives and hedging activities

The Company do have derivative financial instruments such as forward contracts, and to mitigate risk of changes in exchange and interest rates, although nil outstanding at on 31st March, 2024. The counterparty for these contracts is generally banks.

1.2.12 Derivatives

Derivatives are measured at fair value. All fair value gains and losses are recognized in profit and loss except where the derivatives qualify as hedging instruments in cash flow hedges or net investment hedges.

1.2.13 Cash flow hedges that qualify for hedge accounting:

The Company designates their derivatives as hedges of foreign exchange risk associated with the cash flows of highly probable forecast transactions.

The Company documents at the inception of the hedging transaction the economic relationship between hedging instruments and hedged items including whether the hedging instrument is expected to offset changes in cash flows of hedged items.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in the Other Comprehensive Income.



1.2.14 Government Grants

Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are deferred and recognized in the Statement of Profit and Loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of Property, Plant and Equipment are included in non-current liabilities as deferred income and are credited to the Statement of Profit and Loss on a Straight-Line basis over the useful life of the related assets and presented within other income.

1.2.15 Income Tax

The Income Tax expense or credit for the period is the tax payable on the current year's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date. Current tax comprises of expected tax payable or receivable on taxable income / loss for the year or any adjustment or receivable in respect of previous year.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Current and deferred tax are recognized in profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.



1.2.16 Employee Benefits

These are recognized at the undiscounted amount as expense for the year in which the related service is rendered.

The Company is contributing regularly to the Provident Funds, administered by the Governments and independent of Company's finances, in respect of all its eligible employees. The Company also operates Defined Contribution Scheme for payment of Pension to certain classes of employees. Monthly contribution at 15% of the eligible employees' current salary is made to recognized Superannuation Fund, which is fully funded. This Fund is administered by Trustees and is independent of Company's finance. Contributions are recognized in Profit and Loss Statement on an accrual basis.

Defined Benefit Gratuity Plan is also maintained by the Company. The Company contributes to the recognized Gratuity Fund, which is administered by the Trustees and is independent of Company's finance. The Annual Contribution is determined by the actuary at the end of the year. Actuarial gains and losses are recognized in the Profit and Loss Statement. The Company also recognizes in the Profit and Loss Statement gains or losses on curtailment or settlement of the defined benefit plan as and when the curtailment or settlement occurs.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized, in the year in which they occur, directly in Other Comprehensive Income and eventually included in retained earnings in the Statement of changes in Other Equity and in the Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in the Statement of Profit and Loss as past service cost.

Leave encashment liability for eligible employees is provided for at the end of the year, as actually computed and paid/provided for and the charge is recognized in the Profit and Loss Statement.

1.2.17 Leases

Leases are recognized as per Ind AS 116 when there is a contract that conveys the right to control the use of an identified asset. Such leases are amortized over the lease term.

1.2.18 Borrowing costs

Borrowing costs consist of interest and related costs incurred in connection with the borrowing of funds. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs that are attributable to the acquisition or construction of qualifying assets or for self-created assets (i.e. an asset that necessarily takes a substantial period of time to get ready for its intended use) are capitalized as a part of the cost of such assets. All other borrowing costs are charged to the Statement of Profit and Loss.



1.2.19 Provisions and Contingent Liabilities

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking in to account the risks and uncertainties surrounding the obligation.

Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Company or present obligations where it is not probable that an outflow of resources will be required or the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are not recognized in the financial information but are disclosed unless the possibility of an outflow of economic resources is considered remote.

1.2.20 Operating Segments

In terms of Ind AS 108, Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) viz. the Managing Director of the Company. The Chief Operating Decision Maker is responsible for allocating resources and assessing performance of the operating segments, which are engaged in separate business activities from which it earns revenue and incur expenses. The Company currently operates in only one segment "Engineering and Manufacturing in Aerospace and Defense". For each of the segments discreet Financial Results will be made available whenever applicable.



ROSSELL TECHSYS LIMITED
NOTES TO RESTATED STANDALONE BALANCE SHEET

(Rupees In Lakhs)

Note-2
i. Property, Plant & Equipment as at March 31, 2024

Description	Property, Plant & Equipment							
	Leasehold Land	Buildings	Plant & equipment	Furniture & fixtures	Office equipment	Vehicles	Computers	Total
	1	2	3	4	5	6	7	8
Gross Block								
As at 01-04-2023	1,165.55	7,043.53	2,627.25	1,237.46	278.94	23.87	638.95	13,015.55
Addition	162.27	-	10.35	15.25	1.04	-	79.33	268.24
Sub-total	1,327.82	7,043.53	2,637.60	1,252.71	279.98	23.87	718.28	13,283.79
Deletion	-	-	-	-	-	-	0.58	0.58
Total	1,327.82	7,043.53	2,637.60	1,252.71	279.98	23.87	717.70	13,283.21
Depreciation								
As at 01-04-2023	81.29	614.14	987.15	566.09	189.21	16.00	479.51	2,933.39
For the period	13.12	223.05	244.46	102.02	24.40	2.95	67.47	677.45
Sub-total	94.41	837.19	1,231.61	668.11	213.61	18.95	546.98	3,610.84
Withdrawn	-	-	-	-	-	-	0.55	0.55
Total	94.41	837.19	1,231.61	668.11	213.61	18.95	546.43	3,610.29
Net Carrying amount as at 31-03-2024	1,233.41	6,206.34	1,405.99	584.60	66.37	4.92	171.27	9,672.92

ii. Capital Work-In-Progress

Particulars	As at March 31, 2024
(a) Plant & equipment	492.76
(b) Others	33.36
Total	526.12

Ageing of Capital Work-In-Progress as at 31-03-2024

Particulars	Amount in Capital Work-in-Progress for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	Total
Capital WIP - P&M	386.97	105.80	-	-	492.76
Capital WIP - Others	27.62	-	5.74	-	33.36
March 31, 2024	414.58	105.80	5.74	-	526.12

1) There were no material projects which have exceeded their original plan cost as at 31-03-2024

2) Project which has exceeded its Original timeline



ROSSELL TECHSYS LIMITED
NOTES TO RESTATED STANDALONE BALANCE SHEET

(Rupees In Lakhs)

Note-2
i. Property, Plant & Equipment as at April 1, 2023

Description	Property, Plant & Equipment							
	Leasehold Land	Buildings	Plant & equipment	Furniture & fixtures	Office equipment	Vehicles	Computers	Total
	1	2	3	4	5	6	7	8
Gross Block								
As at 01-04-2022	1,165.55	7,043.53	2,300.41	1,236.12	271.79	23.87	586.07	12,627.34
Addition			326.83	1.35	7.15		52.88	388.21
Sub-total	1,165.55	7,043.53	2,627.25	1,237.46	278.94	23.87	638.95	13,015.55
Deletion	-	-	-	-	-	-	-	-
Total	1,165.55	7,043.53	2,627.25	1,237.46	278.94	23.87	638.95	13,015.55
Depreciation								
As at 01-04-2022	69.50	391.09	753.05	464.19	162.62	12.46	403.14	2,256.06
For the period	11.79	223.05	234.10	101.91	26.59	3.53	76.37	677.33
Sub-total	81.29	614.14	987.15	566.09	189.21	16.00	479.51	2,933.39
Withdrawn	-	-	-	-	-	-	-	-
Total	81.28	614.14	987.15	566.09	189.21	16.00	479.51	2,933.39
Net Carrying amount as at 01-04-2023	1,084.27	6,429.39	1,640.10	671.37	89.73	7.87	159.44	10,082.16

ii. Capital Work-In-Progress

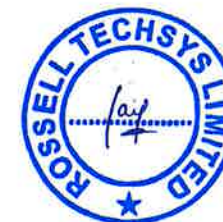
Particulars	As at 1st April 2023
(a) Plant & equipment	115.96
(b) Others	5.74
Total	121.70

Ageing of Capital Work-In-Progress as at April 1, 2023

Particulars	Amount in Capital Work-in-Progress for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	Total
Capital WIP - P&M	115.96	-	-	-	115.96
Capital WIP - Others	-	5.74	-	-	5.74
March 31, 2024	115.96	5.74	-	-	121.70

1) There were no material projects which have exceeded their original plan cost as at April 1, 2023

2) Project which has exceeded its Original timeline



ROSSELL TECHSYS LIMITED
NOTES TO RESTATED STANDALONE BALANCE SHEET

(Rupees In Lakhs)

Note-3

i.Intangible Assets as at March 31, 2024

Description	R&D Intangible Asset (Know How)	Computer Software	Total
Gross Block			
As at 01-04-2023	705.98	805.55	1,511.53
Addition	-	13.10	13.10
Sub-total	705.98	818.65	1,524.63
Deletion	-	-	-
Total	705.98	818.65	1,524.63
Amortization			
As at 01-04-2023	33.07	631.67	664.74
For the period	134.14	83.95	218.09
Sub-total	167.21	715.62	882.83
Withdrawn	-	-	-
Total	167.21	715.62	882.83
Net Carrying amount asat 31-03-2024	538.77	103.03	641.80

ii.Intangible Assets Under Development

Ageing of Intangible Assets Under Developments as at 31-03-2024

Particulars	Amount in Capital Work-in-Progress for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	Total
Project in progress	497.04				497.04



ROSSELL TECHSYS LIMITED
NOTES TO RESTATED STANDALONE BALANCE SHEET

(Rupees In Lakhs)

Note-3

i. Intangible Assets as at April 1, 2023

Description	R&D Intangible Asset (Know How)	Computer Software	Total
Gross Block			
As at 01-04-2022		770.07	770.07
Addition	705.98	35.47	741.46
Sub-total	705.98	805.55	1,511.53
Deletion	-	-	-
Total	705.98	805.55	1,511.53
Amortization			
As at 01-04-2022	-	481.70	481.70
For the period	33.07	149.97	183.04
Sub-total	33.07	631.67	664.74
Withdrawn	-	-	-
Total	33.07	631.67	664.74
Net Carrying amount as at April 1, 2023	672.91	173.88	846.79

ii. Intangible Assets Under Development

Ageing of Intangible Assets Under Developments as at April 1, 2023

Particulars	Amount in Capital Work-in-Progress for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	Total
Project in progress	81.13				81.13



ROSSELL TECHSYS LIMITED
NOTES TO RESTATED STANDALONE BALANCE SHEET

(Rupees In Lakhs)

Note No.	Particulars	As at 31st March 2024	As at 1st April 2023
4	Investment in Subsidiary and Associate Unquoted		
	Investment in Rossell Techsys Inc. USA (392 Equity shares of USD 340.96/- each)	75.13	75.13
	Total	75.13	75.13
5	Other Non-Financial Assets		
	Security Deposits		
	- Unsecured, considered good	0.10	0.10
	Total	0.10	0.10
6	Other Non-Current Assets		
	Capital Advances	-	2.42
	Total	-	2.42
7	Inventories		
	Raw Materials	16,691.98	12,867.65
	Work-in-Progress	771.54	864.64
	Finished Goods	62.26	340.66
	Total	17,525.78	14,072.95
9	Cash and Cash Equivalents		
	Balance with Banks - Current Accounts	75.59	6.37
	Cash on hand	0.12	0.12
	Total	75.71	6.49
10	Other Current Assets		
	Advances to Suppliers, Service Providers etc.	188.97	109.94
	Other receivables	114.24	18.49
	Prepaid Expenses	124.27	168.28
	Input Tax Credit/ Refund (GST) Receivable	431.28	411.25
	Total	858.76	707.96



ROSSELL TECHSYS LIMITED
NOTES TO RESTATED STANDALONE BALANCE SHEET

(Rupees In Lakhs)

Note No.	Particulars	As at 31st March 2024	As at 1st April 2023
12	Non Current Borrowings		
	Secured		
	Term Loans from Banks	1,499.46	2,499.10
	Less: Current maturities of long term borrowings (Refer Note 13)	999.64	999.64
	a) Nature of Security: Equitable Mortgage of Leasehold Land and Buildings constructed thereon at Bangalore.		
	b) Rate of Interest prevailing at year end - 9.60% p.a. (2023 - 9.90% p.a.)		
	c) Terms of Repayment:		
	Repayment in 20 Equal Quarterly Instalments till September, 2025		
	Total	499.82	1,499.46
13	Current Borrowings		
	Secured Loans repayable on demand from Banks		
	Cash Credit, Packing Credit and Demand Loans	13,752.18	12,268.55
	Nature of Security		
	Secured by first pari passu charge by way of :		
	a) Equitable Mortgage on immovable properties, being Leasehold Land and Buildings constructed thereon at Bangalore as well as Dikom, Nokhroy, Nagrijuli, Romai and Namsang Tea Estates of the Company and		
	b) Hypothecation of movable properties of Rossell Tea and Rossell Techsys Divisions (including Stock and Book Debts), both present and future, of the Company.		
	Current maturities of long-term debts (Refer Note 12)	999.64	999.64
	Unsecured Loans repayable on demand from Banks		
	Short-term Loan from Banks	1,500.00	-
	Total	16,251.82	13,268.19
15	Other Financial Liabilities		
	Interest accrued but not due on borrowings	54.97	57.88
	Capital Liabilities	45.55	101.41
	Total	100.52	159.29
16	Other Current Liabilities		
	Advances from Customers	1,142.03	1,153.82
	Statutory dues	102.03	90.76
	Liabilities for Expenses	416.46	401.05
	Other Payables	75.97	17.74
	Total	1,736.49	1,663.37



ROSSELL TECHSYS LIMITED
NOTES TO RESTATED STANDALONE BALANCE SHEET

(Rupees In Lakhs)

Note-8

Trade Receivables*

Particulars	As at 31st March 2024	As at 1st April 2023
Unsecured		
Trade Receivables Considered Good	6,125.86	4,720.66
Total	6,125.86	4,720.66

*Refer Note no 30 for receivable from related parties

As at March 31, 2024

Particulars	Not Due	Less than 6 Months	6 Months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
(i) Undisputed Trade receivables – considered good	2,859.78	3,141.34	121.57	0.06	3.11		6,125.86
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
31st March, 2024	2,859.78	3,141.34	121.57	0.06	3.11	-	6,125.86

