Final Information Memorandum
Dated: November 26, 2024

Rossell Techsys Limited

Rossell Techsys Limited was incorporated on December 6, 2022, at Kolkata as a public limited company under the Companies Act, 2013 and was granted the certificate of incorporation by the Registrar of Companies, Kolkata ("**RoC**"). For further details, see "*History and Certain Corporate Matters*" beginning on page 38.

Corporate Identity Number (CIN): U29299WB2022PLC258641
Registered Office: Jindal Towers, Block B, 4th Floor, 21/1A/3, Darga Road, Kolkata, 700017, West Bengal, India.
Corporate Office: No. 58 - C, Road No. 2, Hi-Tech Defence Aerospace Park, Behind KIADB Industrial Area, Devanahalli, Bengaluru - 562129
Tel: +91 806 843 4500; **Email:** investors@rosselltechsys.com
Website: www.rosselltechsys.com
Contact Person: Komal Shrimankar, Company Secretary and Compliance Officer

INFORMATION MEMORANDUM FOR LISTING OF 3,76,96,475 EQUITY SHARES OF FACE VALUE OF ₹2 EACH BY THE COMPANY PURSUANT TO THE SCHEME OF ARRANGEMENT
NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS INFORMATION MEMORANDUM

PROMOTER OF THE COMPANY: **Mr. Harsh Mohan Gupta, Ms. Vinita Gupta, Mr. Rishab Mohan Gupta, Ms. Samara Gupta, Harsh Mohan Gupta & Son HUF, Harvin Estates Private Limited and BMG Investments Private Limited**
GENERAL RISK
Investments in equity and equity related securities involve a degree of risk and investors should not invest in any equity shares of our Company unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking a decision to invest in the equity shares of our Company. For taking an investment decision, investors must rely on their own examination of our Company, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does the SEBI guarantee the accuracy or adequacy of the contents of this Information Memorandum. Specific attention of the investors is invited to "Risk Factors" on page 10.
COMPANY'S ABSOLUTE RESPONSIBILITY
The Company, having made all reasonable inquiries, accepts responsibility for, and confirms that this Information Memorandum contains all information with regard to the Company, which is material in the context of the issue of equity shares pursuant to the Scheme, that the information contained in this Information Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Information Memorandum as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. This Information Memorandum is filed pursuant to the Scheme and is not an offer to the public at large.
LISTING
The Equity Shares of the Company are proposed to be listed on the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**"). For the purpose of this listing pursuant to the Scheme, the Designated Stock Exchange is BSE. The Company has submitted this Information Memorandum with BSE and NSE and the same has been made available on the Company's website https://rosselltechsys.com/investor-relations/shareholder-information/. The Information Memorandum would also be made available on the website of BSE (www.bseindia.com) and NSE (www.nseindia.com). Further, the Company has been granted exemption from the application of Rule 19(2)(b) of the SCRR by the SEBI vide letter no. SEBI/HO/CFD-RAC-DCR1/P/OW/2024/36268 dated November 25, 2024.
REGISTRAR AND SHARE TRANSFER AGENT
CB MANAGEMENT SERVICES (P) LTD. CB Management Services (P) Ltd Rasoi Court, 5th Floor, 20 R N Mukherjee Road, Kolkata 700 001, West Bengal, India Tel: 033 - 4011 6700 Fax: 033 - 4011 6739 Email: rta@cbmsl.com Investor Grievance Email: rta@cbmsl.com Website: www.cbmsl.com Contact Person: Mr. Rana Roychowdhury Mobile No. 9903799061 SEBI Registration: INR000003324

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SECTION I: GENERAL

DEFINITIONS, ABBREVIATIONS, AND INDUSTRY RELATED TERMS

This Information Memorandum uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented or re-enacted from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

Company and Scheme Related Terms

Term	Description
"RTL" or "the Company" or "Resulting Company"	Rossell Techsys Limited, a Company incorporated under the Companies Act, 2013 and having its registered office at Jindal Towers, Block B, 4th Floor, 21/1A/3, Darga Road, Kolkata, 700017, West Bengal, India.
"We", "us" or "our" or "our Company"	Unless the context otherwise indicates or implies, refers to the Company
Aerospace and Defence (A&D) Business	Aerospace and Defence (A&D) division, operating under the name "Rossell Techsys", which was established in 2011 and engaged in the business of Engineering and Manufacturing in Aerospace and Defence sector.
Appointed Date	April 1, 2023
Articles of Association/ AoA/Articles	The Articles of Association of our Company, as amended from time to time
Audit Committee	The audit committee of the Company, constituted in accordance with Regulation 18 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013, as described in *"Our Management"* on page 41.
Auditor/ Statutory Auditors	The Statutory Auditors of our Company, namely, M/s Raghavan, Chaudhuri & Narayanan, Chartered Accountants, Bengaluru
Board	Board of Directors of our Company
RIL/ Transferor	Rossell India Limited
Share capital	Share capital of the Company
Director(s)	Director(s) of our Company
Demerged Undertaking	All the businesses, undertakings, assets, liabilities, properties, operations and properties, of whatsoever nature and kind and wheresoever situated, forming part of the Aerospace and Defence Business as a going concern
Demerger	The demerger of the Demerged Undertaking and subsequent transfer to our Company pursuant to the Scheme with effect from Effective Date
Designated Stock Exchange	BSE
Effective Date	August 30, 2024
Equity Shares	Equity shares of the Company having a face value of ₹ 2/- each
Information Memorandum/ IM	This Information Memorandum dated September 25, 2024 filed with the Stock Exchanges for listing of Equity Shares and referred to as the Information Memorandum or IM
"Key Managerial Personnel" or "KMP"	Key managerial personnel of our Company in accordance with Regulation 2(1)(bb) of the SEBI ICDR Regulations as described in "*Our Management*" on page 41
Memorandum of Association/ MoA	The Memorandum of Association of our Company, as amended
MSME Act	Micro, Small and Medium Enterprises Development Act, 2006
MSME	Micro, Small and Medium Enterprise
NCLT	National Company Law Tribunal, Kolkata Bench
Promoter	The promoter of our Company are Mr. Harsh Mohan Gupta, Ms. Vinita Gupta, Mr. Rishab Mohan Gupta, Ms. Samara Gupta, Harsh Mohan Gupta & Son HUF, Harvin Estates Private Limited and BMG Investments Private Limited
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations. For details, see section "*Our Promoter, Promoter Group and Group Companies*" on page 46.
Record Date	September 20, 2024
Registered Office	Registered office of the Company located at Jindal Towers, Block B, 4th Floor, 21/1A/3, Darga Road, Kolkata, 700017, West Bengal, India
Registrar and Transfer Agent	CB Management Services Private Limited

Registrar of Companies/ RoC	Unless specified otherwise, the Registrar of Companies, Kolkata
Scheme/ Scheme of Arrangement	Scheme of arrangement between RIL and the Company and their respective shareholders and creditors as approved by the Hon'ble National Company Law Tribunal, Kolkata Bench on April 25, 2024.
Share Entitlement Ratio	Share entitlement ratio as set out under the Scheme being 1 fully paid-up Equity Share of face value ₹2 each in the Company for every 1 fully paid-up equity share(s) of face value ₹2 each of RIL
Stock Exchanges	BSE and NSE

Technical/ Industry Related Terms/ Abbreviations

Term	Description
ALH	Advanced Light Helicopter
ATE	Automatic Test Equipment
BTP	Build to Print
BTS	Build to Specifications
CEMILAC	Centre for Military Airworthiness Certification
CoE	Centers of Excellence
CWIP	Capital work in progress
DPSU	Defence Public Sector Undertakings
DRDO	Defence Research and Development Organisation
DSIR	Department of Scientific and Industrial Research
Electrical-MRO	After-Market for Electrical and Electronic products and systems
EPA	Electrical Panel Assemblies
ESSI	Electronic Systems and System Integration
EWIS	Electrical Wiring and Interconnect Systems
IAF	Indian Air Force
OEM	Original Equipment Manufacturer
LEED	Leadership in Energy and Environmental Design
MoD	Ministry of Defence, Government of India
MRO	Maintenance, Repair and Overhaul
NADCAP	National Aerospace and Defence Contractors Accreditation Program
OEM	Original Equipment Manufacturer
PPE	Property, plant and equipment
R&D	Research and Development
SAM	System for Award Management

Conventional and General Terms / Abbreviations

Term	Description
₹/ Rs./ Rupee(s)/ INR/ Re	Indian Rupees, the official currency of the Republic of India
BSE	BSE Limited
CCI	Competition Commission of India
CDSL	Central Depository Services (India) Limited
CHF	Swiss franc
CIN	Corporate Identity Number
Companies Act, 2013	Companies Act, 2013, along with the relevant rules made thereunder
Depositories	NSDL and CDSL
Depositories Act	Depositories Act, 1996
DIN	Director Identification Number
EPS	Earnings Per Share
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there under
FEMA Regulations	The Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 or the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as applicable
Financial Year/ Fiscal/ FY	Unless stated otherwise, the period of 12 months ending December 31 of that particular year
GoI or Government or Central Government	Government of India
GST	Goods and Services Tax
India	Republic of India
IT	Information Technology
KYC	Know Your Customer
Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
MCA	Ministry of Corporate Affairs
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
RBI	The Reserve Bank of India
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI Circulars	SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended from time to time
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
State Government	The government of a state in India
Stock Exchanges	BSE and NSE
STT	Securities Transaction Tax
U.S./USA/United States	United States of America
USD/US$	United States Dollars
Wilful Defaulter	An entity or person categorized as a willful defaulter by any bank or financial institution or consortium thereof, in terms of regulation 2(1)(lll) of the SEBI ICDR Regulations

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL AND MARKET DATA

Certain Conventions

All references to "India" contained in this Information Memorandum are to the Republic of India. All references to the "Government", "Indian Government", "GOI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

Unless stated otherwise, all references to page numbers in the Information Memorandum are to the page numbers of the Information Memorandum.