As at April 1, 2023

Particulars	Not Due	Less than 6 Months	6 Months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
(i) Undisputed Trade receivables – considered good	920.41	3,646.81	150.35	3.09	-		4,720.66
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
April 1, 2024	920.41	3,646.81	150.35	3.09	-	-	4,720.66



ROSSELL TECHSYS LIMITED
NOTES TO RESTATED STANDALONE BALANCE SHEET

(Rupees in Lakhs)

Note-11

Share Capital

a) Details of authorized, issued and subscribed share capital

Particulars	As at 31st March 2024		As at 1st April 2023	
	No. of shares	Amount	No. of shares	Amount
Equity Share Capital				
i) Authorized Share Capital				
Equity Shares of Rs.2/- each	6,00,00,000	1,200.00	6,00,00,000	1,200.00
	6,00,00,000	1,200.00	6,00,00,000	1,200.00
ii) Issued, subscribed and paid up capital				
Equity Shares of Rs.2/- each	3,76,96,475	753.93	3,76,96,475	753.93
	3,76,96,475	753.93	3,76,96,475	753.93

b) i) Rights and preferences attached to equity shares:

Every shareholder is entitled to such rights as to attend the meeting of the shareholders, to receive dividends distributed and also has a right in the residual interest of the assets of the company. Every shareholder is also entitled to right of inspection of documents as provided in the Companies Act 2013.

c) Reconciliation of equity shares at the beginning and end of the reporting period

Particulars	As at 31st March 2024		As at 1st April 2023	
	No. of shares	Amount	No. of shares	Amount
Shares outstanding at the beginning of the year	3,76,96,475	753.93	3,76,96,475	753.93
Add: Fresh Shares issued and allotted for cash during the period	-	-	-	-
Less: Shares bought back during the period	-	-	-	-
Shares outstanding at the end of the year	3,76,96,475	753.93	3,76,96,475	753.93

d) Details of shareholders holding more than 5% shares in the Company:

Name of Shareholders	Class of Shares	As at 31st March 2024	
		No. of shares	% of Holding
Harsh Mohan Gupta	Equity	1,48,88,113	39.49%
Rishab Mohan Gupta	Equity	66,62,598	17.67%
Vinita Gupta	Equity	36,40,635	9.66%
Harsh Mohan Gupta & Sons HUF	Equity	28,75,180	7.63%

e) Promoters shareholding as on 31st March 2024

Name of Shareholders	Class of Shares	As at 31st March 2024	
		No. of shares	% Holding
Harsh Mohan Gupta	Equity	1,48,88,113	39.49%
Rishab Mohan Gupta	Equity	66,62,598	17.67%
Vinita Gupta	Equity	36,40,635	9.66%
Harsh Mohan Gupta & Sons HUF	Equity	28,75,180	7.63%
Harvin Estates Pvt. Limited	Equity	1,03,724	0.28%
BMG Investment private Limited	Equity	12,447	0.03%
Samara Gupta	Equity	15,536	0.04%



ROSSELL TECHSYS LIMITED**NOTES TO RESTATED STANDALONE BALANCE SHEET**

(Rupees In Lakhs)

Note-14**Trade Payables ***

Particulars	As at 31st March 2024	As at 1st April 2023
a) Total outstanding dues of micro enterprises and small enterprises (Refer Note Below)	199.85	89.04
b) Total outstanding dues other than micro enterprises and small enterprises	3,918.94	2,153.03
Total	4,118.79	2,242.07

* Refer Note no 30 for payable to related party

Note

To the extent the Company has received information from the Suppliers regarding their status under the Micro, Small and Medium Enterprise Development Act, 2006, the details are provided under Sec. 22 of that Act:

As at March 31, 2024

Particulars	Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
MSME	199.85	-	-	-	199.85
Others	3,899.74	19.20	-	-	3,918.94
Disputed dues — MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
31st March, 2024	4,099.59	19.20	-	-	4,118.79

As at April 1, 2023

Particulars	Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
MSME	89.04	-	-	-	89.04
Others	2,153.03	-	-	-	2,153.03
Disputed dues — MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
April 1, 2023	2,242.07	-	-	-	2,242.07



ROSSELL TECHSYS LIMITED NOTES TO RESTATED STANDALONE PROFIT AND LOSS		
		(Rupees In Lakhs)
Note No	Particulars	For the Year Ended 31st March 2024
17	Revenue from operations*	
	Sale of Products	19,904.73
	Sale of Services	1,415.34
	Other Operating Revenues	367.92
	Total (A+B+C)	21,687.99
	* Refer Note 30 for revenue from related parties	
18	Other Income	
	Net Gain on Foreign Currency Transactions and Translation	294.68
	Total	294.68
19	Cost of Material Consumed	
	Opening Stock Raw Materials	12,867.65
	Purchases*	14,775.58
		27,643.23
	Less: Closing Stock of Materials	16,691.98
	Consumption of Raw Materials and Componets	10,951.25
	*Refer Note 30 for purchases from related parties	
20	Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	
	Stock of Work in Progress at the beginning of the year	864.64
	Less: Stock of Work in Progress at the end of the year	771.54
	(Increase) / Decrease	93.10
	Stock of Finished Goods at the beginning of the year	340.66
	Less: Stock of Finished Goods at the end of the year	62.26
	(Increase) / Decrease	278.40
	Total	371.50



ROSSELL TECHSYS LIMITED NOTES TO RESTATED STANDALONE PROFIT AND LOSS		
		(Rupees in Lakhs)
Note No	Particulars	For the Year Ended 31st March 2024
21	Employee Benefits Expense*	
	Salaries, Wages and Bonus	3,377.05
	Contribution to Provident and other Funds	165.52
	Workmen and Staff Welfare	604.59
	Total	4,147.16
	* Refer Note No 30 for remuneration and contribution paid to related parties	
22	Finance Cost	
	Interest Cost on Financial Liabilities carried at amortised cost	
	On Term Loans	214.61
	On Working Capital Loans	978.58
	Total	1,193.19
23	Depreciation and Amortization	
	Depreciation on Property, Plant and Equipment	677.45
	Amortization of Other Intangible Assets	218.09
	Total	895.54
24	Other Expenses*	
	Business Development	930.03
	Repairs & Maintenance	500.37
	Consumption of Stores and Spare Parts	240.79
	Traveling and Conveyance	305.67
	Legal and Professional Fees	274.88
	Selling Expenses	241.99
	R&D Exp. Research & Development	183.81
	Insurance, Rates & Taxes	147.53
	Miscellaneous Expenses	203.72
	(Under this head there is no expenditure which is in excess of 1% of revenue from operations or 10 lakhs whichever is higher)	
	Total	3,028.79
	* Refer Note 30 for related party transactions	



ROSSELL TECHSYS LIMITED NOTES TO RESTATED STANDALONE PROFIT AND LOSS		
		(Rupees In Lakhs)
Note No	Particulars	For the Year Ended 31st March 2024
25	Income Tax Expense A. Amount recognised in Profit and Loss Statement Current Tax Income Tax for the year 296.75 Total Current Tax 296.75	
26	Deferred Tax Decrease (increase) in deferred tax assets - (Decrease) increase in deferred tax liabilities 1.35 Total deferred tax expense / (benefit) 1.35	
	Total Tax Expense	298.10
	Reconciliation of tax expense and the accounting profit multiplied by India's tax rate: Profit before tax expense 1,395.24 Tax at the Indian tax rate of 25.17% (A) 351.14 Less: Permanent Disallowances (B) 3.30 Impact of Rate change on Deferred Tax (C) (56.34) Tax Expenses as calculated above D=A-B+C 298.10 Tax effect of amounts which are not deductible (taxable) in calculating taxable income: Tax expense / (benefit) 298.10	
27	Earnings Per Share (a) Basic Earnings per Equity Share 2.90 (b) Diluted Earnings per Equity Share 2.90 (c) Weighted average number of Equity Shares used as the denominator in calculating Basic Earnings per share 3,76,96,475	
28	Contingent Liabilities And Commitments (i) Estimated amount of Contingent Liabilities not provided for a Bank Guarantees outstanding 1.66 (ii) Commitments Estimated amount of contracts to be executed on Capital Account and not provided for (net of Advances) 38.44	



ROSSELL TECHSYS LIMITED**NOTES TO RESTATED STANDALONE FINANCIAL INFORMATION****29 Employee Benefit Obligation**

(Rupees In Lakhs)

Defined Contribution Plans

The Company operates defined contribution scheme for payment of pension for certain eligible employees. Under the scheme, contributions are made by the Company, based on current salaries, to the recognized Superannuation Fund maintained by the Company. The Company is also contributing to the Government's administered Provident Funds in respect of all the qualifying employees.

An amount of 283.76 Lakhs has been charged to the Statement of Profit and Loss on account of defined contribution schemes.

Defined Benefit Plans

The Company also operates defined benefit scheme in respect of gratuity benefit towards its employees. This scheme offers specified benefits to the employees on retirement, death, disability or cessation of employment. The liability arising for the Defined Benefit Scheme is determined in accordance with the advice of independent, professionally qualified actuary, using the Projected Unit Credit (PUC) actuarial method as at year end. The Company makes regular contribution for this Employee Benefit Plan to a recognized Gratuity Fund. This Fund is administered through approved Trust, which operate in accordance with the Trust Deed and Rules.

Gratuity - The company has Funded it's Gratuity liability

31st March, 2024**DISCLOSURE OF DEFINED BENEFIT COST**

A. Profit and Loss	
1. Current Service Cost	34.81
2. Past Service Cost - Plan amendments	-
3. Curtailment Cost/(Credit)	-
4. Settlement Cost/(Credit)	-
5. Service Cost	34.81
6. Net interest on net defined benefit liability / (asset)	-
7. Other long term employee benefit plans / other adjustments	-
8. Acquisition Credit	-
9. Cost recognised in the Statement of Profit and Loss Account	-

DISCLOSURE OF DEFINED BENEFIT COST (contd.)

B. Other Comprehensive Income (OCI)	
1. Actuarial (gain)/loss due to DBO experience	
2. Actuarial (gain)/loss due to DBO assumption changes	3.17
3. Actuarial (gain)/loss arising during the period	-
4. Return on plan assets (greater)/less than discount rate	-
5. Actuarial (gains) / losses recognized in OCI	
C. Defined Benefit Cost	
1. Total Service Cost	
2. Net interest on net defined benefit liability / (asset)	34.81
3. Actuarial (gains)/losses recognized in OCI	-
4. Other long term employee benefit plans	3.17
5. Defined Benefit Cost	37.98



ROSSELL TECHSYS LIMITED**NOTES TO RESTATED STANDALONE FINANCIAL INFORMATION****29 Employee Benefit Obligation**

(Rupees In Lakhs)

Continued.....**MOVEMENT OF DEFINED BENEFIT OBLIGATION AND PLAN ASSETS**

A. Change in Defined Benefit Obligations (DBO)		31st March, 2024
1.	DBO at the end of prior period	-
2.	Current Service Cost	-
3.	Interest Cost on the DBO	34.81
4.	Curtailment Cost/(Credit)	-
5.	Settlement Cost/(Credit)	-
6.	Past Service Cost - Plan amendments	-
7.	Acquisitions (Credit)/ Cost	-
8.	Actuarial (gain)/loss - experience	194.94
9.	Actuarial (gain)/loss - demographic assumptions	3.17
10.	Actuarial (gain)/loss - financial assumptions	-
11.	Benefits Paid directly by the Company	-
12.	Benefits paid from plan assets	-
13.	DBO at the end of current period	232.92
B Change in Fair Value of Assets		
1.	Fair value of assets at the end of the prior period	-
2.	Acquisition adjustment	-
3.	Interest income on plan assets	-
4.	Employer contributions	-
5.	Return on plan assets greater / (lesser) than discount rate	-
6.	Benefits paid	-
7.	Other Adjustments	-
8.	Fair Value of assets at the end of current period	-
C Actuarial Assumptions		
1	Discount Rate	7.00%
2	Rate of Salary Increase	5.00%



ROSSELL TECHSYS LIMITED
NOTES TO RESTATED STANDALONE FINANCIAL INFORMATION
29 Employee Benefit Obligation

(Rupees in Lakhs)

Continued.....

Sensitivity Analysis	31st March, 2024
A. Discount Rate(%)	7.00
1. Effect on DBO due to 1% increase in Discount Rate	(30.41)
Percentage Impact	(13.00)
2. Effect on DBO due to 1% decrease in Discount Rate	37.46
Percentage Impact	16.00
B. Salary escalation rate (%)	5.00
1. Effect on DBO due to 1% increase in Salary Escalation Rate	35.48
Percentage Impact	15.00
2. Effect on DBO due to 1% decrease in Salary Escalation Rate	(30.46)
Percentage Impact	(13.00)

Method used for sensitivity analysis:

The sensitivity results above determine their individual impact on the Plan's end of year Defined Benefit Obligation. In reality, the Plan is subject to multiple external experience items which may move the Defined Benefit Obligation in similar or opposite directions, while the Plan's sensitivity to such changes can vary over time.

Actuarial Calculations under Indian Accounting Standard (Ind AS) 19 - Additional Disclosure Information

A. Maturity Profile of the Defined Benefit Obligation	
1. Within 1 year	16.66
2. 1-2 year	253.44
3. 2-3 year	194.88
4. 3-4 year	291.72
5. 4-5 year	251.99
6. 5-10 year	1,464.88
B. Expected employer contribution to the plan for next year March, 2025	232.92
C. Plan Asset Information as at 31st March, 2024	Percentage
Government of India Securities (Central and State)	-
High quality Corporate Bonds (including Public Sector Bonds)	-
Cash (including Special Deposits)	-
Schemes of Insurance	-
Other	-
Total	-

D. Risk Management
The above benefit plans expose the company to actuarial risks such as follows:

- (i) Interest rate risk: The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.
- (ii) Salary inflation risk: Higher than expected increases in salary will increase the defined benefit obligation.
- (iii) Demographic risk: This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.



ROSSELL TECHSYS LIMITED**NOTES TO RESTATED STANDALONE FINANCIAL INFORMATION**

(Rupees in Lakhs)

Note 30: Related Party Disclosure as per Ind AS 24 for the Financial Year Ended 31st March 2024**i. Subsidiary Company**

Rossell Techsys Inc.

Extent of holding of Equity Shares - 100%

ii. Enterprises over which the Key Management Personnel or their relatives have significant influence**Key Managerial Personnel****Designation/Relation**

Harsh Mohan Gupta

Director (Executive Chairman w.e.f September 3, 2024)

Rishab Mohan Gupta

Managing Director (w.e.f February 9, 2024)

Arvind Ghei

Independent Director (w.e.f September 3, 2024)

Ajai Shukla

Independent Director (w.e.f September 3, 2024)

Shobhana Joshi

Independent Director (w.e.f September 3, 2024)

Digant Mahesh Parikh

Non Executive Director (w.e.f September 3, 2024)

Jayanth Vishwanath

Chief Financial Officer (w.e.f September 3, 2024)

Komal Suresh Shrimankar

Company Secretary (w.e.f September 3, 2024)

Samara Gupta

Director (Resigned w.e.f September 3, 2024)

Vinita Gupta

Director (Resigned w.e.f September 3, 2024)

Nirmal Kumar Khurana

Company Secretary (Resigned w.e.f August 31, 2024)

iii. Transactions/ balance with Subsidiary

Rossell Techsys Inc.	As at 31st March, 2024
Services provided during the year	930.03
Purchase of Goods	258.62
Sale of Goods	18.51

iv. Outstanding Balances with Subsidiary

Rossell Techsys Inc.	As at 31st March 2024	As at 1st April 2023
Payable to Subsidiary Company at the end of the year	73.23	68.90

v. Transactions with Key Management Personnel:

Key Managerial Personnel	Transaction	As at 31st March, 2024
Rishab Mohan Gupta	Salary Expense	150.08
Jayanth Vishwanath	Salary Expense	54.70



ROSSELL TECHSYS LIMITED**NOTES TO RESTATED STANDALONE FINANCIAL INFORMATION**

(Rupees In Lakhs)

Note 31: Financial risk management objectives

The Company's business activities expose it to certain financial risks - market risk, liquidity risk and credit risk. In order to minimize those risks, the Company has risk management policies and procedures in place as of the Board of Directors of the Company after due evaluation of key risks facing the business of the Company; approved by the Risk Management Committee of the Board of Directors of the Company after due evaluation of key risks facing the business of the Company;

a) Market Risk

Market risk is the risk that the fair value of future cashflows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks interest rate and currency risk.

i. Foreign Currency Risk

The Company undertakes significant transactions denominated in foreign currency with its customers in relation to Exports by 100% EOU of Rossell Techsys Division. This results in wide exposure to exchange rate fluctuations. Such 100% EOU of Rossell Techsys Division. This results in wide exposure to exchange rate fluctuations. Such exchange rate risk primarily arises from transactions made in foreign exchange and reinstatement risks arising from recognized assets and liabilities, which are not in the Company's functional currency (Indian Rupees). A significant portion of these transactions are in US Dollar, Euro, British Pound Sterling etc. The Company, as Risk Management Policy, hedges its exposure in foreign exchange whenever considered appropriate based on their perception about such market and reviews periodically its exposure therein to ensure that results from fluctuating currency exchange rate are appropriately managed.

The company's exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows

Particulars	As at 31st March, 2024		
	USD	GBP	EURO
Financial Assets			
Investments in Equity/ Preference Instruments	75.71		
Trade Receivables	4,833.88		21.56
Total Financial Assets (A)	4,909.59		21.56
Financial Liabilities			
Trade Payables	3,183.16	12.27	
Other Payables	73.31		
Total Financial Liabilities (B)	3,256.47	12.27	-
Net Exposure in Foreign Currency (A-B)	1,653.13	(12.27)	21.56



ROSSELL TECHSYS LIMITED**NOTES TO RESTATED STANDALONE FINANCIAL INFORMATION**

(Rupees In Lakhs)

ii. Interest Rate Risk

Interest rate risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The objectives of the Company's interest rate risk management processes are to lessen the impact of adverse interest rate movements on its earnings and cash flows and to minimize counter party risks.

The Company is exposed to interest rate volatilities primarily with respect to its borrowings from Banks. Such volatilities primarily arise due to changes in the Lending rates of Banks, which in turn are linked with Repo Rates as announced by RBI from time to time as well as other economic parameters of the Country. The Company manages such risk by operating with Banks having strong fundamentals with comparatively lower Lending Rates in the Market.

Interest rate sensitivity

Since the significant amount of borrowings of the Company are short term in nature, the possible volatility in the interest rate is minimal.

b) Liquidity Risk

Liquidity risk is the risk that the Company may encounter difficulty, in meeting its obligations due to shortage of liquid assets.

The Company mitigates its liquidity risks by ensuring timely collections of its trade receivables, close monitoring of its credit cycle, ensuring optimal movements of its inventories and avoid blockage of working capital in non-productive current assets. The remaining contractual maturities of significant financial liabilities payable within one year (other than borrowings from the Banks) as at 31st March, 2024 and 31st March, 2023 are as under:

Particulars	As at 31st March, 2024	As at 1st April, 2023
Trade Payables	4,118.79	2,242.07
Other Financial Liabilities	100.52	159.29
Other Current Liabilities	1,736.49	1,663.37
Total	5,955.80	4,064.73

c) Credit Risk

Credit risk is the risk that counter party will not meet its obligations leading to a financial loss to the Company. The Company has its policy to limit its exposure to credit risk arising from outstanding receivables. Management regularly assesses the credit quality of its customer's based on which, the terms of payment are decided. Credit limits are set for each customer, which are reviewed at periodic intervals. The credit risk of the Company is low. The exports are made mostly to worldwide reputed Corporates like Boeing, Lockheed Martin, Taylors of Harrogate etc., and otherwise backed by letter of credit or on advance basis. There is no expected credit risk on Trade Receivables as on 31st March, 2024.



ROSSELL TECHSYS LIMITED**NOTES TO RESTATED STANDALONE FINANCIAL INFORMATION**

(Rupees In Lakhs)

Note 32: Financial Instruments by category

Particulars	As at 31st March 2024				
	FVTPL	FVOCI	Amortised cost	Total Carrying value	Total Fair Value
Financial assets :					
(i) Investments	-	75.13	-	75.13	75.13
(ii) Trade Receivables	-	-	6,125.86	6,125.86	6,125.86
(iii) Cash and Cash Equivalents	-	-	75.71	75.71	75.71
(iv) Other Bank Balances	-	-	-	-	-
(v) Loans	-	-	-	-	-
(vi) Other Financial Assets	-	-	0.10	0.10	0.10
Total financial assets	-	75.13	6,201.67	6,276.80	6,276.80
Financial liabilities					
(i) Borrowings	-	-	16,751.64	16,751.64	16,751.64
(ii) Trade payables	-	-	4,118.79	4,118.79	4,118.79
(iii) Other financial Liabilities	-	-	100.52	100.52	100.52
Total financial liabilities	-	-	20,970.95	20,970.95	20,970.95

Particulars	As at 1st April 2023				
	FVTPL	FVOCI	Amortised cost	Total Carrying value	Total Fair Value
Financial assets :					
(i) Investments	-	75.13	-	75.13	75.13
(ii) Trade Receivables	-	-	4,720.66	4,720.66	4,720.66
(iii) Cash and Cash Equivalents	-	-	6.49	6.49	6.49
(iv) Other Bank Balances	-	-	-	-	-
(v) Loans	-	-	-	-	-
(vi) Other Financial Assets	-	-	0.10	0.10	0.10
Total financial assets	-	75.13	4,727.25	4,727.25	4,727.25
Financial liabilities					
(i) Borrowings	-	-	14,767.65	14,767.65	14,767.65
(ii) Trade payables	-	-	2,242.07	2,242.07	2,242.07
(iii) Other financial Liabilities	-	-	159.29	159.29	159.29
Total financial liabilities	-	-	17,169.01	17,169.01	17,169.01



ROSSELL TECHSYS LIMITED**NOTES TO RESTATED STANDALONE FINANCIAL INFORMATION**

(Rupees In Lakhs)

Note 33: Fair value hierarchy

Fair value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

Level 1: Quoted prices (unadjusted) in active market for identical assets or liabilities.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The management consider that the carrying amounts of financial assets (other than those measured at fair values) and liabilities recognized in the financial statements approximate their fair value as on the reporting date.

There were no transfers between Level 1, Level 2 and Level 3 during the year.

The following table presents the fair value hierarchy of assets and liabilities measured at fair value on a recurring basis.

Financial assets and liabilities measured at fair value on a recurring basis:	Fair Value Hierarchy (Level)	As at 31st March 2024	As at 1st April 2023
Financial Assets (A)			
Investment in Equity Instruments measured at FVTOCI	Level 2	75.13	75.13
Total		75.13	75.13
Financial Liabilities (B)			



ROSSELL TECHSYS LIMITED
NOTES TO RESTATED STANDALONE FINANCIAL
INFORMATION

(Rupees In Lakhs)

Note 34: Subsidiary Company and Associates

The required information in Form AOC-I – Statement containing salient features of the Financial Statement of subsidiaries/ associate companies/ joint venture.

Form AOC-I

[Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures
Part “A”: Subsidiaries

1. Sl. No.	1
2. Name of the Subsidiary	Rossell Techsys Inc. USA Wholly Owned Subsidiary (incorporated outside India)
3. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Year ended 31st March, 2024
4. Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	US Dollar 1 US Dollar = ₹ 83.3739
5. Share Capital	75.13 lakhs [USD 99,660]
6. Reserves and Surplus	70.90 lakhs [USD 75,492]
7. Total Assets	240.98 lakhs [USD 2,89,035]
8. Total Liabilities	94.95 lakhs [USD 1,13,883]
9. Investments	Nil
10. Turnover	1,202.18 lakhs [USD 14,52,042]
11. Profit before Taxation	10.41 lakhs [USD 12,565]
12. Provision for Taxation	Nil
13. Profit after Taxation	10.41 lakhs [USD 12,565]
14. Proposed Dividend	Nil
15. % of shareholding	1

Note 34: Subsidiary Company and Associates

Part “B”: Associates and Joint Ventures - Not applicable

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates/Joint Ventures	-
1. Latest audited Balance Sheet Date	-
2. Shares of Associate/Joint Ventures held by the company on the year end	-
No.	-
Amount of Investment in Associates/Joint Venture	-
Extend of Holding %	-
3. Description of how there is significant influence	-
4. Reason why the associate/joint venture is not consolidated	-
5. Net worth attributable to Shareholding as per latest audited Balance Sheet	-
6. Profit / Loss for the year	-
i. Considered in Consolidation	-
ii. Not Considered in Consolidation	-
1. Names of associates or joint ventures, which are yet to commence operations	- Not Applicable
2. Names of associates or joint ventures, which have been liquidated or sold during the year	- Not Applicable



ROSSELL TECHSYS LIMITED
NOTES TO RESTATED STANDALONE FINANCIAL INFORMATION

(Rupees In Lakhs)

Note 35: Analytical ratios

The following are the analytical ratios for the year ended 31st March, 2024

Ratio	Description of numerator	Description of denominator	As at 31st March 2024	Variance
(a) Current ratio	Current Assets	Current Liabilities	1.09	NA
(b) Debt-equity ratio	Short term borrowings + Long term Borrowings	Shareholders' fund	1.33	NA
(c) Debt service coverage ratio	Profit after Tax + Non Cash Expense + Interest on borrowings + Loss on sale of fixed assets	Interest + Principal	1.45	NA
(d) Return on equity ratio	Profit after tax	Equity shareholders' Fund	0.09	NA
(e) Inventory turnover ratio	Cost of goods sold	Average Inventory	0.72	NA
(f) Trade receivables turnover ratio	Net Credit Sales	Average accounts receivable	4.00	NA
(g) Trade payables turnover ratio	Net Credit Purchase	Average accounts payable	4.65	NA
(h) Net capital turnover ratio	Revenue from Operations	Working Capital	10.42	NA
(i) Net profit ratio	Profit after tax	Revenue from operations	0.05	NA
(j) Return on capital employed	EBIT	Capital employed	0.19	NA
(k) Return on investment	Interest Income	Average Investment	-	

Note: As per the scheme sanctioned by Hon'ble NCLT the effective date of demerger is at April 1, 2023 therefore previous year information not provided.



ROSSELL TECHSYS LIMITED
NOTES TO RESTATED STANDALONE FINANCIAL INFORMATION

(Rupees In Lakhs)

Note 36 Business Combinations

Composite Scheme of Arrangement

The Hon'ble National Company Law Tribunal, Kolkata bench has approved the Scheme vide its order dated April 25, 2024 under the applicable provisions of the Companies Act, 2013. Certified copy of the said order of the Tribunal was received by the Company on August 30, 2024 and filed with the Registrar of Companies on August 30, 2024.

As per the Scheme, the Rossell India Limited will transfer assets and liabilities of its Techsys division to the Company at the respective book values from the appointed date i.e. April 1, 2023.