Financial Data

Unless stated otherwise, the financial data in this Information Memorandum is derived from the Financial Statements. The Company publishes its Financial Statements in Indian Rupees. The Financial Statements, including the report issued by the Statutory Auditor, included in this Information Memorandum, have been prepared in accordance with Ind AS and the Companies Act, 2013.

The Company's financial year commences on April 1 and ends on March 31 of the following year accordingly, all references to a particular financial year, are to the 12 months period ended on March 31 of that year. Unless the context otherwise requires, all references to a year in this Information Memorandum are to a calendar year and references to a financial year are to March 31 of that calendar year.

Certain figures contained in this Information Memorandum, including financial information, have been subject to rounding off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Industry and Market Data

Unless stated otherwise, industry data used throughout this Information Memorandum have been obtained or derived from publicly available information as well as various industry publications and sources. Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable, but their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although we believe the industry and market data used in this Information Memorandum is reliable, it has not been independently verified.

The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. Further, the extent to which the industry and market data presented in this Information Memorandum is meaningful depends on the readers familiarity with and understanding of the industry domain and the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies.

Time

All references to time in this Final Information Memorandum are to Indian Standard Time.

Forward-Looking Statements

This Information Memorandum contains certain “forward-looking statements”. All statements contained in this Information Memorandum that are not statements of historical fact constitute “forward-looking statements”. All statements regarding our expected financial condition and results of operations, business, plans, and prospects are “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “continue”, “can”, “could” “expect”, “estimate”, “future”, “forecast”, “intend”, “likely to”, “may”, “objective”, “plan”, “potential”, “project”, “propose”, “pursue”, “seek to”, “shall”, “should”, “target”, “will”, “will continue”, “will pursue”, “would” or other words or phrases of similar import. Similarly, statements that describe Company’s objectives, strategies, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements. All statements regarding our Company’s expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements may include planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Information Memorandum that are not historical facts.

All forward-looking statements whether made by us or any third parties in this Information Memorandum are based on our current plans, business operations, estimates, presumptions and expectations and are subject to various risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement, including but not limited to, regulatory changes pertaining to the Aerospace and Defence industry and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, mergers and acquisitions, changes in domestic laws, regulations and taxes and changes in competition in the Aerospace and Defence industry.

Important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- The Company was incorporated on December 06, 2022, and as a result of which there may be certain uncertainties in the integration of the Aerospace and Defence Business into a newly incorporated company such as our Company.
- There is no guarantee that, once listed, there will be a liquid market for the Equity Shares of the Company.
- Our flexibility in managing our operations is limited by the regulatory environment and the policies of the GoI which governs the Aerospace and Defence sector. Changes in government policies and other macro-economic factors can adversely impact the Company’s business. It is also limited by the regulatory environments, policies, of the countries in which our customers are based and governance laws of various international treaties, Interest groups, Influencers, restrictions, embargoes etc.
- We could face risks and uncertainties in executing the planned and projected growth of the Aerospace and Defence Business of the Company .
- If we are unable to establish and maintain an effective system of internal controls and compliances, our business and reputation could be adversely affected.
- Compliance with, and changes in, environmental, health and safety laws and regulations may adversely affect our financial condition and results of operations.
- Our ability to adopt new technology to respond to new and enhanced products poses a challenge in our business. The cost of implementing new technologies for our operations could be significant and could adversely affect our business, results of operations, cash flows and financial condition.
- Changes in the competitive landscape of the Aerospace and Defence industry, including new entrants, technological advancements by competitors, or consolidation among industry players, could adversely affect our market position, profitability, and growth prospects.
- Other factors beyond our control

For further discussion of factors that could cause the actual results to differ from the expectations, see “*Risk Factors*” and “*Our Business*” on pages 10 and 07 respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance.

Forward-looking statements reflect current views as of the date of this Information Memorandum and are not a guarantee of future performance. These statements are based on the management’s experience, belief and assumptions, which in

turn are based on currently available information. There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Promoter, our Directors, nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

SECTION II: INFORMATION MEMORANDUM SUMMARY

This section is a summary of specific disclosures included in this Information Memorandum and is not exhaustive nor does it purport to contain a summary of all disclosures or details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Information Memorandum, including the sections entitled "Our Business", "Risk Factors", "Industry Overview", "Our Promoter and Promoter Group", "Financial Information", "Outstanding Litigation and Material Developments" and "Main Provisions of the Articles of Association" on pages 07, 10, 18, 46, 51, 52 and 57 respectively. For additional information and further details with respect to any of the information summarized below, please refer to the relevant sections of this Information Memorandum. Unless otherwise stated, the financial information in this section is derived from the Financial Statements.

Summary of primary business of the Company

The Company shall primarily be engaged in Aerospace and Defence Business, and possibly adjacent technology domain areas such as Aero-engine derivates, space / satellite technology, Aero-Industrial derivates, which comprises of custom engineering and manufacturing services with competencies in (a) Electrical Wiring and Interconnect Systems **(EWIS)** and Electrical Panel Assemblies **(EPA's),** (b) Electronic Systems and System Integration **(ESSI)** (c) Automatic Test Equipment **(ATEs'),** (d) After-Market for Electrical and Electronic products and systems **(Electrical-MRO).** The Company is registered as a "**medium**" enterprise, under the MSME Act and provides MSME' category benefits, wherever applicable, and offers enhanced multipliers (1.5X) to OEMs, wherever "offset obligations" are to be met by foreign OEMs.

As at the current time, the Company operates majorly in Aerospace, Defence, and to a lesser extent, but has huge growth potential, in Space, Land and Transportation domains. Other domains such as Sea, and Airborne urban transportation, is also being pursued.

Summary of industry in which the Company operates

The segments of industry in which the Company conducts business in, are divided into the following:

a) Commercial Aerospace

This segment is further divided into sub-segments such as (a) Commercial (b) Business Jets (c) Advanced Air Mobility (AAM) of which Urban Air Mobility (UAM). The Company operates in all these areas and shall continue to push to advance into higher value add in each of these areas.

Companies in this space include large size OEM's such as Airbus, Boeing, Embraer, Comac, Mitsubishi, Dassault, Wisk, Archer, Joby, Eve Air, Volocopter, Gulfstream, Bombardier, Cessna, Beechcraft etc.

The Company is gradually making inroads into the commercial aerospace landscape.

b) Defence and Military Aerospace

This segment is further divided into sub-segments such as (a) Aircrafts (b) Marine (c) Land Vehicles (d) Soldier or Infantry Systems (e) Munitions. The Company has made its mark, majorly in Aircrafts and continues to make inroads into Land Vehicles and Munitions sub-segments and is yet to make inroads into Marine sub-segment. As at this time, it has no intent of participating in the Soldier or Infantry Systems sub-segment, unless there is reasonable motivation to do so.

The companies in this segment are Airbus, Boeing, Lockheed Martin, Northrup Gruman, General Dynamics, General Atomics, Dassault, SAAB, Leonardo, Hanwha, Oshkosh, GM General, AM General, BELL Textron and others.

c) Space

This segment is further divided into sub-segments such as (a) Launch Vehicles (b) Satellites (c) Missile Defence. The Company has made inroads into two of the three sub-segments and is making every effort for inroads into Missiles sub-segment.

The companies in this segment are SpaceX, Blue Origin, Lockheed, Boeing, Airbus, United launch alliances, Axiom and others.

Our Promoter

The Promoter of the Company are Mr. Harsh Mohan Gupta, Ms. Vinita Gupta, Mr. Rishab Mohan Gupta, Ms. Samara Gupta, Harsh Mohan Gupta & Son HUF, Harvin Estates Private Limited and BMG Investments Private Limited.