Since the Scheme was sanctioned by the Hon'ble NCLT on April 25, 2024, for the financial year ended March 31, 2024, it was an adjusting event in accordance with IND AS 10. Accordingly, the financial information for the year ended March 31, 2024 were presented after taking effect of aforementioned demerger considering book value of assets and liabilities of Techsys division of Rossell India Limited Business as at April 1, 2023. The Impact of the merger on these standalone financial statements is as under

Particulars	Amount
Total Assets(A)	30,716.42
Total Liabilities(B)	18,814.50
Net Assets as per NCLT Order (C)=(A)-(B)	11,901.92
Adjustment	
Impact of Deferred Tax Liability on Net Assets Transferred	-415.21
Net Assets of the Company (Rossell Techsys Limited) pre scheme	-16.80
Net Assets of the Company (Rossell Techsys Limited) as on April 1, 2023	11,469.90

Below is the reconciliation of Reported Number as at or for the period ended March 31, 2024

Particulars	Rossell Techsys Limited (Reported number)	Techsys Division of Rossell India Limited	Rossell Techsys Limited (Restated)
Total Revenue	-	21,982.67	21,982.67
Profit After Tax	(69.39)	1,166.53	1,097.14
Total Comprehensive Income	(69.39)	1,164.16	1,094.77
Total Assets	0.20	35,999.02	35,999.22
Total Liabilities	86.39	23,333.57	23,419.96
Networth	(86.19)	12,665.45	12,579.26

Note:37 The company operates in only one segment - Engineering and Manufacturing in Aerospace and Defense

Note:38 Previous Years' figures have been regrouped / rearranged wherever considered appropriate to make them comparable with this year.

for and on behalf of the Board of Directors

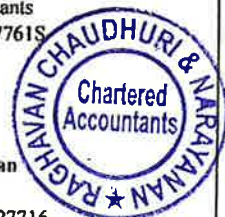

Rishab Mohan Gupta
DIN:05259454
Managing Director
Place : Dubai, UAE


Digant Parikh
DIN: 00212589
Non-Executive Director
Place : New Delhi


Jayanth V
Chief Financial Officer
PAN: AIHPJ2244A
Place : Bengaluru

As per our report annexed
for **Raghavan, Chaudhuri & Narayanan**
Chartered Accountants
Firm Regn. No.007761S


V Sathyanarayanan
Partner
Membership No.:027716
UDIN: 24027716BKCNQL1388
Place: Bengaluru
Date: September 25, 2024



Independent Auditors' Examination Report on the restated Consolidated statements of assets and liabilities as at March 31, 2024, restated Consolidated statement of profits and losses (including other comprehensive income), restated Consolidated statement of cash flows and restated Consolidated statement of changes in equity along with Consolidated statement of material accounting policies and other explanatory information of Rossell Techsys Limited for year ended March 31, 2024 (the "Restated Consolidated Financial Information").

To
The Board of Directors
Rossell Techsys Limited
Jindal Towers, Block-B,
4th Floor, 21/1a/3, Darga Road,
Kolkata – 700017, West Bengal, India

Dear Sirs:

1. We have examined the attached Restated Consolidated Financial Information of **Rossell Techsys Limited** (the "**Company**") and its subsidiary (the Company together with its subsidiary hereinafter referred to as "**the Group**") annexed to this report and prepared by the Company for the purpose of inclusion in the Draft Information Memorandum and the Information Memorandum (collectively, the "**IM**") in connection with proposed listing of its equity shares ("**Proposed Listing**"). The Company with its advisors having evaluated the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**") have requested us, by its letter dated September 10, 2024 to examine these Restated Consolidated Financial Information. The Restated Consolidated Financial Information, which have been approved by the directors of the Company at their meeting held on September 25, 2024, have been prepared in accordance with the requirements of:
 - a) The ICDR Regulations; and
 - b) The Guidance Note on Reports in Company Prospectuses (Revised 2019) (as amended) issued by the Institute of Chartered Accountants of India ("ICAI"), (the "Guidance Note").

2. Management's Responsibility for the Restated Consolidated Financial Information

The preparation of the Restated Consolidated Financial Information, which are to be included in the IM is the responsibility of the management of the Company ("**Management**"). The Restated Consolidated Financial Information have been prepared by the Management on the basis of preparation, as stated in note 1 to the Restated Consolidated Financial Information. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The Management is also responsible for identifying and ensuring that the Group complies with ICDR Regulations and the Guidance Note.



Auditors' Responsibilities

3. We have examined such Restated Consolidated Financial Information taking into consideration:

- a) The terms of reference and terms of our engagement agreed with you vide our engagement letter dated September 1, 2024, requesting us to carry out the assignment, in connection with the proposed listing of the Company;
- b) The Guidance Note also requires that we comply with ethical requirements of the code of ethics issued by ICAI;
- c) Concepts of test checks and materiality to obtain reasonable assurance based on the verification of evidence supporting the Restated Consolidated Financial Information; and
- d) The requirements of the ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the ICDR Regulations in connection with the proposed listing.

Restated Consolidated Financial Information

4. These Restated Consolidated Financial Information have been compiled by the management of the company from:

- a) Audited consolidated financial statements of Rossell India Limited (Demerged entity), and the Company as at and for the year ended March 31, 2024, which were prepared in accordance with the Indian Accounting Standard (referred to as “Ind AS”) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India, which have been approved by the board of directors at their meetings held by Rossell India Limited (Demerged entity) on May 29, 2024 and the Company as on May 28, 2024.
- b) Unaudited financial statements and other financial information in relation to the Company's subsidiary included in the Restated Consolidated Financial Information of the Group as at and for the year ended March 31, 2024.

Name of the Entity	Relationship	Period Unaudited
Rossell Techsys USA Inc., 2400 W Southern Ave Ste 103, Tempe, AZ 85282, USA (Consolidated)	Subsidiary	Financial years ended March 31, 2024.

The subsidiary is located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective country. The Management has converted financial statements of such subsidiary located outside India from accounting principles generally accepted in their respective country to accounting principles generally accepted in India. These conversion adjustments are made by the Management.



Auditors Report

5. For the purpose of our examination, we have relied on:

- a) Auditors' reports issued by other Auditors, dated May 29, 2024 and May 28, 2024 on the consolidated financial statements of Rossell India Limited (Demerged entity) and the Company as at and for the year ended March 31, 2024, as referred in Paragraph 4 (a) above.

The audits for the financial year ended March 31, 2024 were conducted by the Company's previous auditors, M/s Khandelwal Ray & Co, (the "Previous Auditor" for Demerged entity) and M/s Vasan & Sampath LLP (the "Previous Auditor" for the Company), and accordingly reliance has been placed on the restated consolidated statement of assets and liabilities and the restated consolidated statements of profit and loss (including other comprehensive income), statements of changes in equity and cash flow statements, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "2024 Restated Consolidated Summary Statements") examined by them for the said periods. The examination report included for the said periods is based solely on the examination report submitted by the Previous Auditors. They have also confirmed that the 2024 Restated Consolidated Summary Statements:

- i. have been prepared after incorporating adjustments for the changes in accounting policies and regrouping/reclassifications retrospectively in the financial year ended March 31, 2024 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended March 31, 2024.
- ii. have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
- b) As indicated in Paragraph 4 (b) above, unaudited financial statements of subsidiary as at and for the years ended March 31, 2024, whose financial statements reflect total assets, total revenues and net cash inflows / (outflows) as tabulated below and included in the Restated Consolidated Financial Information of the Group:

(Rs. In Lakhs)

As at and for the year ended	Total assets of subsidiary	Total revenue of subsidiary	Net cash inflow/ (outflow) of subsidiary
March 31, 2024	240.98	1,202.18	40.76
March 31, 2023	152.94	1,106.03	50.50
Total	393.92	2,308.21	91.26

Our opinion on the Restated Consolidated Financial Information is not modified in respect of the above matters with respect to our reliance on the financial information certified by the Management of the Company.



6. We have not audited any financial statements of the Group of and the Company as of any date or for any period subsequent to March 31, 2024. Accordingly, we express no opinion on the financial position, results of operations, cash flows and statement of changes in equity of the Group as of any date or for any period subsequent to March 31, 2024.
7. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
8. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the audited financial statements mentioned in paragraph 4(a) above.
9. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
10. Our report is intended solely for use of the board of directors of the Company for inclusion in the IM to be filed with Securities and Exchange Board of India, National Stock Exchange of India Limited, BSE Limited and Registrar of Companies, Tamil Nadu at Chennai in connection with the proposed listing. Our report should not be used, referred to, or distributed for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come.

for **Raghavan, Chaudhuri & Narayanan**

Chartered Accountants

FRN: 007761S



V. Sathyanarayanan

Partner

Membership No. 027716



Place : Bengaluru

Date : September 25, 2024

UDIN : 24027716BKCNQM9788

ROSSELL TECHSYS LIMITED
RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES AS AT MARCH 31, 2024

(Rupees In Lakhs)

SL No	Particulars	Note No.	As at 31st March 2024	As at 1st April 2023
ASSETS				
1.	Non-current assets			
a)	Property, Plant & Equipment	2(i)	9,672.92	10,082.16
b)	Capital work in progress	2(ii)	526.12	121.70
c)	Other Intangible Assets	3(i)	641.80	846.79
d)	Intangible Assets under Development	3(ii)	497.04	81.13
e)	Financial Assets			
i.	Investments		-	-
ii	Other Non Financial Assets	4	7.53	7.43
f)	Other Non Current Assets	5	-	2.42
	Total Non-Current Assets		11,345.41	11,141.63
2.	Current Assets			
a)	Inventories	6	17,545.31	14,084.48
b)	Financial Assets			
i.	Trade Receivables	7	6,127.73	4,720.66
ii.	Cash and Cash Equivalents	8	181.55	71.57
c)	Other Current Assets	9	874.12	708.06
	Total Current Assets		24,728.71	19,584.77
	Total Assets		36,074.12	30,726.40
EQUITY AND LIABILITIES				
1.	Equity			
a)	Equity Share Capital	10	753.93	753.93
b)	Other Equity		11,896.23	10,772.95
	Total Equity		12,650.16	11,526.88
2.	Liabilities			
a.	Non-Current Liabilities			
i)	Financial Liabilities			
Borrowings		11	499.82	1,499.46
ii)	Deferred Tax Liabilities (net)		415.77	415.21
	Total Non-Current Liabilities		915.59	1,914.67
b.	Current Liabilities			
i)	Financial Liabilities			
Borrowings		12	16,251.82	13,268.19
Trade Payables		13		
- Total outstanding dues of micro enterprises and			199.85	89.04
- Total outstanding dues other than micro enterprises and small enterprises			3,968.02	2,104.96
Other Financial Liabilities		14	100.52	159.29
ii)	Other Current Liabilities	15	1,691.41	1,663.37
iii)	Current Tax Liabilities (Net)		296.75	
	Total Current Liabilities		22,508.37	17,284.85
	Total Liabilities		23,423.96	19,199.52
	Total Equity and Liabilities		36,074.12	30,726.40
Material Accounting Policies and additional notes		1		

for and on behalf of the Board of Directors

As per our report annexed

for Raghavan, Chaudhury & Narayanan

Chartered Accountants

Firm Regn No 007716


Rishabh Mohan Gupta
DIN: 05259454
Managing Director
Place : Dubai, UAE


Digant Parikh
DIN: 00212589
Non-Executive Director
Place : New Delhi


Jayanth V
Chief Financial Officer
PAN: AJHPJ2244A
Place : Bengaluru


V Sathyanarayanan
Partner
Membership No.: 027716
UDIN: 24027716BKCNCQM9788
Place : Bengaluru
Date : September 25, 2024



ROSSELL TECHSYS LIMITED
RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024

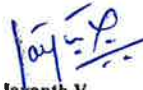
(Rupees in Lakhs)

SL No	Particulars	Note No.	For the Year Ended 31st March 2024
I	Revenue from operations	16	21,695.95
II	Other income	17	294.68
III	Total income (I + II)		21,990.63
IV	Expenses		
	Cost of materials consumed	18	10,970.25
	Changes in inventories of finished goods, work-in-process and Stock-in-Trade	19	371.50
	Employee benefits expenses	20	4,627.68
	Finance cost	21	1,193.19
	Depreciation and amortisation expense	22	895.54
	Other expenses	23	2,513.73
	Total expenses (IV)		20,571.89
V	Profit/ (Loss) before exceptional items and tax (III - IV)		1,418.74
VI	Exceptional items - income / (expense)		
VII	Profit/ (Loss) before tax (V+VI)		1,418.74
VIII	Income tax expense		
	i. Current Tax	24	296.75
	ii. Deferred Tax	25	1.35
	Total Tax Expense		298.10
IX	Profit/ (Loss) for the year (VII-VIII)		1,120.64
X	Other comprehensive income		
	A. Items that will not be reclassified to profit or loss :		
	Remeasurement of post employment benefit obligations		(3.17)
	Income tax relating to these items		0.80
	B. Items that will be reclassified to profit or loss :		
	Transactions relating to Derivative instruments		
	Income tax relating to these items		
	C. Exchange differences on translation of financial statements of foreign operations		(9.58)
	Other comprehensive income for the year, net of tax		(11.95)
XI	Total comprehensive income for the year (IX+X)		1,108.69
XII	Earnings per equity share		
	Basic earnings per share (in Rs.)	26	2.97
	Diluted earnings per share (in Rs.)		2.97
	Material Accounting Policies and additional notes	1	

for and on behalf of the Board of Directors


Rishab Mohan Gupta
DIN: 05259454
Managing Director
Place : Dubai, UAE


Digant Parikh
DIN: 00212589
Non-Executive Director
Place : New Delhi


Jayanth V
Chief Financial Officer
PAN: AIHPJ2244A
Place : Bengaluru

As per our report annexed
for **Raghavan, Chaudhuri & Narayanan**
Chartered Accountants
Firm Regn. No. 007761


V. Sathyanarayanan
Partner
Membership No.: 027716
UDIN: 24027716BKCQNM9788
Place: Bengaluru
Date: September 25, 2024



ROSSELL TECHSYS LIMITED
RESTATED CONSOLIDATED CASHFLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

(Rupees in Lakhs)