Shareholding of our Promoter and Promoter Group

As on the date of this Information Memorandum, the shareholding of the Promoter and the Promoter Group are detailed below**:**

Sr. No.	Name of the Shareholder	No. of Equity Shares	% of paid-up capital
1.	Vinita Gupta	36,40,635	9.66
2.	Rishab Mohan Gupta	66,62,598	17.67
3.	Harsh Mohan Gupta	1,48,88,113	39.49
4.	Samara Gupta	15,536	0.04
5.	Harsh Mohan Gupta & Son HUF	28,75,180	7.63
6.	Harvin Estates Private Limited	1,03,724	0.28
7.	BMG Investment Private Limited	12,447	0.03
Total		**2,81,98,233**	**74.80**

Financial Information

The following information has been derived from the Standalone Financial Statements as at and for the financial year ended March 31, 2024 (pre-Demerger Financials as of March 31, 2024):

(in ₹ Lakhs, except per share data)

Particulars	Financial year ended March 31, 2024
Share capital	1.00
Other Equity	(87.19)
Total Equity	(86.19)
Networth*	(86.19)
Revenue from operations	0.00
Profit after Tax	(69.39)
Number of Shares (in actual number)	50,000
Earnings per Equity Share (basic & diluted) (₹)	(138.78)
Net asset value per Equity Share (₹)	(172.38)
Total borrowings	0.00

**The networth as disclosed above has been computed as per section 2(57) of the Companies Act, 2013.*

The following information has been derived from the Restated Standalone Financial Statements as at and for the financial year ended March 31, 2024 (after considering the impact of Demerger):

(in ₹ Lakhs, except per share data)

Particulars	Financial year ended March 31, 2024
Share capital	753.93
Other Equity	11,825.33
Total Equity	12,579.26
Networth*	12,579.26
Revenue from operations	21,687.99
Profit after Tax	1,097.14
Number of Shares (in actual number)	3,76,96,475
Earnings per Equity Share (basic & diluted) (₹)	2.90
Net asset value per Equity Share (₹)	33.37
Total borrowings	16,751.64

**The networth as disclosed above has been computed as per section 2(57) of the Companies Act, 2013.*

The following information has been derived from the Restated Standalone Financial Statements as at and for the half year ended September 30, 2024:

(in ₹ Lakhs, except per share data)

Particulars	Half year ended September 30, 2024
Share capital	753.93
Other Equity	11,325.83
Total Equity	12,079.76
Networth*	12,079.76
Revenue from operations	9,587.87
Profit after Tax	(442.95)
Number of Shares (in actual number)	3,76,96,475
Earnings per Equity Share (basic & diluted) (₹)	(1.18)
Net asset value per Equity Share (₹)	32.04
Total borrowings	19,556.80

**The networth as disclosed above has been computed as per section 2(57) of the Companies Act, 2013.*

For further details, see "Financial Information" on page 51.

Auditor Qualifications or Adverse Remarks

There have been no qualifications or adverse remarks by the Auditor in the Financial Statements.

Summary of Outstanding Litigation:

For litigation details pertaining to Subsidiaries, Directors, Promoters and Group Companies, as applicable, on the date of this Information Memorandum, please see section titled "Outstanding Litigations and Material Developments" given on page 52 of this Information Memorandum.

SECTION III: RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. Prospective investors should carefully consider all of the information set forth in this Information Memorandum, and the risks and uncertainties described below, before making a decision to invest in the Equity Shares. Any of the following risks, individually or together, could adversely affect our business, financial condition, results of operations or prospects, which could result in a decline in the value of the Equity Shares and the loss of all or part of an investment in the Equity Shares. While we have described the risks and uncertainties that our management believes are material, these risks and uncertainties may not be the only risks and uncertainties we face. Additional risks and uncertainties, including those we currently are not aware of or deem immaterial, may also have an adverse effect on our business, results of operations, financial condition and prospects. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment which may differ in certain respects from that of other countries.

This Information Memorandum also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Information Memorandum. For further details, see "Forward-Looking Statements" on page 05 of the Information Memorandum. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Offer, including the merits and the risks involved.

Please note that our Company has been newly incorporated and has commenced business operations from the Effective Date. The business operations of our Company comprise of the Aerospace and Defence Business*, which were transferred to our Company pursuant to the Scheme. While the following section includes material risks in relation to the business operations of our Company, post the Effective Date, for complete details in relation to the Aerospace and Defence Business, including the historical performance, previous milestones and risk factors, the disclosures in the section below should be read with the information available on the websites of the Stock Exchanges, and financial statements, investor presentations and corporate disclosures issued by RIL.*

INTERNAL RISK FACTORS

1. ***The Company was incorporated on December 06, 2022, and there may be certain uncertainties in the integration of the Aerospace and Defence Business into a newly incorporated such as our Company.***

   The Company was incorporated on December 06, 2022, and commenced business from the Effective Date of the Scheme which provided for the transfer of the Aerospace and Defence Business to the Company as a going concern. Accordingly, there may also be certain uncertainties in the integration of the Aerospace and Defence Business into a newly incorporated Company such as our Company. While post the Effective Date, experienced personnel in the Aerospace and Defence Business have been transferred to the Company, the Company may face certain challenges to effectively integrate the Aerospace and Defence sector Business, and efficiently operate the business of the Company. Additionally, consequent upon completion of the Scheme, RIL is required to affect transfer of, inter alia, licences, properties, approvals, employees, existing contracts, intellectual property, patents, trademarks, of the Aerospace and Defence Business to our Company. Further such transfers may be subject to Customer scrutiny, audits and approvals. Delays and operational / regulatory challenges may exist in effectively achieving all such transfers in a timely manner and could impact the Company's business operations temporarily.

2. ***Our Company has executed various agreements with third parties, including in relation to securing contracts and manufacturing of products, which may impose certain obligations on us and the termination of which may adversely affect our business, results of operations, financial condition, and prospects.***

   From time to time, our Company enters into contracts or agreements with third parties outside India for partnering in relation to development of certain products or sourcing components in accordance with the terms of such contracts or agreements. These agreements can be of short term or long term and are entered for a period of one or more years. We cannot be sure that these agreements will be renewed or extended at the end of their respective terms. A delay in or failure to do so may have an impact on our business, financial condition and results of operations. Further, the success of our business collaborations depends significantly on the satisfactory performance by our partners of their contractual and other obligations. In addition, the agreements and memorandum of undertakings entered by Company for collaboration or partnership were executed outside India or on emails and are not stamped. In the event such agreements are to be enforced in India, we will be required to pay requisite stamp duty along with any applicable penalty, if any, at time of enforcement.

3. ***Our flexibility in managing our operations is limited by the regulatory environment which governs the Aerospace and Defence industry. Changes in government policies and other macro-economic factors can adversely impact the Company's business.***

   A large part of our business is regulated by the Central government and State governments in India as well as the

government and regulatory authorities of the countries in which our customers/ suppliers operate along with International Trade regulatory framework which applies to the business of the Company. We require regulatory approvals, sanctions, licenses, registrations and permissions to operate and expand our business. Changes in the government policies and other macro-economic factors including a slowdown in government investments in the Aerospace and Defence sector, any restriction on exports or imports, changes in political and economical relationship with any nation in which our customers or suppliers operate etc. may impact the Company's business and operations.

4. ***A failure of our operational systems or infrastructure, or those of third parties, could impair our liquidity, disrupt our business, cause damage to our reputation and result in losses.***

A large part of our business is highly dependent on our ability to perform a large number of regulatory, legal and contractual obligations. Its financial, accounting, data processing or other operating systems and facilities may fail to operate properly or become disabled as a result of events that are wholly or partially beyond its control, adversely affecting its ability to perform these obligations. As the Company grows its business, the inability of its systems to accommodate an increasing volume of transactions could also constrain its ability to expand its businesses.

Additionally, shortcomings or failures in its internal processes or systems could lead to an impairment of our financial condition, financial loss, disruption of our business and reputational damage. Its ability to operate and remain competitive will depend in part on our ability to maintain and upgrade our information technology systems on a timely and cost-effective basis.

The information available to, and received by, its management through its existing systems may not be timely and sufficient to manage risks or to plan for and respond to changes in market conditions and other developments in its operations. It may experience difficulties in upgrading, developing and expanding our systems quickly enough to accommodate our growing customer base and range of products. Its failure to maintain or improve or upgrade its management information systems in a timely manner could materially and adversely affect our competitiveness, financial position and results of operations. It may also be subject to disruptions of its operating systems, arising from events that are wholly or partially beyond the Company's control including, for example, computer viruses/ malware, or electrical or telecommunication service disruptions, may result in a loss or liability to the Company.

5. ***Our Company's inability to manage growth may lead to loss of opportunities and may hamper our Company's future growth plans***

For the past 13 years, the Company has not had a full-fledged, global sales force. It has relied on customer feedback, customer engagement and customer referrals for business growth. This growth has been gradual and steady. Senior executives, including members of the ownership team have been spearheading the business development activities. As a result, the Company has established a compelling reputation in the global market, especially the US, the largest manufacturer and supplier of Aerospace and Defence equipment. The Company has engaged with 3 of the top 100 companies in the US for business. However, there is untapped potential for at least 25 more prospects. To capitalize on such opportunities, a focused business development and sales force is essential.

Likewise, the Company's presence in other lucrative markets such as Europe, Middle East is not commensurate with the potential that the Company has to offer. While some efforts have been made to tap these markets, but such efforts have resulted in reduced margins. The Company is cognizant of this need and plans to invest in building a strong global sales force that can engage with potential customers more frequently and effectively.

Any failure on Company's part to scale up its infrastructure and management to meet the challenges of rapid growth could cause disruptions to its business and could be detrimental to its long-term business prospects. The products manufactured by the Company find application in various industries. The growth rate in these industries is crucial for our Company's growth. The major demand for its products arises primarily due to the growth of these user industries. Any downward trend in any of these industries can affect our Company's turnover and profitability.

6. ***Our success depends in large part upon our management team and key personnel and our ability to attract, train and retain such persons.***

The Company is dependent on availability of skilled human capital and retention of key employees possessing deep customer insights, technological expertise and domain knowledge and experience.

With more foreign companies, including some of Company's customers establishing fully functional operations in India and Bengaluru, the risk of attrition and talent loss is significant. Failure to train and motivate our employees properly may result in an increase in employee attrition rates, divert management resources and subject us to incurring additional human resource-related expenditure. In case of inability to attract and retain talented professionals, or the resignation or loss of key operations personnel, may have an adverse impact on our business and future financial performance.