Particulars	For the Year Ended 31st March 2024	
A. Cash Flow from Operating Activities		
Profit Before Tax		1,418.74
Adjustment for :		
Depreciation and Amortization expense	895.54	
Finance Cost	1,193.19	
Net Gain on Foreign Currency Transaction and Translation	(294.68)	
Adjustment of Reserves	14.59	
		1,808.64
Operating Profit before Working Capital Changes		3,227.38
Adjustment for :		
Trade Receivables, Loans, Advances and Other Assets	(1,404.13)	
Other current assets	(166.06)	
Other financial liabilities (excluding current maturities of debt)	(58.77)	
Other current liabilities	28.04	
Foreign Currency Translation reserve	(13.92)	
Inventories	(3,460.83)	
Trade Payable, Other Liabilities and Provisions	1,973.87	
		(3,101.79)
Cash Generated from Operations		125.59
Direct Taxes (Net of refund)		-
Net Cash Flow from Operating Activities		125.59
B. Cash Flow from Investing Activities :		
Purchase of Property, Plant and Equipment & Intangible Asset	(281.33)	
Increase in Intangible assets under development	(415.91)	
Increase in Capital Work in Progress	(404.42)	
Sale of Property, Plant and Equipment	0.58	
Net Cash Flow from/ (Used in) Investing Activities		(1,101.08)
C. Cash Flow from Financing Activities		
Proceeds of Working Capital Loan from Bank (Net)	2,983.63	
Repayment of Term Loan From Banks	(999.64)	
Payment of Interest/ Other Borrowing Cost	(1,193.19)	
Gain/ (Loss) on Foreign Currency Translations	294.68	
Net Cash Flow from Financing Activities		1,085.48
Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)		109.98
Cash and Cash Equivalents at the beginning of the Financial Year		71.57
Cash and Cash Equivalents at the end of the Financial Year		181.55

for and on behalf of the Board of Directors


Rishab Mohan Gupta
 DIN: 05259454
 Managing Director
 Place : Dubai, UAE

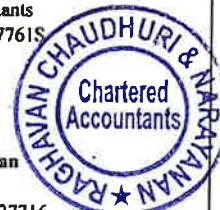

Digant Parikh
 DIN: 00212589
 Non-Executive Director
 Place : New Delhi


Jayanth V
 Chief Financial Officer
 PAN: AHPJ2244A
 Place : Bengaluru

As per our report annexed
 for Raghavan, Chaudhuri & Narayanan
 Chartered Accountants
 Firm Regn. No.007761S



V Sathyanarayanan
 Partner
 Membership No.: 027716
 UDIN 24027716BKCNCQM9788
 Place: Bengaluru
 Date: September 25, 2024



ROSSELL TECHSYS LIMITED
RESTATED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED MARCH 31, 2024

(Rupees In Lakhs)

Note -10

A. Equity Share Capital

Particulars	Amount
Restated balance as at 01-04-2023	753.93
Changes in equity share capital during the year	-
As at 31-03-2024	753.93

B. Other Equity

Particulars	Reserves and Surplus				Other Comprehensive Income			Attributable to Owners of the Parents	Non Controlling Interest	Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	Remeasurement of Employees' Obligations	Impairment of Investment	Foreign Currency Translation Reserve			
As at 1st April, 2023	-	-	10,715.97	70.51	-	-	(13.53)	10,772.95	-	10,772.95
Profit for the year	-	-	-	1,120.64	-	-	-	1,120.64	-	1,120.64
Adjustment in Business Combinations	-	-	14.59	-	-	-	-	14.59	-	14.59
Other Comprehensive Income	-	-	-	-	-2.37	-	-	-2.37	-	-2.37
Exchange Difference arising on consolidation	-	-	-	-	-	-	(9.58)	-9.58	-	-9.58
Remeasurements of post-employment defined benefit obligations (Net of tax)	-	-	-	-	-	-	-	-	-	-
Transfer to General Reserve	-	-	-	-	-	-	-	-	-	-
As at 31st March, 2024	-	-	10,730.56	1,191.15	-2.37	-	(23.11)	11,896.23	-	11,896.23

for and on behalf of the Board of Directors


Rishab Mohan Gupta
DIN:05259454
Managing Director
Place : Dubai, UAE

Date: September 25, 2024


Digant Parikh
DIN: 00212589
Non-Executive Director
Place : New Delhi


Jayanth V
Chief Financial Officer
PAN: AHPJ2244A
Place : Bengaluru

As per our report annexed
for **Raghavan, Chaudhuri & Narayanan**
Chartered Accountants
Firm Regn. No.007761S


V Sathyanarayanan
Partner
Membership No.:027716
UDIN:24027716BKCQNM9788
Place: Bengaluru
Date: September 25, 2024



Material Accounting Policies and Other Notes to the Restated Consolidated Financial Information for the Year ended 31st March, 2024

1.1.1 Company Overview

Rossell Techsys Limited (the Parent) is a Public Limited Company incorporated and domiciled in India. The Parent was incorporated on December 6, 2022 under the Companies Act, 2013 with its registered office at Kolkata, West Bengal. As per main object of the Company, the Company shall engage in Engineering and Manufacturing in Aerospace and Defense Services. This Company was incorporated for taking over the existing undertaking of Rossell Techsys Division of Rossell India Limited as per the Scheme of Arrangement (Note 1(i)) which has been approved by the Board earlier and received NOC from Stock Exchanges/ SEBI.

i. Composite scheme of arrangement

The Board of Directors of the Company at its meeting held on December 16, 2022, had approved the Composite scheme of arrangement amongst Rossell India Limited ('Transferee Company' or 'Demerged Company'), Rossell Techsys Limited ('Transferor Company' or 'Resulting Company') and their respective shareholders and creditors, under section 230 to 232 read with section 66 and other applicable provisions of the Companies Act, 2013, which inter-alia envisaged the following:

- A. Creating a dedicated Tech vertical with focused attention on the Aerospace and Defence business under Rossell Techsys Limited and a dedicated Tea vertical which shall continue under Rossell India Limited;
- B. Demerger will enable both Demerged Company and the Resulting Company to enhance business operations by streamlining operations, more efficient management control and outlining independent growth strategies;
- C. Each undertaking will be able to target and attract new investors with specific knowledge, expertise and risk appetite corresponding to their own businesses. Thus, each undertaking will have its own set of likeminded investors, thereby providing the necessary funding impetus to the long-term growth strategies of each business;
- D. Demerger will enhance efficiencies and will have different business interest into separate corporate entity, resulting in operational synergies, simplification, focused management, streamlining and optimization of the group structure and efficient administration;
- E. Pursuant to the Scheme, the equity shares issued by the Resulting Company would be listed on BSE and NSE and will unlock the value of the Demerged Undertaking for the shareholders of the Demerged Company. Further the existing shareholders of the Demerged Company would hold the shares of two (2) listed entities after the Scheme becoming effective; giving them flexibility in managing their investments in the two businesses having differential dynamics.
- F. The proposed Demerger shall also benefit all the shareholders, creditors, employees and all other stakeholders and shall enable the group to achieve and fulfil its objectives more efficiently and economically.

The Hon'ble National Company Law Tribunal, Kolkata bench has approved the Scheme vide its order dated April 25, 2024 under the applicable provisions of the Companies Act, 2013. Certified copy of the said order of the Tribunal was received by the Company on August 30, 2024 and filed with the Registrar of Companies on August 30, 2024.



Accordingly, the Board of Directors of the respective companies at its meeting held on September 25, 2024 have decided to give effect to the Scheme in the following manner based on the order of Hon'ble National Company Law Tribunal Kolkata Bench:

- A. As per the Scheme, the Rossell India Limited will transfer assets and liabilities of its Techsys division to the Company at the respective book values from the appointed date i.e. April 1, 2023.
- B. Since the Scheme was sanctioned by the Hon'ble NCLT on April 25, 2024, for the financial year ended March 31, 2024, it was an adjusting event in accordance with IND AS 10. Accordingly, the financial information for the year ended March 31, 2024 were presented after taking effect of aforementioned demerger considering book value of assets and liabilities of Techsys division of Rossell India Limited Business as at April 1, 2023.

1.1.2 Basis of Preparation

As per the scheme of arrangement, the scheme was carried out with effect from April 1, 2023 (Demerger of Rossell Techsys Division from Rossell India Limited) was done and felt subsequent to the giving effect to the scheme of arrangement there is a requirement of providing the restated consolidated financial information for IM and respective stake holders.

- i) Audited Standalone financial information of the Rossell India Limited (Demerged entity) and the Company as at and for the year ended March 31, 2024, which have been approved by the Board of Directors at their meeting held by Rossell India Limited (Demerged entity) on May 29, 2024 and the Company held on May 28, 2024. The Consolidated financial information of the Company as at and for the year ended March 31, 2024 has been prepared based on the extract of Techsys Division of Rossell India Limited as if the scheme has been effected as on April 1, 2023 and combined with the audited financial information of the company.
- ii) Subsidiary which are located outside India whose financial information and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries. The Holding Company's Management has converted financial information of such subsidiary located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. These conversion adjustments made by The Holding Company's Management

The Restated Consolidated Financial Information as approved by the Board of the Directors at their meeting held on September, 25, 2024 has been prepared for inclusion in the Draft Information Memorandum ('IM') prepared by the company in connection with



the proposed listing of its equity shares ("Proposed Listing") prepared in accordance with the checklist provided by Bombay Stock Exchange ("BSE") and National Stock Exchange ("NSE") for in-principle approval in relation to any scheme of arrangement states that the IM should contain the information about the Company and its group companies in line with the disclosure requirement applicable for public issue. Further as per SEBI Master Circular dated Jun 20, 2023 on Scheme of Arrangement by Listed entities also states about the requirements to be given in an advertisement before commencement of trading that it should contain Restated Audited Financials from the appointed date to the previous financial year ending. Hence for the purpose of disclosure in the IM, IM should contain restated consolidated financial information, in line with disclosure requirements for public issues. The disclosure requirements applicable for public issues form part of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and accordingly, all disclosure requirements mentioned therein in relation to public issues would be applicable to the information memorandum. Further, Clause (11) of the SEBI ICDR Regulations provides for 'Financial information' required to be disclosed in the offer document.

These Restated Consolidated Financial Information have been prepared on a historical cost basis and are presented in Indian Rupees (INR) and all values are rounded to the nearest lakhs, except when otherwise indicated.

Restated Consolidated Financial Information are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a subsidiary of the Group uses accounting policies other than those adopted in the restated consolidated financial information for like transactions and events in similar circumstances, appropriate adjustments are made to that Group subsidiary's financial information in preparing the restated consolidated financial information to ensure conformity with the Group's accounting policies.



The Restated Consolidated Financial Information of subsidiary incorporated outside India are converted on the following basis: (a) Income and expenses are converted at the average rate of exchange applicable for the period/year and (b) All assets and liabilities are translated at the closing rate as on the Balance Sheet date. The exchange difference arising out of period/year end translation is debited or credited as "Foreign Exchange Translation Reserve" forming part of Other Comprehensive Income and accumulated as a separate component of other equity.

1.1.3 Presentation of Restated Consolidated Financial information

The Group presents its Statement of Assets and Liabilities in order of liquidity in compliance with the Schedule III to the Companies Act, 2013. An analysis regarding recovery or settlement within 12 months after the reporting date (current) and more than 12 months after the reporting date (noncurrent) is presented. Financial assets and financial liabilities are generally reported gross in the balance sheet. They are only offset and reported net when, in addition to having an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event, the parties also intend to settle on a net basis in the normal course of business.

1.1.4 Consolidation Procedure

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiary. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognized in the Restated Consolidated Financial Information at the acquisition date.

(b) Offset (eliminate) the carrying amount of the parent's investment in subsidiary and the parent's portion of equity of subsidiary.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognized in assets, are eliminated in full). Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of OCI are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

All intra-group assets, liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.



1.1.5 Principles of Consolidation

Business Combination:

Business combination: Ind AS 103 - Business combinations ("Ind AS 103") provides for the accounting principles to be applied in case of business combinations (like acquisition method accounting using fair values of the assets transferred, liabilities incurred to the previous owners of the acquire, equity interests issued and contingent consideration). Considering the complexities involved in application of Ind AS 103 and for providing relaxation to the first time adopters of Ind AS, Ind AS 101 provides for following options to be made at transition date:

- i) Not to apply Ind AS 103 retrospectively to past business combinations that occurred before the transition date
- ii) Or, Re-state all the business combinations that occurred before the transition date or that occurred from a particular date (pre-transition date) till the date of transition and accordingly apply Ind AS 103.

Acquisitions of subsidiary and businesses are accounted for using the acquisition method. Acquisition related costs are recognized in profit or loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition are recognized at their fair value at the acquisition date, except certain assets and liabilities that are required to be measured as per the applicable standard.

Purchase consideration in excess of the Company's interest in the acquiree's net fair value of identifiable assets, liabilities and contingent liabilities is recognized as goodwill. Excess of the Company's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the purchase consideration is recognised, after reassessment of fair value of net assets acquired, in the Capital Reserve.

The Group combines the financial information of the parent and its subsidiary line by line adding together, items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiary have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests (if any) in the results and equity of subsidiary are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet, respectively.

1.1.6 Basis of Measurement

The Consolidated Financial information has been prepared on a historical cost basis except the following items:

- a) Certain financial assets and liabilities (including derivative instruments) which are measured at fair value.
- b) Defined benefit plans – plan assets measured at fair value



1.1.7 Going Concern

The Company's financial information have been prepared on a going concern basis.

1.1.8 Use of estimates and judgements

The preparation of financial information in accordance with Ind AS requires management to use of certain critical accounting estimates, judgments and assumptions. It also requires management to exercise judgment in the process of applying accounting policies. Actual results could differ from those estimates. These estimates, judgments and assumptions affect application of the accounting policies and the reported amounts of assets, liabilities, revenue, expenditure, contingent liabilities etc.

The estimates and underlying assumptions are reviewed on an ongoing basis and changes are made as management becomes aware of changes in the circumstances surrounding the estimates. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognized in the financial information in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

1.1.9 Cost Recognition

Costs and expenses are recognised when incurred and are classified according to their nature. Expenditure is capitalized where appropriate.

1.1.10 Significant estimates and judgments

The areas involving significant estimates or judgments are:

- a. Estimation of defined benefit obligation.
- b. Estimation of useful life of Property, Plant and Equipment.

1.1.11 Classification of current and non-current

All assets and liabilities have been classified as current or non-current as per the Holding & Subsidiary's normal operating cycle and other criteria set out in the Ind AS 1 – Presentation of financial information and Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, all the Company has ascertained its operating cycle as 12 months for the purpose of current / non-current classification of assets and liabilities.

1.2 Material Accounting Policies

The following Material Uniform Accounting Policies have been adopted by both Parent and Subsidiaries and accordingly by the Group for preparing these Consolidated Financial Statements



1.2.1 Property, Plant and Equipment

a. Tangible Assets

Property, Plant and Equipment are measured at cost / deemed cost, less accumulated depreciation and impairment losses, if any. Cost of Property, Plant and Equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated attributable costs of dismantling and removing the item and restoring the site on which it is located. Deemed Cost is the carrying value of all of its Property, Plant and as of 1st April, 2016 measured as per the previous GAAP as the Group elected to continue with the same carrying value as on the aforesaid transition date for Ind AS.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Any gain or loss on disposal of an item of property, plant and equipment is recognized in Statement of Profit and Loss.

An item of Property, Plant and Equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of Property, Plant and Equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

b. Intangible Assets

Intangible Assets comprises of acquired Computer Software having a finite life. Cost of software is capitalized when it is expected to provide future enduring economic benefits. The capitalization cost includes license fee, cost of implementation and system integration services. The costs are capitalized in the year in which the relevant Software is implemented for use and is amortized across a period not exceeding 10 years.

Research and Development

Research and Development costs are expensed as incurred unless technical and commercial feasibility of the project demonstrate that: (a) the future economic benefits are available, (b) the activity is being carried out with an intention and ability to complete as well as use the asset and (c) the cost can be measured reliably. In such case, the cost is capitalized as Intangible Asset – Knowhow. The cost which can be capitalized include the cost of material, direct labour, overhead costs including finance cost, if applicable that are directly attributable to bringing the asset for its intended use.



c. Impairment

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

1.2.2 Depreciation

Items of Property, Plant and Equipment are depreciated in a manner that amortizes the cost of the assets less its residual value, over their useful lives on a straight-line basis. Estimated useful lives of the assets are as specified in Schedule II of the Companies Act, 2013.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period and the effect of any changes in estimate is accounted for on a prospective basis.

1.2.3 Foreign Currency Translation

Foreign currency transactions are translated into Indian Rupee (INR) which is the functional currency (i.e. the currency of the primary economic environment in which the entity operates) using the exchange rates at the dates of the transactions.

- a. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognized in profit or loss.
- b. Non-monetary items denominated in foreign currency such as investments, fixed assets, etc., are valued at the exchange rate prevailing on the date of transaction.

1.2.4 Inventories

Stock of finished goods and stock-in-trade are valued at lower of cost and net realizable value.

Raw Materials purchased and Stores and Spare Parts are valued at or under cost. Work-in-progress is valued at works cost based on technical evaluation of the stage of completion.

Provision is made for obsolete, slow moving and defective inventories, wherever necessary and reviewed from time to time.

Costs are ascertained to the individual item of inventory by adopting weighted average method. Net realizable value is the estimated selling price for inventories less all selling costs.



1.2.5 Revenue Recognition

i) **Sale of products:**

Revenue is recognized when the performance obligations are satisfied and the control of the goods is transferred, being when the goods are delivered as per the relevant terms of the contract at which point in time the Group has a right to payment for the goods, customer has possession and legal title to the goods, customer bears significant risk and rewards of ownership and the customer has accepted the goods or the Group has objective evidence that all criteria for acceptance have been satisfied.

ii) **Revenue from Services:**

Revenue from Services is recognised in the accounting period in which the services are rendered.

1.2.6 Financial Instruments

Financial assets and financial liabilities are recognized when the Group becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issues of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial assets or financial liabilities. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date i.e. the date when the Group commits to purchase or sell the asset.

1.2.7 Financial Assets

a. Recognition and Classification

The financial assets are classified at initial recognition in the following measurement categories as:

- those subsequently measured at amortized cost.
- those to be subsequently measured at fair value [either through other comprehensive income (OCI), or through profit or loss]

b. Subsequent Measurement

- Financial assets measured at amortized cost – Financial assets which are held within the business model of collection of contractual cash flows and where those cash flows represent payments solely towards principal and interest on the principal amount outstanding are measured at amortized cost. A gain or loss on a financial asset that is measured at amortized cost and is not a part of hedging relationship is recognized in profit or loss when the asset is derecognized or impaired.
- Financial assets measured at fair value through other comprehensive income – Financial assets that are held within a business model of collection of contractual cash flows and for selling and where the assets' cash flow represents solely payment of principal and interest on the principal amount outstanding are measured at fair value through OCI. Movements in carrying amount are taken through OCI, except for recognition of impairment gains or losses. When a financial asset, other than investment in equity instrument, is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to statement of profit and loss.



Classification of equity instruments, not being investments in subsidiary, depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through OCI. When investment in such equity instrument is derecognized, the cumulative gains or losses recognized in OCI is transferred within equity on such derecognition.

- Financial assets measured at fair value through profit or loss – Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. Movements in fair value of these instruments are taken in profit or loss.

c. Impairment of financial assets

The Group assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Impairment losses are recognized in the profit or loss, where there is objective evidence of impairment based on reasonable and supportable information that is available without undue cost or effort. For all financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The Group recognizes loss allowances on trade receivables when there is objective evidence that the Group will not be able to collect all the due amount depending on product categories and the payment mechanism prevailing in the industry.

d. Income recognition on financial assets

Interest income from financial assets is recognized in profit or loss using effective interest rate method, where applicable.

Dividend income is recognized in profit or loss only when the Group's right to receive payments is established and the amount of dividend can be measured reliably.

1.2.8 Financial Liabilities

Financial liabilities are classified according to the substance of the contractual arrangements entered into. Financial liabilities are classified, at initial recognition, as subsequently measured at amortized cost unless they fulfill the requirement of measurement at fair value through profit or loss. Where the financial liability has been measured at amortized cost, the difference between the initial carrying amount of the financial liabilities and their redemption value is recognized in the statement of profit and loss over the contractual terms using the effective interest rate method. Financial liabilities at fair value through profit or loss are carried at fair value with changes in fair value recognized in the finance income or finance cost in the statement of profit or loss.

1.2.9 Derecognition of financial assets and financial liabilities

Financial assets are derecognized when the rights to receive benefits have expired or been transferred, and the Group has transferred substantially all risks and rewards of ownership of such financial asset. Financial liabilities are derecognized when the liability is extinguished that is when the contractual obligation is discharged, cancelled or expired.



1.2.10 Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

1.2.11 Derivatives and hedging activities

The Group do have derivative financial instruments such as forward contracts, and to mitigate risk of changes in exchange and interest rates, although nil outstanding at on 31st March, 2024. The counterparty for these contracts is generally banks.

1.2.12 Derivatives

Derivatives are measured at fair value. All fair value gains and losses are recognized in profit and loss except where the derivatives qualify as hedging instruments in cash flow hedges or net investment hedges.

1.2.13 Cash flow hedges that qualify for hedge accounting:

The Group designates their derivatives as hedges of foreign exchange risk associated with the cash flows of highly probable forecast transactions.

The Group documents at the inception of the hedging transaction the economic relationship between hedging instruments and hedged items including whether the hedging instrument is expected to offset changes in cash flows of hedged items.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in the Other Comprehensive Income.

1.2.14 Government Grants

Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to income are deferred and recognized in the Statement of Profit and Loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of Property, Plant and Equipment are included in non-current liabilities as deferred income and are credited to the Statement of Profit and Loss on a Straight-Line basis over the useful life of the related assets and presented within other income.



1.2.15 Income Tax

The Income Tax expense or credit for the period is the tax payable on the current year's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date. Current tax comprises of expected tax payable or receivable on taxable income / loss for the year or any adjustment or receivable in respect of previous year.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Current and deferred tax are recognized in profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

1.2.16 Employee Benefits

These are recognized at the undiscounted amount as expense for the year in which the related service is rendered.

The Group is contributing regularly to the Provident Funds, administered by the Governments and independent of Group's finances, in respect of all its eligible employees. The Group also operates Defined Contribution Scheme for payment of Pension to certain classes of employees. Monthly contribution at 15% of the eligible employees' current salary is made to recognized Superannuation Fund, which is fully funded. This Fund is administered by Trustees and is independent of Group's finance. Contributions are recognized in Profit and Loss Statement on an accrual basis.

Defined Benefit Gratuity Plan is also maintained by the Group. The Group contributes to the recognized Gratuity Fund, which is administered by the Trustees and is independent of Group's finance. The Annual Contribution is determined by the actuary at the end of the year. Actuarial gains and losses are recognized in the Profit and Loss Statement. The Group also recognizes in the Profit and Loss Statement gains or losses on curtailment or settlement of the defined benefit plan as and when the curtailment or settlement occurs.



Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized, in the year in which they occur, directly in Other Comprehensive Income and eventually included in retained earnings in the Statement of changes in Other Equity and in the Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in the Statement of Profit and Loss as past service cost.

Leave encashment liability for eligible employees is provided for at the end of the year, as actually computed and paid/provided for and the charge is recognized in the Profit and Loss Statement.

1.2.17 Leases

Leases are recognized as per Ind AS 116 when there is a contract that conveys the right to control the use of an identified asset. Such leases are amortized over the lease term.

1.2.18 Borrowing costs

Borrowing costs consist of interest and related costs incurred in connection with the borrowing of funds. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs that are attributable to the acquisition or construction of qualifying assets or for self-created assets (i.e. an asset that necessarily takes a substantial period of time to get ready for its intended use) are capitalized as a part of the cost of such assets. All other borrowing costs are charged to the Statement of Profit and Loss.

1.2.19 Provisions and Contingent Liabilities

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking in to account the risks and uncertainties surrounding the obligation.

Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Group or present obligations where it is not probable that an outflow of resources will be required or the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are not recognized in the financial information but are disclosed unless the possibility of an outflow of economic resources is considered remote.



1.2.20 Operating Segments

In terms of Ind AS 108, Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) viz. the Managing Director of the Group. The Chief Operating Decision Maker is responsible for allocating resources and assessing performance of the operating segments, which are engaged in separate business activities from which it earns revenue and incur expenses. The Company currently operates in only one segment "Engineering and Manufacturing in Aerospace and Defense". For each of the segments discreet Financial Results will be made available whenever applicable.



ROSSELL TECHSYS LIMITED
NOTES TO CONSOLIDATED RESTATED STATEMENT OF BALANCE SHEET

(Rupees In Lakhs)

Note-2

i. Property, Plant & Equipment as at March 31, 2024

Description	Property, Plant & Equipment							
	Leasehold Land	Buildings	Plant & equipment	Furniture & fixtures	Office equipment	Vehicles	Computers	Total
	1	2	3	4	5	6	7	8
Gross Block								
As at 01-04-2023	1,165.55	7,043.53	2,627.25	1,237.46	278.94	23.87	638.95	13,015.55
Addition	162.27	-	10.35	15.24	1.04	-	79.33	268.23
Sub-total	1,327.82	7,043.53	2,637.60	1,252.70	279.98	23.87	718.28	13,283.78
Deletion	-	-	-	-	-	-	0.58	0.58
Total	1,327.82	7,043.53	2,637.60	1,252.70	279.98	23.87	717.70	13,283.20
Depreciation								
As at 01-04-2023	81.29	614.14	987.15	566.09	189.21	16.00	479.51	2,933.39
For the period	13.12	223.05	244.46	102.02	24.40	2.95	67.47	677.45
Sub-total	94.4046281	837.19	1,231.61	668.11	213.61	18.95	546.98	3,610.84
Withdrawn	-	-	-	-	-	-	0.55	0.55
Total	94.40	837.19	1,231.61	668.11	213.61	18.95	546.43	3,610.29
Net Carrying amount as at 31-03-2024	1,233.42	6,206.34	1,406.00	584.59	66.38	4.92	171.26	9,672.91

ii. Capital Work-In-Progress

Particulars	As at 31-03-2024
(b) Plant & equipment	492.76
(c) Others	33.36
Total	526.12

Ageing of Capital Work-In-Progress as at 31-03-2024

Particulars	Amount in Capital Work-in-Progress for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	Total
Capital WIP - P&M	386.96	105.80	-	-	492.76
Capital WIP - Others	27.62	-	5.74	-	33.36
March 31, 2024	414.58	105.80	5.74	-	526.12

1) There were no material projects which have exceeded their original plan cost as at 31-03-2024

2) Project which has exceeded its Original timeline



ROSSELL TECHSYS LIMITED
NOTES TO CONSOLIDATED RESTATED STATEMENT OF BALANCE SHEET

(Rupees In Lakhs)

Note-2
i. Property, Plant & Equipment as at April 1, 2023

Description	Property, Plant & Equipment							
	Leasehold Land	Buildings	Plant & equipment	Furniture & fixtures	Office equipment	Vehicles	Computers	Total
	1	2	3	4	5	6	7	8
Gross Block								
As at 01-04-2022	1,165.55	7,043.53	2,300.41	1,236.12	271.79	23.87	586.07	12,627.34
Addition			326.83	1.35	7.15		52.88	388.21
Sub-total	1,165.55	7,043.53	2,627.25	1,237.46	278.94	23.87	638.95	13,015.55
Deletion	-	-	-	-	-	-	-	-
Total	1,165.55	7,043.53	2,627.25	1,237.46	278.94	23.87	638.95	13,015.55
Depreciation								
As at 01-04-2022	69.50	391.09	753.05	464.19	162.62	12.46	403.14	2,256.06
For the period	11.79	223.05	234.10	101.91	26.59	3.53	76.37	677.33
Sub-total	81.29	614.14	987.15	566.09	189.21	16.00	479.51	2,933.39
Withdrawn	-	-	-	-	-	-	-	-
Total	81.29	614.14	987.15	566.09	189.21	16.00	479.51	2,933.39
Net Carrying amount as at 01-04-2023	1,084.27	6,429.39	1,640.10	671.37	89.73	7.87	159.44	10,082.16

ii. Capital Work-In-Progress

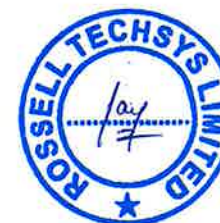
Particulars	As at 1st April 2023
(a) Plant & equipment	115.96
(b) Others	5.74
Total	121.70

Ageing of Capital Work-In-Progress as at April 1, 2023

Particulars	Amount in Capital Work-in-Progress for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	Total
Capital WIP - P&M	115.96	-	-	-	115.96
Capital WIP - Others	-	5.74	-	-	5.74
April 1, 2023	115.96	5.74	-	-	121.70

1) There were no material projects which have exceeded their original plan cost as at April 1, 2023

2) Project which has exceeded its Original timeline



ROSSELL TECHSYS LIMITED
NOTES TO CONSOLIDATED RESTATED STATEMENT OF BALANCE SHEET

(Rupees In Lakhs)