7. ***If we fail to keep our technical knowledge and process know-how confidential, we may suffer a loss of our competitive advantage, or it may negatively impact the overall implementation of the programmes being worked on.***

We possess extensive technical knowledge about our products. We have gained such technical knowledge through our own experiences, R&D initiatives undertaken by us and our collaboration with overseas technological companies, over the years. Our technical knowledge is a significant independent asset. While our employees are subject to strict confidentiality, non-disclosure and non-compete obligations under the respective agreements entered with them, such technical knowledge is not protected by intellectual property rights such as patent registration or design registration. As a result, there could be some risk on confidentiality of our technical knowledge.

In the event that the confidential information in respect of our products or business becomes available to third parties or to the public, any competitive advantage we may have over our competitors could be hampered. If a competitor is able to reproduce or otherwise capitalise on our technology, it may be difficult, expensive, or impossible for us to obtain necessary legal protection. Consequently, any leakage of confidential technical information could have an adverse effect on our business, results of operations, financial condition, and future prospects.

8. ***If we are unable to establish and maintain an effective system of internal controls and compliances, our business and reputation could be adversely affected.***

We are newly incorporated Company and operate in the Aerospace and Defence sector, from the Effective Date. We intend to manage regulatory compliance by monitoring and evaluating our internal controls and ensuring that we are in compliance with all relevant statutory and regulatory requirements. However, there is a possibility that there could be some deficiencies in our internal controls and compliances or we may not able to implement and maintain adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner. As we continue to grow, there can be no assurance that there will be no instances of inadvertent non-compliances with statutory requirements, which may subject us to regulatory action, including monetary penalties, which may adversely affect our business and reputation.

9. ***Our ability to adopt to new technology to respond to new and enhanced products poses a challenge in our business. The cost of implementing new technologies for our operations could be significant and could adversely affect our business, results of operations, cash flows and financial condition.***

The industry in which we operate is subject to significant technological changes, with the constant introduction of new and enhanced products. Our success will depend in part on our ability to respond to technological advances and emerging standards and practices on a cost-effective and timely basis. We run a risk of not being able to successfully make timely and cost-effective enhancements and additions to our technological infrastructure, keep up with technological improvements in order to meet our customers' needs or that the technology developed by others will not render our products less competitive or attractive. Our failure to successfully adopt such technologies in a cost-effective and a timely manner could increase our costs and lead to us being less competitive in terms of our prices or quality of products we sell. Further, implementation of new or upgraded technology may not be cost effective, which may adversely affect our business, results of operations, cash flow and financial condition.

10. ***Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.***

Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. Payment of dividend in the future cannot be certain.

11. ***Our management team and other key personnel are critical to our continued success and the loss of any such personnel could adversely affect our business.***

The Management of the Company was heading the Aerospace and Defence division in RIL, prior to the Demerger and this Management teams brings with them depth of experience in the business of the Company. Further, pursuant to the effectiveness of the Scheme, as on 30 August 2024, the Company had 611 employees, who have previously been associated with the Aerospace and Defence Business of RIL. Our success significantly depends upon the continued service of our management team and other key personnel. These executives possess technical and business capabilities that are difficult to replace. If we lose the services of any of these executives for any reason, it shall be challenging to replace them in a timely manner, which may affect our ability to manage and expand our business. Further, as we expect to continue to expand our operations and develop new products, we will need to continue to attract and retain experienced management and key research and development personnel. In case there are challenges to attract and retain qualified personnel, our business, results of operations and financial condition may be adversely affected. Further, as our business grows, employee unions could also get formed which could have the effect of additional pressure on the management to retain employees.

12. Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, results of operations and cash flows.

As of March 31, 2024, our Company has availed financial indebtedness from external lenders to meet our business requirements. Going forward, our ability to meet our debt service obligations and repay our outstanding borrowings will depend primarily on the cash generated by our business. Further, our financing agreements could contain certain restrictive covenants that limit our ability to undertake certain types of transactions, any of which could adversely affect our business and financial condition. In the future, we may be required to obtain prior approval from our lenders for, among other things:

- effecting any change in the capital structure;
- undertaking any merger, de-merger, amalgamation, consolidation or corporate reconstruction;
- change the nature of the business;
- undertaking any new project or implementing any scheme of expansion or acquiring fixed assets or incurring major capital expenditure or incurring capital expenditure which is not in the ordinary course of business;
- prepaying loans;
- investing, lending, extending advances or placing deposits with any other concern;
- entering into other borrowing arrangements;
- creating any charges, lien or encumbrances over our assets;
- selling, assigning, mortgaging or disposing off any fixed assets charged to a lender;
- changing the ownership pattern or management structure of our Company; and
- making amendments to the Memorandum and Articles of Association.

Lenders typically have the right to, inter-alia, accelerate payment of loans in the event of a default and require us to maintain certain financial ratios. If we fail to meet our debt service obligations or covenants provided under the financing agreements, the relevant lenders could, inter-alia, impose penal and default interests, accelerate the maturity of our obligations and declare all amounts payable in respect of the facility to be due and payable immediately or otherwise on demand. In the event of any such acceleration, we may have to dedicate a substantial portion of our cashflow from operations to make payments under such financing documents, thereby reducing the availability of cash for our working capital requirements and other general corporate purposes.

Any of these circumstances or other consequences could adversely affect our business, credit rating, prospects, financial condition and results of operations. Moreover, any such action initiated by our lenders could adversely affect the price of the Equity Shares.

13. Our contracts are governed by the laws of various countries and disputes arising from such contracts may be subject to the exclusive jurisdiction of courts situated in such countries.

Most of the contracts executed with our suppliers and customers are customarily governed by the laws of the country in which the suppliers or customer is incorporated. Further, any disputes related to such contracts may be subject to the exclusive jurisdiction of courts situated in such countries or via arbitration at and by the London court of international arbitration (LCIA) and its various geographically spread branches. Any lawsuits with respect to such disputes must be instituted in a court having jurisdiction over the contract, which may cause difficulty for our Company to manage such suits and to obtain enforcement of awards and may also lead to greater costs for managing such litigation.

14. We have entered into, and will continue to enter into, related party transactions.

We have entered into certain transactions with related parties and may continue to do so in future. These transactions or any future transactions with our related parties could potentially involve conflicts of interest. Although such transactions are undertaken at arms-length basis in the ordinary course of business, we cannot assure that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our business, prospects, financial condition, and results of operations, including because of potential conflicts of interest or otherwise.

15. Industry information included in this Information Memorandum has been derived from industry reports, research publications, publicly stated financials, analyst reports, available on public domain. There can be no assurance that such third-party statistical, financial, and other industry information is either complete or accurate.

This Information Memorandum includes data from independent third-party reports. While we believe these reports are reliable, we haven't independently verified them. The accuracy, completeness, and underlying assumptions of this data cannot be guaranteed. We've exercised reasonable care in presenting the information, but it hasn't been independently verified by us. Therefore, we make no warranties about its accuracy or completeness. Statistical

discrepancies may exist due to collection methods or marketing practices. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Information Memorandum.

16. Our insurance coverage may not be sufficient or may not adequately protect against certain business risks and this may have an adverse effect on the business operations.

The Company's insurance coverage is likely to cover all normal risks associated with the operation of the business but there can be no assurance that any claim under the insurance policies maintained by it will be honoured fully or in part or on a timely basis. To the extent that the Company suffers loss or damage that is not covered by insurance or exceeds its insurance coverage, the Company's financial performance and cash flow may be adversely affected.

17. Any delay, interruption, or reduction in the supply of raw materials, factories, infrastructure, and equipment to manufacture our products may adversely affect our business, results of operations, financial condition and cash flows.

We depend on third-party vendors and suppliers with whom we place purchase orders from time to time, for the purchase of raw materials and equipment. Further to facilitate smooth supplies of raw materials, we also have long term frame agreements for our key materials and strategic suppliers. We are currently sourcing a significant portion of our raw materials from multiple vendors. We may face delays in supply on account of force majeure conditions or pandemic / endemic conditions, applicable to a particular vendor, which may delay our equipment manufacturing / supply of equipment's to our customers for a short term. Additionally, our factory, infrastructure and equipment may not continue to perform as there is a risk of factory and equipment failure due to wear and tear in the ordinary course of business, latent defects, design error or operator error, early obsolescence, or force majeure events, among other things. Any such reductions or interruptions in the supply of raw materials, factories, infrastructure or equipment, and any inability on our part to find alternate sources for the procurement of such raw materials, factories, infrastructure, or equipment, may have a temporary short-term impact on our ability to manufacture our products in a timely or cost-effective manner.

18. We face foreign exchange risks that could adversely affect our results of operations and cash flows.

Much of our customer contracts have long term period of performances, ranging from 3 years to 10 years, with exposure to FOREX risks. Further, a large part of our total revenues and expenditures is denominated in currencies other than Indian Rupees. Although we closely follow our exposure to foreign currencies and regularly enter into hedging transactions in an attempt to reduce the risks of currency fluctuations, these activities are not always sufficient to protect us against incurring potential losses if currencies fluctuate significantly. In addition, the policies of the Reserve Bank of India ("RBI") may also change from time to time, which may limit our ability to effectively hedge our foreign currency exposures and may have an adverse effect on our results of operations and cash flows. Any such losses on account of foreign exchange fluctuations may adversely affect our results of operations and cash flows.

19. Any future issuance of Equity Shares may dilute prospective investors' shareholding and sales of our Equity Shares by our Promoter or other major shareholders may adversely affect the trading price of the Equity Shares.