Note-3
i.Intangible Assets as at March 31, 2024

Description	R&D Intangible Asset (Know How)	Computer Software	Total
Gross Block			
As at 01-04-2023	705.98	805.55	1,511.53
Addition	-	13.10	13.10
Sub-total	705.98	818.65	1,524.63
Deletion	-	-	-
Total	705.98	818.65	1,524.63
Depreciation			
As at 01-04-2023	33.07	631.67	664.74
For the period	134.14	83.95	218.09
Sub-total	167.21	715.62	882.83
Withdrawn	-	-	-
Total	167.21	715.62	882.83
Net Carrying amount as at 31-03-2024	538.77	103.03	641.80

ii.Intangible Assets Under Development
Ageing of Intangible Assets Under Developments as at 31-03-2024

Particulars	Amount in Capital Work-in-Progress for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	Total
Project in progress	497.04				497.04



ROSSELL TECHSYS LIMITED
NOTES TO CONSOLIDATED RESTATED STATEMENT OF BALANCE SHEET

(Rupees In Lakhs)

Note-3

i.Intangible Assets as at April 1, 2023

Description	R&D Intangible Asset (Know How)	Computer Software	Total
Gross Block			
As at 01-04-2022		770.07	770.07
Addition	705.98	35.47	741.46
Sub-total	705.98	805.55	1,511.53
Deletion	-	-	-
Total	705.98	805.55	1,511.53
Amortization			
As at 01-04-2022	-	481.70	481.70
For the period	33.07	149.97	149.97
Sub-total	33.07	631.67	631.67
Withdrawn	-	-	-
Total	33.07	631.67	664.74
Net Carrying amount as at 31-03-2023	672.91	173.88	846.79

ii.Intangible Assets Under Development

Ageing of Intangible Assets Under Developments as at April 1, 2023

Particulars	Amount in Capital Work-in-Progress for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	Total
Project in progress	81.13				81.13



ROSSELL TECHSYS LIMITED**NOTES TO CONSOLIDATED RESTATED STATEMENT OF BALANCE SHEET**

(Rupees In Lakhs)

Note No.	Particulars	As at 31st March 2024	As at 1st April 2023
4	Other Non-Financial Assets		
	Security Deposits		
	- Unsecured, considered good	0.10	0.10
	- Other Deposits	7.43	7.33
	Total	7.53	7.43
5	Other Non-Current Assets		
	Capital Advances	-	2.42
	Prepaid Exxpense	-	-
	Total	-	2.42
6	Inventories		
	Raw material	16,711.51	12,879.18
	Work-in-Progress	771.54	864.64
	Finished Goods	62.26	340.66
	Total	17,545.31	14,084.48
8	Cash and Cash Equivalents		
	Cash on hand	0.12	0.12
	Balance with Banks - Current Accounts	181.43	71.45
	Total	181.55	71.57
9	Other Current Assets		
	Advances to Suppliers, Service Providers etc.	200.41	110.04
	Other receivables	118.16	18.49
	Prepaid Expenses	124.27	168.28
	Input Tax Credit/ Refund (GST) Receivable	431.28	411.25
	Total	874.12	708.06



ROSSELL TECHSYS LIMITED**NOTES TO CONSOLIDATED RESTATED STATEMENT OF BALANCE SHEET**

(Rupees In Lakhs)

Note No.	Particulars	As at 31st March 2024	As at 1st April 2023
11	Non Current Borrowings		
	Secured		
	Term Loans from Banks	1,499.46	2,499.10
	Less: Current maturities of long term borrowings (Refer Note no 12)	999.64	999.64
	a) Nature of Security: Equitable Mortgage of Leasehold Land and Buildings constructed thereon at Bangalore		
	b) Rate of Interest prevailing at year end - 9.60% p.a. (2023 - 9.90% p.a.)		
	c) Terms of Repayment: Repayment in 20 Equal Quarterly Instalments till September, 2025		
	Total	499.82	1,499.46
12	Current Borrowings		
	Secured Loans repayble on demand from Banks		
	Cash Credit, Packing Credit and Demand Loans	13,752.18	12,268.55
	Nature of Security Secured by first pari passu charge by way of mortgage of immovable properties and hypothecation of movable properties of certain Tea Estates and second pari passu charge of similar properties or certain other Tea Estates and also secured by a first charge by way of hypothecation of current assets of the Company, both present and future.		
	Current maturities of long-term debts (Refer Note No 11)	999.64	999.64
	Unsecured Loans repayble on demand from Banks		
	Short-term Loan from Banks	1,500.00	-
	Total	16,251.82	13,268.19
14	Other Financial Liabilities		
	Interest accrued but not due on borrowings	54.97	57.88
	Capital Liabilities	45.55	101.41
	Total	100.52	159.29
15	Other Current Liabilities		
	Advances from Customers	1,142.03	1,153.82
	Statutory dues	56.95	90.76
	Liabilities for Expenses	416.46	401.05
	Other Payables	75.97	17.74
	Total	1,691.41	1,663.37



ROSSELL TECHSYS LIMITED
NOTES TO CONSOLIDATED RESTATED STATEMENT OF BALANCE SHEET

(Rupees In Lakhs)

Note-7

Trade Receivable

Particulars	As at 31st March 2024	As at 1st April 2023
Unsecured		
Trade Receivables Considered Good *	6,127.73	4,720.66
Total	6,127.73	4,720.66

* Refer Note 28 for receivables from related parties

As at March 31, 2024

Particulars	Not Due	Less than 6 Months	6 Months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
(i) Undisputed Trade receivables – considered good	2,859.78	3,143.21	121.57	0.06	3.11	-	6,127.73
(ii) Undisputed Trade Receivables – which have significant increase in credit risk							-
(iii) Undisputed Trade Receivables – credit impaired							
(iv) Disputed Trade Receivables – considered good							
(v) Disputed Trade Receivables – which have significant increase in credit risk							
(vi) Disputed Trade Receivables – credit impaired							
31st March, 2024	2,859.78	3,143.21	121.57	0.06	3.11	-	6,127.73

As at April 1, 2023

Particulars	Not Due	Less than 6 Months	6 Months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
(i) Undisputed Trade receivables – considered good	920.41	3,646.81	150.35	3.09	-	-	4,720.66
(ii) Undisputed Trade Receivables – which have significant increase in credit risk							-
(iii) Undisputed Trade Receivables – credit impaired							
(iv) Disputed Trade Receivables – considered good							
(v) Disputed Trade Receivables – which have significant increase in credit risk							
(vi) Disputed Trade Receivables – credit impaired							
31st March, 2024	920.41	3,646.81	150.35	3.09	-	-	4,720.66



ROSSELL TECHSYS LIMITED
NOTES TO CONSOLIDATED RESTATED STATEMENT OF BALANCE SHEET

(Rupees In Lakhs)

Note-10

Share Capital

a) Details of authorized, issued and subscribed share capital

Particulars	As at 31st March 2024		As at 1st April 2023	
	No. of shares	Amount	No. of shares	Amount
Equity Share Capital				
i) Authorized Share Capital				
Equity Shares of Rs.2/- each	6,00,00,000	1,200.00	6,00,00,000	1,200.00
	6,00,00,000	1,200.00	6,00,00,000	1,200.00
ii) Issued, subscribed and paid up capital				
Equity Shares of Rs.2/- each	3,76,96,475	753.93	3,76,96,475	753.93
	3,76,96,475	753.93	3,76,96,475	753.93

b) i) Rights and preferences attached to equity shares:

Every shareholder is entitled to such rights as to attend the meeting of the shareholders, to receive dividends distributed and also has a right in the residual interest of the assets of the company. Every shareholder is also entitled to right of inspection of documents as provided in the Companies Act 2013.

c) Reconciliation of equity shares at the beginning and end of the reporting period

Particulars	As at 31st March 2024		As at 1st April 2023	
	No. of shares	Amount	No. of shares	Amount
Shares outstanding at the beginning of the year	3,76,96,475	753.93	3,76,96,475	753.93
Add: Fresh Shares issued and allotted for cash during the period	-	-	-	-
Less: Shares bought back during the period	-	-	-	-
Shares outstanding at the end of the year	3,76,96,475	753.93	3,76,96,475	753.93

d) Details of shareholders holding more than 5% shares in the Company:

Name of Shareholders	Class of Shares	As at 31st March 2024	
		No. of shares	% of Holding
Harsh Mohan Gupta	Equity	1,48,88,113	39.49%
Rishab Mohan Gupta	Equity	66,62,598	17.67%
Vinita Gupta	Equity	36,40,635	9.66%
Harsh Mohan Gupta & Sons HUF	Equity	28,75,180	7.63%

e) Promoters shareholding as on 31st March 2024

Name of Shareholders	Class of Shares	As at 31st March 2024	
		No. of shares	% Holding
Harsh Mohan Gupta	Equity	1,48,88,113	39.49%
Rishab Mohan Gupta	Equity	66,62,598	17.67%
Vinita Gupta	Equity	36,40,635	9.66%
Harsh Mohan Gupta & Sons HUF	Equity	28,75,180	7.63%
Harvin Estates Pvt. Limited	Equity	1,03,724	0.28%
BMG Investment private Limited	Equity	12,447	0.03%
Samara Gupta	Equity	15,536	0.04%



ROSSELL TECHSYS LIMITED**NOTES TO CONSOLIDATED RESTATED STATEMENT OF BALANCE SHEET**

(Rupees In Lakhs)

Note-13**Trade Payable ***

Particulars	As at 31st March 2024	As at 1st April 2023
Trade Payables		
a) Total outstanding dues of micro enterprises and small enterprises (Refer Note Below)	199.85	89.04
b) Total outstanding dues other than micro enterprises and small enterprises	3,968.02	2,104.96
Total	4,167.87	2,194.00

* Refer Note 28 for payable to related parties

Note

To the extent the Company has received information from the Suppliers regarding their status under the Micro, Small and Medium Enterprise Development Act, 2006, the details are provided under Sec. 22 of that Act:

As at March 31, 2024

Particulars	Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
MSME	199.85				199.85
Others	3,948.82	19.20			3,968.02
Disputed dues — MSME					-
Disputed dues - Others					-
31st March, 2024	4,148.67	19.20	-	-	4,167.87

As at April 1, 2023

Particulars	Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
MSME	89.04	-	-	-	89.04
Others	2,104.96	-	-	-	2,104.96
Disputed dues — MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
April 1, 2023	2,194.00	-	-	-	2,194.00



ROSSELL TECHSYS LIMITED
NOTES TO CONSOLIDATED RESTATED PROFIT AND LOSS

(Rupees In Lakhs)

Note No	Particulars	For the Year Ended 31st March 2024
16	Revenue from operations *	
	Sale of Products	19,908.66
	Sale of Services	1,415.34
	Other Operating Revenues	371.95
	Total	21,695.95
	* Refer Note 28 for revenue from related parties	
17	Other Income	
	Net Gain on Foreign Currency Transactions and Translation	294.68
	Total	294.68
18	Cost of Material Consumed	
	Opening Stock Raw Materials	12,879.18
	Purchases*	14,802.58
		27,681.76
	Less: Closing Stock of Materials	16,711.51
	Consumption of Raw Materials and Componets	10,970.25
	*Refer Note 28 for purchases from related parties	
19	Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	
	Stock of Work in Progress at the beginning of the year	864.64
	Less: Stock of Work in Progress at the end of the year	771.54
	(Increase) / Decrease	93.10
	Stock of Finished Goods at the beginning of the year	340.66
	Less: Stock of Finished Goods at the end of the year	62.26
	(Increase) / Decrease	278.40
	Total	371.50
20	Employee Benefits Expense	
	Salaries, Wages and Bonus	3,777.30
	Contribution to Provident and other Funds	245.79
	Workmen and Staff Welfare	604.59
	Total	4,627.68



ROSSELL TECHSYS LIMITED
NOTES TO CONSOLIDATED RESTATED PROFIT AND LOSS

(Rupees In Lakhs)

Note No	Particulars	For the Year Ended 31st March 2024
21	Finance Cost	
	Interest Cost on Financial Liabilities carried at amortised cost	
	On Term Loans	214.61
	On Working Capital Loans	978.58
	Total	1,193.19
22	Depreciation and Amortization	
	Depreciation on Property, Plant and Equipment	677.45
	Amortization of Other Intangible Assets	218.09
	Total	895.54
23	Other Expenses *	
	Repairs & Maintenance	502.15
	Consumption of Stores and Spare Parts	244.84
	Traveling and Conveyance	417.51
	Legal and Professional Fees	430.35
	Selling Expenses	292.20
	R&D Exp. Research & Development	186.13
	Insurance, Rates & Taxes	226.32
	Miscellaneous Expenses	214.23
	(Under this head there is no expenditure which is in excess of 1% of revenue from operations or 10 lakhs whichever is higher)	
	Total	2,513.73
	*Refer Note 28 for related party transactions	



ROSSELL TECHSYS LIMITED**NOTES TO CONSOLIDATED RESTATED PROFIT AND LOSS**

(Rupees In Lakhs)

Note No	Particulars	For the Year Ended 31st March 2024
24	Income Tax Expense	
	A. Amount recognised in Profit and Loss Statement	
	Current Tax	
	Income Tax for the year	296.75
	Total Current Tax	296.75
25	Deferred Tax	
	Decrease (increase) in deferred tax assets	
	(Decrease) increase in deferred tax liabilities	1.35
	Total deferred tax expense / (benefit)	1.35
	Total Tax Expense	298.10
	Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:	
	Profit before tax expense	1,418.74
	Less: Profit attributable to foreign subsidiary	23.50
	Net	1,395.24
	Tax at the Indian tax rate of 25.17% (A)	351.14
	Less:	
	Permanent Disallowances (B)	3.30
	Impact of Rate change on Deferred Tax (C)	(56.34)
	Tax Expenses as calculated above D=A-B+C	298.10
	Tax effect of amounts which are not deductible (taxable) in calculating taxable income:	
	Tax expense / (benefit)	298.10
26	Earnings Per Share	
	a) Basic Earnings per Equity Share	2.97
	b) Diluted Earnings per Equity Share	2.97
	c) Weighted average number of Equity Shares used in as the denominator in calculating Basic Earnings per share	3,76,96,475
27	Contingent Liabilities And Commitments	
	(i) Estimated amount of Contingent Liabilities not provided for	
	Bank Guarantees outstanding	1.66
	(ii) Commitments	
	Estimated amount of contracts to be executed on Capital Account and not provided for (net of Advances)	38.44