Any future issuance of Equity Shares by us, such as a primary offering or pursuant to a preferential allotment, may dilute your shareholding in us, adversely affect the trading price of our Equity Shares and could affect our ability to raise capital through an issuance of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

Additionally, the disposal of Equity Shares by any of our significant shareholders or our Promoter, any future issuance of Equity Shares by us to non-promoters or the perception that such issuances or sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that we will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

20. Significant disruptions of information technology systems or breaches of data security could adversely affect our business.

Our business is dependent upon increasingly complex and interdependent information technology systems, including Internet-based systems, to support business processes as well as internal and external communications. The size and complexity of our computer systems make them potentially vulnerable to breakdown, malicious intrusion, and computer viruses. We cannot assure you that we will not encounter disruptions in the future. Any such disruption may result in the loss of key information and/or disruption of production and business processes, which could materially and adversely affect our business and results of operations.

In addition, our systems are potentially vulnerable to data security breaches, whether by employees or others that

may expose sensitive data to unauthorized persons or even by our service providers who use Cloud technology. Such data security breaches could lead to the loss of trade secrets or other intellectual property, or could lead to the public exposure of personal information (including sensitive personal information) of our employees, clinical trial patients, customers and others. Any such security breaches could have an adverse effect on our business, reputation, results of operations and financial condition.

EXTERNAL RISK:

1. ***Any deterioration in the general economic conditions in India and globally could adversely affect our business and results of operations.***

Our performance and the growth of our business are necessarily dependent on the health of the overall Indian economy. Any slowdown in the Indian economy or future volatility in global commodity prices could adversely affect our business. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. Any downturn in the macroeconomic environment in India could also adversely affect our business, results of operations, financial condition and the trading price of the Equity Shares.

India's economy could be adversely affected by a general rise in interest rates, adverse weather conditions affecting agriculture, commodity and energy prices as well as various other factors. A slowdown in the Indian economy could adversely affect the policy of the GoI towards our banking and finance industry, which may in turn adversely affect our financial performance and our ability to implement our business strategy.

The Indian economy is also influenced by economic and market conditions in other countries, particularly emerging market conditions in Asia. A decline in India's foreign exchange reserves may also affect liquidity and interest rates in the Indian economy, which could adversely impact our financial condition. A loss of investor confidence in other emerging market economies or any worldwide financial instability may adversely affect the Indian economy, which could materially and adversely affect our business and results of operations and the market price of the Equity Shares.

2. ***A significant change in the Government of India's economic liberalization and deregulation policies could adversely affect our business and the price of our Equity Shares.***

A large part of our business is located in India or are related to and influenced by the Indian economy. The Government of India has traditionally exercised, and continues to exercise, a dominant influence over many aspects of the economy. Unfavourable government policies including those relating to the internet, import and export, consumer protection and data-privacy, could adversely affect business and economic conditions in India, and could also affect our ability to implement our strategy and our future financial performance. Since 1991, successive governments, including coalition governments, have pursued policies of economic liberalization, including significantly relaxing restrictions on the private sector and encouraging the development of the Indian financial sector. However, the members of the Government of India and the composition of the coalition in power are subject to change. As a result, it is difficult to predict the economic policies that will be pursued by the Government of India. Any significant change in India's economic liberalization and deregulation policies could adversely affect business and economic conditions in India generally and our business in particular.

3. ***Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws and regulations, across the multiple jurisdictions we operate in, may materially adversely affect our business and financial performance.***

Our business and financial performance could be materially adversely affected by changes in the laws, rules, regulations or directions applicable to us and our general businesses, or the interpretations of such existing laws, rules and regulations, or the promulgation of new laws, rules and regulations.

The governmental and regulatory bodies may notify new regulations and/ or policies, which may require us to obtain approvals and licenses from the government and other regulatory bodies, impose onerous requirements and conditions on our operations, in addition to those which we are undertaking currently. Any such changes and the related uncertainties with respect to the implementation of new regulations may have a material adverse effect on our business, financial condition and results of operations.

In addition, unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations governing our business, operations and investments in our Company, could result in us being deemed to be in contravention of such laws and/ or may require us to apply for additional approvals.

Tax and other levies imposed by the central and state governments in India that affect our tax liability include central and state taxes and other levies, income tax, customs, excise, goods and service tax, stamp duty and other special taxes and surcharges which are introduced on a temporary or permanent basis from time to time. The final determination of our tax liabilities involves the interpretation of local tax laws and related regulations in each

jurisdiction as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred. Moreover, the central and state tax scheme in India is extensive and subject to change from time to time.

Any change in Indian tax laws could have an effect on our operations. In addition, we could be subject to tax related inquiries and claims. We may be particularly affected by claims from tax authorities on account of income tax and GST that combines taxes and levies by the central and state governments into one unified tax with effect from July 1, 2017. We cannot predict whether any new tax laws or regulations impacting our services will be enacted, what the nature and impact of the specific terms of any such laws or regulations will be or whether, if at all, any laws or regulations would have an adverse effect on our business.

4. Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI, or any other government agency can be obtained on any particular terms or at all.

5. If inflation were to rise in India, we might not be able to increase the prices of our services at a proportional rate in order to pass costs on to our customers and our profits might decline.

Global conflicts and material scarcity have directly contributed to rising costs across the board, including inflation impacting fuel prices, transportation costs, insurance, and overall operating expenses in India. This inflation volatility, with experiences of high inflation in the past, can lead to increased interest rates, higher costs for transportation, salaries, and other business expenses. Consequently, accurately estimating and controlling our costs becomes more challenging. Any further inflation increase could lead to rising expenses that we might not be able to fully pass on to customers, potentially impacting our business and financial condition. This is especially true if we cannot effectively reduce costs or sufficiently increase commissions to offset rising expenses, ultimately affecting our business, results of operations, cash flows, and financial health.

6. You may be restricted in your ability to exercise pre-emptive rights under Indian law and may be adversely affected by future dilution of your ownership position.

Under the Companies Act, a company incorporated in India must offer its shareholders pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages before the issuance of any new shares, unless the pre-emptive rights have been waived by adoption of a special resolution by holders of three-fourths of the shares who have voted on the resolution, or unless the company has obtained approval from the Government of India to issue without such special resolution, subject to votes being cast in favour of the proposal exceeding the votes cast against such proposal. However, if the law of the jurisdiction you are in does not permit you to exercise your pre-emptive rights without our Company filing an offering document or a registration statement with the applicable authority in the jurisdiction you are in, you will be unable to exercise your pre-emptive rights unless our Company makes such a filing. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interest in our Company would be reduced.

7. Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

Capital gains arising from the sale of our Equity Shares are generally taxable in India. Any gain realised on the sale of our Equity Shares on a stock exchange held for more than 12 months will be subject to capital gains tax in India, if the securities transaction tax has been paid on the transaction of transfer and acquisition of such shares. The securities transaction tax will be levied on and collected by an Indian stock exchange on which our Equity Shares are sold. Any gain realised on the sale of our Equity Shares held for more than 12 months to an Indian resident, which are sold other than on a recognised stock exchange and as a result of which no securities transaction tax has been paid, will also be subject to capital gains tax in India. Further, any gain realised on the sale of our Equity Shares held for a period of 12 months or less will be subject to capital gains tax in India at a higher rate of tax.

Capital gains arising from the sale of equity shares will not be taxable in India in cases where an exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of equity shares, albeit you could explore the option of claiming a tax credit in your home jurisdiction.

8. There is no guarantee that, once listed, there will be a liquid market for the Equity Shares.

There is no public market for the Equity Shares prior to the listing and an active public market for the Equity Shares may not develop or sustain after the allotment of Equity Shares. Listing of the Equity Shares does not guarantee that a trading market for the Equity Shares will develop. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in the securities markets in India and other jurisdictions, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. Accordingly, prospective shareholders should be prepared to hold their Equity Shares for an indefinite period of time.

9. Financial instability, economic developments and volatility in securities markets in other countries may also cause the price of the Equity Shares to decline.

Global economic and market conditions, particularly in other emerging Asian markets and Europe, can significantly impact India. Past financial turmoil abroad, like European debt issues and Brexit, negatively affected Indian financial markets. Similarly, currency depreciation in Asia due to U.S. policy changes can cause volatility in India. Investor confidence in other emerging markets also affects India. Global financial instability, credit market disruptions, and liquidity issues can harm our business, financial performance, and stock price. While government interventions aim to stabilize markets, their effectiveness is uncertain. Continued global financial difficulties could further impact us.

10. Any adverse change in India's credit rating by an international rating agency could materially adversely affect our business and profitability.

India's sovereign rating is Baa2 with a "negative" outlook (Moody's), BBB-with a "stable" outlook (S&P) and BBB-with a "stable" outlook (Fitch). Any adverse change in India's credit ratings by international rating agencies may adversely impact the Indian economy and consequently our business.

11. Natural calamities could have a negative impact on the Indian economy and cause our Company's business to suffer.

India has experienced natural calamities such as earthquakes, tsunami, floods etc. in recent years. The extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

***12.* Terrorist attacks, civil unrests and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition and the price of our Equity Shares.**

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents such as the terrorist attacks, other incidents such as those in US, Indonesia, Madrid and London, and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade as well the global equity markets generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

13. Our customers may not be able to fulfil their obligations towards us, as a result of their poor financial health or for other reasons, which may have an adverse effect on our business, financial condition, results of operations and prospects.

Our customers may not be able to fulfil their obligations towards us, as a result of their poor financial health, bankruptcy or for other reasons. If, for any reason, any of our customers become unable or unwilling to fulfil their contractual obligations our business, financial condition, results of operations and prospects may be adversely affected. Bringing action against our customers to enforce their contractual obligations is often difficult and there can be no assurance that if we initiate any legal proceedings against any such entities, we will receive a judgment in our favour or on a timely basis. A failure by any of our customers to meet its contractual commitments, or an insolvency or liquidation of any of our customers, could have an adverse effect on our financial condition and results of operations.

SECTION III: INTRODUCTION

GENERAL INFORMATION

Rossell Techsys Limited was incorporated on December 06, 2022, at Kolkata as a Public Limited Company under the Companies Act, 2013 and was granted the certificate of incorporation by the RoC. For further details, see "*History and Certain Corporate Matters*" on page 38.

Registered Office of our Company

Jindal Towers, Block B, 4th Floor 21/1A/3,
Darga Road, Kolkata - 700 017,
West Bengal, India
Tel: 033 22834318
CIN: U29299WB2022PLC258641
Registration number: 121597

Corporate Office of our Company

No. 58-C, Road No. 2,
Hi-Tech Defence and Aerospace Park,
Behind KIADB Industrial Area,
Devanahalli, Bengaluru - 562165,
Karnataka, India
Tel: +91 806 843 4500

Address of the Registrar of Companies

Our Company is registered with the Registrar of Companies, Kolkata situated at the following address:

Registrar of Companies, Kolkata

Registrar of Companies

Nizam Palace, 2nd MSO Building,
2nd Floor, 234/4,
A.J.C.B. Road,
Kolkata-700020, West Bengal.
Tel: 033-22877390

Board of Directors

The following table sets out the current details regarding our Board as on the date of filing of this Information Memorandum:

Name	DIN	Designation	Address
Harsh Mohan Gupta	00065973	Executive Chairman	18, Ashok Avenue, Westend Greens, Rajokari, New Delhi, Delhi 110038
Rishab Mohan Gupta	05259454	Managing Director	Hamdan Abdulla Mohd Sayyah Al Marzooqi, Property No - 202, Plot Number 571-0, Makani Number- 28798 94873, Dewa Premise, Dubai – 307501, UAE
Arvind Ghei	00089710	Independent Director	F-1, Sharda Apartment A Road, Churchgate, Mumbai, 400020, Maharashtra, India
Shobhana Joshi	07958690	Independent Director	H. No. F-6A, Ground Floor, Hauz Khas Enclave, South Delhi, Delhi - 110016
Ajai Shukla	06459352	Independent Director	C-171, 2nd Floor, Greater Kailash – I, South Delhi, Delhi-110048
Digant Parikh	00212589	Non-Executive Director	Flat No. 602 Phalguni, Sarojini Road, Santacruz West, Mumbai, Maharashtra, India 400054

For further details of our Directors and KMPs, see the section titled "*Our Management*" on page 41.

Designated Stock Exchange

The designated stock exchange is BSE.

Demat Credit

Our Company has executed tripartite agreements with the Registrar and Share Transfer Agent and the Depositories i.e., NSDL and CDSL, respectively, for admitting our Company's Equity Shares in dematerialised form and has been allotted ISIN **INE0OJW01016**.

General Counsel, Company Secretary and Compliance Officer
Komal Shrimankar is the Company Secretary and Compliance Officer of our Company. Her contact details are as follows:

Rossell Techsys Limited
No. 58-C, Road No. 2,
Hi-Tech Defence and Aerospace Park,
Behind KIADB Industrial Area,
Devanahalli, Bengaluru - 562165,
Karnataka, India
Email: investors@rosselltechsys.com
Tel: +91 806 843 4500

Statutory Auditors

M/s Raghavan, Chaudhuri & Narayanan
Chartered Accountants
17/12, Second Floor
Casa Capitol, Wood Street,
Ashoknagar, Bangalore – 560025
Tel: 2556 7578 / 2551 4771
Email: sathya@nca-india.com
Firm Registration Number: 007761S
Peer review number: 016308

Registrar and Share Transfer Agent
CB Management Services (P) Ltd
Rasoi Court, 5th Floor, 20 R N Mukherjee Road
Kolkata 700 001, WB, India
Tel: 033 - 4011 6700
Fax: 033 - 4011 6739
Email: rta@cbmsl.com
Investor Grievance Email: rta@cbmsl.com
Website: www.cbmsl.com
Contact Person: Mr. Rana Roychowdhury
SEBI Registration: INR000003324

Legal Advisor to the Company
Trilegal
6th & 7th floor, Marks Square, No. 61,
St. Marks Road, Bangalore, Karnataka-560001
Contact No.: 080-43434646

CAPITAL STRUCTURE

Equity Share capital of our Company prior to the consummation of the Scheme is as set forth below:

Particulars	Amount (in ₹)
Authorised Share Capital	
6,00,00,000 Equity Shares of ₹ 2 each	12,00,00,000
Issued, Subscribed and Paid-up Share Capital	
50,000 Equity Shares of ₹ 2 each fully paid up	100,000
Securities Premium	Nil

Equity Share capital of our Company upon consummation of the Scheme is as set forth below:

Particulars	Amount (in ₹)
Authorised Share Capital	
6,00,00,000 Equity Shares of ₹ 2 each	12,00,00,000
Total	**12,00,00,000**
Issued, Subscribed and Paid-up Share Capital	
3,76,96,475[(1)] Equity Shares of ₹ 2 each fully paid up	7,53,92,950
Securities Premium	Nil

[(1)] Pursuant to the Scheme, 3,76,96,475 Equity Shares of the Company were issued and allotted to the shareholders of RIL as per the Share Entitlement Ratio as consideration for the Demerger

1. Changes in the Authorised Capital

There is no change in the authorised capital since the incorporation of our Company.

The authorised share capital of ₹12,00,00,000 divided into 6,00,00,000 Equity Shares of ₹2 each.

Notes to the Capital Structure

2. Share Capital History of our Company

a. The history of the Equity Share capital of our Company is provided in the following table:

Date of Allotment	No. of Equity Shares Allotted	Face value (₹)	Issue Price per Equity Share (₹)	Nature of Consideration	Nature of Allotment	Cumulative number of Equity Shares
December 12, 2022	50,000	2	2	Cash	Initial subscribers to the MoA [(1)]	50,000
September 25, 2024	3,76,96,475	2	NA	Consideration other than Cash	Pursuant to the Scheme [(2)]	3,77,46,475
September 25, 2024	(50,000)	2	NA	NA	Cancelled pursuant to the Scheme [(3)]	3,76,96,475

[(1)] Allotment of 49,994 Equity Shares to RIL (represented by its authorised representative, Mr. Nirmal Kumar Khurana) and 1 Equity Share each to Harsh Mohan Gupta, Rishab Mohan Gupta, Vinita Gupta, Samara Gupta, Digant Mahesh Parikh and Zeena Philip, who hold such Equity Shares as nominees on behalf RIL, who is the beneficial owner of such Equity Shares.

(2) *Allotment to shareholders of RIL as on the Record Date, as per the Share Entitlement Ratio pursuant to Share Entitlement Ratio as per the terms of the Scheme.*
(3) *Pursuant to the Scheme, the allotment of 50,000 Equity Shares made to the initial subscribers to the MoA was cancelled.*

3. Issue of Shares for consideration other than cash

a. Our Company has not issued any Equity Shares out of revaluation of reserves or unrealized profits.
b. Other than the allotment of Equity Shares pursuant to the Scheme, our Company has not issued Equity Shares for consideration other than cash as on date of this Information Memorandum.

4. History of the Equity Share Capital held by our Promoter

Upon consummation of the Scheme, our Promoter, Vinita Gupta, Rishab Mohan Gupta, Harsh Mohan Gupta, Samara Gupta, Harsh Mohan Gupta & Son HUF, Harvin Estates Private Limited and BMG Investments Private Limited, together will hold 2,81,98,233 Equity Shares, equivalent to 74.80% of the issued, subscribed, and paid-up Equity Share capital of our Company.

a. Build-up of our Promoter's shareholding in our Company

Set forth below is the build-up of the shareholding of our Promoter since incorporation of our Company:

Name of Promoter	Date of allotment/ Transfer	Nature of allotment	No. of Equity Shares	Nature of consideration	Face value per Equity Share	Issue price/ Transfer Price per Equity Share	% of the pre-Scheme capital	% of the post-Scheme capital
Vinita Gupta	September 25, 2024	Allotment pursuant to the Scheme	36,40,635	Consideration other than cash	2	NA	Nil	9.66
Rishab Mohan Gupta	September 25, 2024	Allotment pursuant to the Scheme	66,62,598	Consideration other than cash	2	NA	Nil	17.67
Harsh Mohan Gupta	September 25, 2024	Allotment pursuant to the Scheme	1,48,88,113	Consideration other than cash	2	NA	Nil	39.49
Samara Gupta	September 25, 2024	Allotment pursuant to the Scheme	15,536	Consideration other than cash	2	NA	Nil	0.04
Harsh Mohan Gupta & Son HUF	September 25, 2024	Allotment pursuant to the Scheme	28,75,180	Consideration other than cash	2	NA	Nil	7.63
Harvin Estates Private Limited	September 25, 2024	Allotment pursuant to the Scheme	1,03,724	Consideration other than cash	2	NA	Nil	0.28
BMG Investment Private Limited	September 25, 2024	Allotment pursuant to the Scheme	12,447	Consideration other than cash	2	NA	Nil	0.03

b. Shareholding of our Promoter and Promoter Group

The details of shareholding of our Promoter are mentioned under the above table - Build-up of our Promoter's shareholding in our Company.

c. Details of Lock-in

In accordance with SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, and all other applicable circulars, including paragraph (III)(A)(3) of Annexure 1 of SEBI Circular bearing No. CFD/DIL3/CIR/2017/21 (as amended by SEBI Circular bearing No. CFD/DIL3/CIR/2018/2 dated January 3, 2018) to the extent applicable, the shareholding of our Promoter and the shareholders of our Company is exempt from lock-in since the shareholding of our Company post-effectiveness of the Scheme is exactly similar to the shareholding pattern of RIL, i.e., the Transferor (Demerged Company) under the Scheme. However, the shares allotted by the Company pursuant to this Scheme shall remain frozen in the depositories system until listing/trading permission is given by BSE Limited.