ROSSELL TECHSYS LIMITED**NOTES TO RESTATED CONSOLIDATED FINANCIAL INFORMATION**

(Rupees In Lakhs)

Note: 28 Related Party Disclosure as per Ind AS 24 for the Financial Year Ended 31st March 2024**i. Subsidiary Company**

Rossell Techsys Inc

Extent of holding of Equity Shares - 100%

ii. Enterprises over which the Key Management Personnel or their relatives have significant influence**Key Managerial Personnel****Designation/Relation**

Harsh Mohan Gupta

Director (Executive Chairman w.e.f September 3, 2024)

Rishab Mohan Gupta

Managing Director (w.e.f February 9, 2024)

Arvind Ghei

Independent Director (w.e.f September 3, 2024)

Ajai Shukla

Independent Director (w.e.f September 3, 2024)

Shobhana Joshi

Independent Director (w.e.f September 3, 2024)

Digant Mahesh Parikh

Non Executive Director (w.e.f September 3, 2024)

Jayanth Vishwanath

Chief Financial Officer (w.e.f September 3, 2024)

Komal Suresh Shrimankar

Company Secretary (w.e.f September 3, 2024)

Samara Gupta

Director (Resigned w.e.f September 3, 2024)

Vinita Gupta

Director (Resigned w.e.f September 3, 2024)

Nirmal Kumar Khurana

Company Secretary (Resigned w.e.f August 31, 2024)

iii. Transactions/ balance with Subsidiary

Rossell Techsys Inc.	As at 31st March 2024
Services provided by RTI	930.03
Purchase of Goods	258.62
Sale of Goods	18.51

iv. Outstanding Balances with Subsidiary

Rossell Techsys Inc.	As at 31st March 2024	As at 1st April 2023
Payable to Subsidiary Company at the end of the year	73.23	68.90

v. Transactions with Key Management Personnel:

Key Managerial Personnel	Transaction	As at 31st March, 2024
Rishab Mohan Gupta	Salary Expense	150.08
Jayanth Vishwanath	Salary Expense	54.70



ROSSELL TECHSYS LIMITED
NOTES TO RESTATED CONSOLIDATED FINANCIAL INFORMATION

(Rupees In Lakhs)

Note 29: Financial risk management objectives

The Parent's business activities expose it to certain financial risks - market risk, liquidity risk and credit risk. In order to minimize those risks, the Parent has risk management policies and procedures in place as approved by the Audit Committee of the Board of Directors of the Parent after due evaluation of key risks facing the business of the Company:

a) Market Risk

Market risk is the risk that the fair value of future cashflows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks interest rate and currency risk.

i. Foreign Currency Risk

The Parent undertakes significant transactions denominated in foreign currency with its customers in relation to Exports by and 100% EOU of Rossell Techsys Division. This results in wide exposure to exchange rate fluctuations. Such exchange rate risk primarily arises from transactions made in foreign exchange and reinstatement risks arising from recognized assets and liabilities, which are not in the Company's functional currency (Indian Rupees). A significant portion of these transactions are in US Dollar, Euro, British Pound Sterling etc.

The Parent, as Risk Management Policy, hedges its exposure in foreign exchange whenever considered appropriate based on the their perception about such market and reviews periodically its exposure therein to ensure that results from fluctuating currency exchange rate are appropriately managed.

The company's exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows

Particulars	As at 31st March, 2024		
	USD	GBP	EURO
Financial Assets			
Investments in Equity/ Preference Instruments	858.76		
Trade Receivables	4,833.88		21.56
Total Financial Assets (A)	5,692.64		21.56
Financial Liabilities			
Trade Payables	3,183.16	12.27	
Other Payables	73.31		
Total Financial Liabilities (B)	3,256.47	12.27	-
Net Exposure in Foreign Currency (A-B)	2,436.18	(12.27)	21.56



ROSSELL TECHSYS LIMITED
NOTES TO RESTATED CONSOLIDATED FINANCIAL INFORMATION

(Rupees In Lakhs)

ii. Interest Rate Risk

Interest rate risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The objectives of the Parent's interest rate risk management processes are to lessen the impact of adverse interest rate movements on its earnings and cash flows and to minimize counter party risks.

The Parent is exposed to interest rate volatilities primarily with respect to its borrowings from Banks. Such volatilities primarily arise due to changes in the Lending rates of Banks, which in turn are linked with Repo Rates as announced by RBI from time to time as well as other economic parameters of the Country. The Company manages such risk by operating with Banks having strong fundamentals with comparatively lower Lending Rates in the Market.

Interest rate sensitivity

Since the significant amount of borrowings of the Company are short term in nature, the possible volatility in the interest rate is minimal.

b) Liquidity Risk

Liquidity risk is the risk that the Company may encounter difficulty, in meeting its obligations due to shortage of liquid assets.

The Group mitigates its liquidity risks by ensuring timely collections of its trade receivables, close monitoring of its credit cycle, ensuring optimal movements of its inventories and avoid blockage of working capital in non-productive current assets. The remaining contractual maturities of significant financial liabilities payable within one year (other than borrowings from the Banks) as at 31st March, 2024 and 31st March, 2023 are as under:

Particulars	As at 31st March, 2024	As at 1st April 2023
Trade Payables	4,167.87	2,194.00
Other Financial Liabilities	100.52	159.29
Other Current Liabilities	1,691.41	1,663.37
Total	5,959.80	4,016.66

c) Credit Risk

Credit risk is the risk that counter party will not meet its obligations leading to a financial loss to the Company. The Company has its policy to limit its exposure to credit risk arising from outstanding receivables. Management regularly assesses the credit quality of its customer's based on which, the terms of payment are decided. Credit limits are set for each customer, which are reviewed at periodic intervals. The credit risk of the Company is low. The exports are made mostly to worldwide reputed Corporates like Boeing, Lockheed Martin, Taylors of Harrogate etc., and otherwise backed by letter of credit or on advance basis. There is no expected credit risk on Trade Receivables as on 31st March, 2024.



ROSSELL TECHSYS LIMITED**NOTES TO RESTATED CONSOLIDATED FINANCIAL INFORMATION**

(Rupees In Lakhs)

Note 30: Financial Instruments by category

Particulars	As at 31st March 2024				
	FVTPL	FVOCI	Amortised cost	Total Carrying value	Total Fair Value
Financial assets :					
(i) Investments	-	-	-	-	-
(ii) Trade Receivables	-	-	6,127.73	6,127.73	6,127.73
(iii) Cash and Cash Equivalents	-	-	181.55	181.55	181.55
(iv) Other Bank Balances	-	-	-	-	-
(v) Loans	-	-	-	-	-
(vi) Other Non Financial Assets	-	-	7.53	7.53	7.53
(vii) Other Current Assets	-	-	-	-	-
Total financial assets	-	-	6,316.81	6,316.81	6,316.81
Financial liabilities					
(i) Borrowings	-	-	16,751.64	16,751.64	16,751.64
(ii) Trade payables	-	-	4,167.87	4,167.87	4,167.87
(iii) Other financial Liabilities	-	-	100.52	100.52	100.52
Total financial liabilities	-	-	21,020.03	21,020.03	21,020.03

Particulars	As at 1st April 2023				
	FVTPL	FVOCI	Amortised cost	Total Carrying value	Total Fair Value
Financial assets :					
(i) Investments	-	-	-	-	-
(ii) Trade Receivables	-	-	4,720.66	4,720.66	4,720.66
(iii) Cash and Cash Equivalents	-	-	71.57	71.57	71.57
(iv) Other Bank Balances	-	-	-	-	-
(v) Loans	-	-	-	-	-
(vi) Other Financial Assets	-	-	7.43	7.43	7.43
(vii) Other Current Assets	-	-	2.42	2.42	2.42
Total financial assets	-	-	4,802.08	4,802.08	4,802.08
Financial liabilities					
(i) Borrowings	-	-	14,767.65	14,767.65	14,767.65
(ii) Trade payables	-	-	2,194.00	2,194.00	2,194.00
(iii) Other financial Liabilities	-	-	159.29	159.29	159.29
Total financial liabilities	-	-	17,120.94	17,120.94	17,120.94



ROSSELL TECHSYS LIMITED
NOTES TO RESTATED CONSOLIDATED FINANCIAL INFORMATION

(Rupees In Lakhs)

Note 31: Fair value hierarchy

Fair value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

Level 1: Quoted prices (unadjusted) in active market for identical assets or liabilities.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The management consider that the carrying amounts of financial assets (other than those measured at fair values) and liabilities recognized in the financial statements approximate their fair value as on the reporting date.

There were no transfers between Level 1, Level 2 and Level 3 during the year.

The following table presents the fair value hierarchy of assets and liabilities measured at fair value on a recurring basis.

Financial assets and liabilities measured at fair value on a recurring basis:	Fair Value Hierarchy (Level)	As at March, 2024	As at 1st April 2023
Financial Assets (A)			
Investment in Equity Instruments measured at FVTOCI	Level 2	-	-
Total		-	-
Financial Liabilities (B)		-	-



ROSSELL TECHSYS LIMITED**NOTES TO RESTATED CONSOLIDATED FINANCIAL INFORMATION**

(Rupees in Lakhs)

Note 32: Analytical ratios

The following are the analytical ratios for the year ended 31st March, 2024

Ratio	Description of numerator	Description of denominator	As at 31st March 2024	Variance
(a) Current ratio	Current Assets	Current Liabilities	1.10	NA
(b) Debt-equity ratio	Short term borrowings + Long term Borrowings	Shareholders' fund	1.32	NA
(c) Debt service coverage ratio	Profit after Tax + Non Cash Expense + Interest on borrowings + Loss on sale of fixed assets	Interest + Principal	1.46	NA
(d) Return on equity ratio	Profit after tax	Equity shareholders' Fund	0.09	NA
(e) Inventory turnover ratio	Cost of goods sold	Average Inventory	0.72	NA
(f) Trade receivables turnover ratio	Net Credit Sales	Average accounts receivable	4.00	NA
(g) Trade payables turnover ratio	Net Credit Purchase	Average accounts payable	4.65	NA
(h) Net capital turnover ratio	Revenue from Operations	Working Capital	9.77	NA
(i) Net profit ratio	Profit after tax	Revenue from operations	0.05	NA
(j) Return on capital employed	EBIT	Capital employed	0.19	NA
(k) Return on investment	Interest Income	Average Investment	-	NA

Note: As per the scheme sanctioned by Hon'ble NCLT the effective date of demerger is at April 1, 2023 therefore previous year information not provided.



ROSSELL TECHSYS LIMITED
NOTES TO RESTATED CONSOLIDATED FINANCIAL INFORMATION

(Rupees In Lakhs)

Note 33 Business Combinations

Composite Scheme of Arrangement

The Hon'ble National Company Law Tribunal, Kolkata bench has approved the Scheme vide its order dated April 25, 2024 under the applicable provisions of the Companies Act, 2013. Certified copy of the said order of the Tribunal was received by the Company on August 30, 2024 and filed with the Registrar of Companies on August 30, 2024.

As per the Scheme, the Rossell India Limited will transfer assets and liabilities of its Techsys division to the Company at the respective book values from the appointed date i.e. April 1, 2023.

Since the Scheme was sanctioned by the Hon'ble NCLT on April 25, 2024, for the financial year ended March 31, 2024, it was an adjusting event in accordance with IND AS 10. Accordingly, the financial information for the year ended March 31, 2024 were presented after taking effect of aforementioned demerger considering book value of assets and liabilities of Techsys division of Rossell India Limited Business as at April 1, 2023. The Impact of the merger on these standalone financial statements is as under

Particulars	Amount
Total Assets(A)	30,716.42
Total Liabilities(B)	18,814.50
Net Assets as per NCLT Order (C)=(A)-(B)	11,901.92
Adjustment	
Impact of Deferred Tax Liability on Net Assets Transferred	(415.21)
Net Assets of the Company (Rossell Techsys Limited) pre scheme	(16.80)
General reserve of Rossell Techsys Inc as at April 1, 2023	70.51
Foreign Currency Translation Reserve as at April 1, 2023	(13.53)
Net Assets of the Group (Rossell Techsys Limited) as on April 1, 2023	11,526.88

Below is the reconciliation of Reported Number as at or for the period ended March 31, 2024

Particulars	Rossell Techsys Limited (Reported number)	Techsys Division of Rossell India Limited	Rossell Techsys Inc., USA	Inter Company Transactions	Rossell Techsys Limited (Restated)
Total Revenue	-	21,982.67	1,202.18	(1,194.22)	21,990.63
Profit After Tax	(69.39)	1,166.53	10.41	13.09	1,120.64
Total Comprehensive Income	(69.39)	1,164.16	13.92	-	1,108.69
Total Assets	0.20	35,999.02	240.98	(166.08)	36,074.12
Total Liabilities	86.39	23,333.57	94.95	(90.95)	23,423.96
Networth	(86.19)	12,665.45	146.03	(75.13)	12,650.16

Note:34 The company operates in only one segment - Engineering and Manufacturing in Aerospace and Defense

Note:35 Previous Years' figures have been regrouped / rearranged wherever considered appropriate to make them comparable with this year

for and on behalf of the Board of Directors


Rishab Mohan Gupta
DIN:05259454
Managing Director
Place : Dubai, UAE


Digant Parikh
DIN: 00212589
Non-Executive Director
Place : New Delhi


Jayanth V
Chief Financial Officer
PAN: AIHPJ2244A
Place : Bengaluru

As per our report annexed
for **Raghavan, Chaudhuri & Narayanan**
Chartered Accountants
Firm Regn. No.007761S

V Sathyanarayanan
Partner
Membership No.:027716
UDIN:24027716BKCNQM9788
Place: Bengaluru
Date: September 25, 2024