5. Employee Stock Options

As on the date of this Information Memorandum, our Company does not have any employee stock option scheme.

6. Shareholding Pattern of our Company

The table below presents the shareholding of our Company as on the date of this Information Memorandum:

Category (I)	Category of shareholder (II)	Number of share holders (III)	Number of fully paid-up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V)+(VI)	Share-holding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) as a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			Number of shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in demat-erialized form (XIV)
								Number of Voting Rights		Total as a % of (A+B+C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
								Class: Equity Shares	Total								
(A)	**Promoter and Promoter Group**	7	28198233	0	0	28198233	74.80	28198233	28198233	74.80	0	28198233	0	0	0	0	28198233
(B)	**Public**	16837	9498242	0	0	9498242	25.20	9498242	9498242	25.20	0	9498242	0	0	0	0	9206321
(C)	**Non-Promoter-Non-Public**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	**Shares underlying DRs**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	**Shares held by Employee Trusts**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total		**16844**	**37696475**	**0**	**0**	**37696475**	**100.00**	**-**	**-**	**100.00**	**-**	**37696475**	**-**	**-**	**-**	**-**	**37404554**

7. Details of Equity Shareholding of the major Shareholders of our Company

1. The ten largest Equity Shareholders of the Company and the number of Equity Shares held by them as on the date of this Information Memorandum (dated September 25, 2024) are set forth in the table below:

Sl. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the paid-up share capital (%)
1.	Harsh Mohan Gupta	1,48,88,113	39.49
2.	Rishab Mohan Gupta	66,62,598	17.67
3.	Vinita Gupta	36,40,635	9.66
4.	Harsh Mohan Gupta & Son HUF	28,75,180	7.63
5.	Quant Mutual Fund - Quant Active Fund	9,12,700	2.42
6.	EBISU Global Opportunities Fund Limited	5,55,803	1.47

7.	Ashwini Agarwal	5,22,809	1.38
8.	Investor Education and Protection Fund Authority - Ministry of Corporate Affairs	3,23,534	0.85
9.	Gurgaon Infospace Limited	3,06,150	0.81
10.	Global Credit Capital Ltd.	2,27,250	0.60
Total		**3,09,14,772**	**81.98**

2. The ten largest Equity Shareholders of the Company and the number of Equity Shares held by them 10 days prior to the date of this Information Memorandum (dated September 15, 2024) are set forth in the table below:

Sl. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the paid-up share capital (%)
1.	**BMG Enterprises Ltd	2,47,31,795	65.61
2.	Harsh Mohan Gupta	18,77,751	4.98
3.	Quant Mutual Fund - Quant Active Fund	9,12,700	2.42
4.	Rishab Mohan Gupta	7,69,203	2.04
5.	Vinita Gupta	6,93,670	1.84
6.	EBISU Global Opportunities Fund Limited	5,55,803	1.47
7.	Ashwini Agarwal	5,22,809	1.39
8.	Investor Education and Protection Fund Authority - Ministry of Corporate Affairs	3,23,534	0.86
9.	Gurgaon Infospace Limited	3,06,150	0.81
10.	Global Credit Capital Ltd.	2,27,250	0.60
Total		**3,09,20,665**	**82.03**

**BMG Enterprises Ltd got merged with Rossell India Limited Pursuant to the order passed by Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT") on 2nd August, 2024 ("Order") in the matter of Scheme of Amalgamation between BMG Enterprises Limited ("The Transferor Company") and Rossell India Limited ("The Transferee Company" or "Company") and their respective shareholders ("Scheme").

8. Except for Mr. Harsh Mohan Gupta, Mr. Rishab Mohan Gupta and Mr. Digant Parikh, none of the other Directors hold any Equity Shares in the Company.

9. As on the date of the Information Memorandum, our Company has allotted 3,76,96,475 Equity Shares to equity shareholders of Rossell India Limited pursuant to the Scheme approved by the NCLT under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

10. As of the date of the filing of this Information Memorandum, the total number of shareholders of our Company is **16844.**

11. There are no outstanding warrants, options, or rights to convert debentures, loans or other instruments into the Equity Shares as on the date of this Information Memorandum.

12. At least 25% of the post-Scheme paid up share capital of our Company comprises of Equity Shares allotted to public shareholders.

13. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

SCHEME OF ARRANGEMENT

A scheme of arrangement ("**Scheme**") was entered into between (i) Rossell India Limited ("**RIL**" / "**Demerged Company**") and (ii) Rossell Techsys Limited ("**RTL**" / "**Company**" / "**Resulting Company**") and their respective shareholders and creditors, pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013, which provided for *inter alia* the Demerger of the Aerospace and Defence Business of RIL ("**Demerged Undertaking**") and the consequent issuance of Equity Shares by the Company to the shareholders of RIL as per the Share Entitlement Ratio.

The Scheme was approved by our Board of Directors pursuant to its resolution dated December 16, 2022 and the Board of Directors of RIL pursuant to its resolution dated December 16, 2022. Pursuant to an order dated July 13, 2023, passed by the National Company Law Tribunal, Kolkata Bench, ("NCLT"), meetings of the equity shareholders and the creditors of RIL were convened. The equity shareholders and the creditors of RIL approved the Scheme at tribunal convened meetings, each held on August 25, 2023. The Hon'ble NCLT sanctioned the Scheme on April 25, 2024. The Appointed Date of the Scheme was April 1, 2023, and the Effective Date was 30, August 2024.

The Scheme provided for the transfer by way of a demerger of the Demerged Undertaking and the consequent issue of Equity Shares by the Company to the shareholders of RIL in accordance with the Share Entitlement Ratio, and various other matters consequential or integrally connected therewith, including the reduction of the share capital of the Transferee, pursuant to Sections 230 to 232 read with section 66 and other applicable provisions of the Companies Act, 2013, the SEBI Circulars and in compliance with the Income Tax Act, 1961.

Rationale for the Scheme

The rationale for the Scheme, inter-alia includes:

The Demerged Company is engaged in the business of cultivation, manufacture and selling of Tea viz. Rossell Tea Division and in Aerospace and Defence business which has its Engineering and Manufacturing center in Bengaluru viz. Rossell Techsys Division. The Resulting Company has been incorporated with the objective of engaging in the business of Rossell Techsys Division. Hence, it is proposed to segregate the same by way of demerger into the Resulting Company which will result in focused approach to exploit the growth potential of the Demerged Undertaking.

The segregation of the Demerged Undertaking shall have the following benefits:

- Creating a dedicated Tech vertical with focused attention on the Aerospace and Defence business under RTL and a dedicated Tea vertical which shall continue under RIL;
- 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;
- 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;
- 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;
- 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.
- 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.

Salient Features of the Scheme

Transfer and vesting of the Demerged Undertaking

Upon the Scheme becoming effective, with effect from the Appointed Date, the Demerged Undertaking of the Demerged Company shall, in accordance with Section 2(19AA) of the Income-tax Act, 1961 (IT Act) and Sections 230 to 232 read with section 66 of the Act and all other Applicable Laws, without any further act or instrument, deed, matter or thing be transferred to and vested in the Resulting Company on a 'going concern' basis in such manner that all the present and future properties, assets, investments including investment held in Rossell Techsys Inc., USA, rights, claims, title, benefits, interest, obligations, liabilities, litigations and authorities of the Demerged Undertaking shall stand transferred to and become integral part of the Resulting Company in the manner provided in the Scheme. The Demerged Undertaking shall stand absolutely

and irrevocably transferred to the Resulting Company automatically without requirement of execution of any further documents for registering the name of the Resulting Company as owner or developer thereof, as the case may be, and necessary applications as may be required shall be made to the concerned authorities for recording such transfer and such authorities may rely on the Scheme along with the copy of the Order passed by the NCLT.

Upon the Scheme becoming effective, with the effect from the Appointed Date, all immovable properties pertaining to the Demerged Undertaking, whether freehold or leasehold and any documents of title, rights and easements in relation thereto, shall stand transferred and vested in the Resulting Company, and shall become the property and an integral part of the Resulting Company without any further act, instrument or deed and without any approval or acknowledgement of any third party. Upon the Scheme coming into effect, the Resulting Company shall be entitled to exercise all rights and privileges and be liable to pay all taxes and charges, and fulfil all obligations, in relation to or applicable to such immovable properties. The mutation of the ownership or title, or interest in the immovable properties (whether freehold or leasehold) comprised in the Demerged Undertaking, in favor of the Resulting Company shall be made and duly recorded by the appropriate authorities pursuant to the sanction of this Scheme and it becoming effective in accordance with the terms thereof.

Upon the Scheme becoming effective, with effect from the Appointed Date, in respect of any and all immovable properties (including land together with the buildings and structures standing thereon) held/owned by the Demerged Company, whether freehold or leasehold/licensed and any documents of title, rights and easements in relation thereto forming part of the Demerged Undertaking, shall stand transferred to and be vested in the Resulting Company. The conveyancing of the said immovable properties in terms of transfer of rights, title/ entitlement, etc and the mutation / assignment of the title and the rights of the immovable properties in the name of the Resulting Company shall be done either by way of the said Scheme itself or through a separate conveyance deed between the Demerged Company and the Resulting Company. With effect from the Appointed Date, the Resulting Company shall be entitled to exercise all rights and privileges and be liable to pay lease rent/license fees, municipal taxes and fulfil all obligations, in relation to or applicable to such immovable properties. The mutation/assignment of title or rights to the immovable properties in the name of the Resulting Company shall be made and duly recorded by the appropriate authorities or the concerned lessors/licensors pursuant to the sanction of this Scheme by the NCL T and upon the Scheme becoming effective in accordance with the terms hereof and pursuant to filing of the separate conveyance deed as stated hereinabove, if required.

Upon the Scheme becoming effective, with the effect from the Appointed Date, in respect of all the movable assets relating to the Demerged Undertaking and the assets which are otherwise capable of transfer by physical delivery or endorsement and delivery, including cash on hand, shall be so transferred to the Resulting Company and deemed to have been physically handed over by physical delivery or by endorsement and delivery, as the case may be, to the Resulting Company to the end and intent that the property and benefit therein passes to the Resulting Company.

Upon the Scheme becoming effective, with the effect from the Appointed Date, in respect of any assets relating to the Demerged Undertaking other than those mentioned in Clause 4.3 above, including actionable claims, (including any decree, contingent inflows, rights arising on account of lis pendens, etc.), sundry debtors, outstanding loans, advances recoverable in cash or kind or for value to be received and deposits with the Government, semi-Government, local and other authorities and bodies and customers of the Demerged Undertaking, if so required by the Resulting Company, the Demerged Company and I or the Resulting Company may, issue notices in such form as the Resulting Company may deem fit and proper stating that pursuant. to the NCL T having sanctioned this Scheme between the Demerged Company and the Resulting Company under Section 230 to 232 read with section 66 of the Act, the relevant debt, loan, advance or other asset, be paid or made good or held on account of the Resulting Company, as the ·person entitled thereto, to the end and intent that the right of the Demerged Company to recover or realise the same stands transferred to the Resulting Company and that appropriate entries should be passed in their respective books to record the aforesaid changes.

Upon the Scheme becoming effective, with effect from the Appointed Date, all debts, liabilities, contingent liabilities, duties and obligations of the Demerged Undertaking, as on the Appointed Date whether provided for or not in the books of accounts of the Demerged Company and all other liabilities (including decree, contingent liabilities, obligations arising due to any lis pendens, etc.) which may accrue or arise after the Appointed Date but which relate to the period on or up to the Appointed Date shall, pursuant to the Orders of the NCL T or such other competent authority as may be applicable under Section 230 to 232 read with section 66 and other applicable, provisions of the Act, without any further act or deed, be transferred or deemed to be transferred to and vested in and assumed by the Resulting Company pursuant to the provisions of Sections 230 to 232 read with section 66 of the Act, so as to become as from the Appointed Date, the liabilities of the Resulting Company on the same terms and conditions as were applicable to the Demerged Company.

Upon the Scheme becoming effective, with effect from the Appointed Date and, any statutory licenses, certificates, permissions or approvals or consents held by the Demerged Company required to carry on operations in and! or in so far as they pertain to the Demerged Undertaking shall stand vested in or transferred to the Resulting Company or will be held to be for the benefit of the Resulting Company without any further act or deed and shall be appropriately mutated by the statutory authorities concerned therewith in favour of the Resulting Company. The benefit of all statutory and regulatory permissions, environmental approvals and consents, registration or other licenses, and consents including but not limited to approvals from Municipal Corporation, Environment Clearance Certificate, Title Clearance Certificate issued by any Competent Authority, all rights or titles or interest in properties by virtue of any court decree or order, all records, files, papers, contracts, Intimation Of Disapproval (IOD), Commencement Certificate, Occupation Certificate, Development Right Certificate (DRC), No Objection Certificate from any authorities, including the Municipal authorities, competent authority

under Competition Act, 2002, Competent authority under the Urban Land Ceiling Act, 1976 , as applicable, or any other competent authority rights so far as they pertain to the Demerged Undertaking shall vest in and become available to the Resulting Company pursuant to the Scheme.

In so far as the various incentives, tax benefits/credits, goods and services tax benefits, subsidies, concessions, grants, rights, benefits, claims, liberties, rehabilitation scheme, special status and other benefits or privileges enjoyed, granted by any Government body, local authority or by any other person or availed of by the Demerged Company relating to and/ or in so far as it pertains to the Demerged Undertaking are concerned, the same shall vest with and be available to the Resulting Company on the same terms and conditions.

All cheques and other negotiable instruments, payment order, electronic fund transfers (like NEFT, RTGS, etc.) received or presented for encashment which are in the name of the Demerged Company (in relation to the Demerged Undertaking) after the Effective Date shall be accepted by the bankers of the Resulting Company and credited to the account of the Resulting Company, if presented by the Resulting Company or received through electronic transfers. Similarly, the banker of the Resulting Company shall honour all Cheques / electronic fund transfer instructions Issued by the Demerged Company (in relation to the Demerged Undertaking) for payment after the Effective Date. If required, the bankers of the Demerged Company and the Resulting Company shall allow maintaining and operating of the bank accounts (including banking transactions carried out electronically) in the name of the Demerged Company by the Resulting Company in relation to the Demerged Undertaking for such time as may be determined to be necessary by the Resulting Company for presentation and deposition of Cheques, pay orders and electronic transfers that have been issued/made in the name of the Resulting Company.

All the existing securities. mortgages, charges, encumbrances, if any, as on the Appointed Date and those created by the Demerged Company, relating to the Demerged Undertaking, after the Appointed Date, over the assets of the Demerged Company transferred to the Resulting Company shall, after the Effective Date, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Effective Date. Such securities, mortgages, charges, encumbrances or liens shall not relate or attach or extend to any of the other assets of the Resulting Company.

Upon the Scheme becoming effective, the Demerged Company and the Resulting Company are expressly permitted to revise their respective financial statements and returns along with prescribed forms, filings and annexures under the Income Tax Act, 1961, goods & services tax, central sales tax, applicable state value added tax, service tax laws, excise duty laws and other tax laws, and to claim refunds and/or credit for taxes paid (including, tax deducted at source, wealth tax, etc) and for matters incidental thereto, if required, to give effect to the provisions of the Scheme.

Any tax liabilities under the service tax laws, excise duty laws, goods and services tax, central sales tax, applicable state value added tax laws or other applicable laws/regulations dealing with taxes/duties/levies of the Demerged Undertaking of the Demerged Company to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date shall be transferred to the Resulting Company.

Without prejudice to the generality of the above, all benefits, incentives, losses, credits (including, without limitation income tax, tax deducted at source, wealth tax, service tax, excise duty, central sales tax, goods and services tax, applicable state value added tax etc.) to which the Demerged Undertaking of the Demerged Company is entitled to in terms of applicable laws, shall be available to and vest in the Resulting Company, upon this Scheme coming into effect.

The transfer and vesting as aforesaid shall be subject to the existing charges, hypothecation, Mortgages/lien, if any, as may be subsisting and agreed to be created over or in respect of the said assets or any part thereof, provided however, any reference in any security documents or arrangements to which the Demerged Company is a party wherein the assets pertaining to the Demerged Undertaking has been or is offered or agreed to be offered as security for any financial assistance or obligations shall be construed as reference only to the assets pertaining to the Demerged Company and vested in the Resulting Company by virtue of this Scheme to the end and intent that the charges shall not extend or deemed to extend to any assets of the Resulting Company.

Provided that the Scheme shall not operate to enlarge the security for the said liabilities of the Demerged Undertaking of the Demerged Company which shall vest in the Resulting Company by virtue of the Scheme and the Resulting Company shall not be obliged to create any further, or additional security thereof after the transfer has become effective or otherwise.

Consideration

Upon the Scheme becoming effective, and in consideration of the vesting of the Demerged Undertaking into the Resulting Company, the Resulting Company shall, without any further application or deed, issue and allot to the shareholders of the Demerged Company one fully paid equity share of ₹2 each of the Resulting Company for every fully paid-up equity share of ₹2 each held in the Demerged Company (“Share Entitlement Ratio”), to such shareholders as on the Record Date.

Cancellation of share capital

Upon the Scheme becoming effective and upon the allotment of equity shares by the Resulting Company to the shareholders of the Demerged Company in accordance with provisions of Clause 11 above. the existing paid up equity

share capital of the Resulting Company held by the Demerged Company as on Effective Date shall stand cancelled without any further act or deed immediately and without any consideration and accordingly, the paid up share capital of the Resulting Company shall stand reduced to the extent of face value of such equity shares cancelled.

Approvals for the Scheme

The NCLT, Kolkata Bench, vide its order dated April 25, 2024, sanctioned the Scheme of Arrangement, and the certified true copy of the order was delivered on August 30, 2024.

Corporate Approvals

The proposed Scheme was placed before the audit committee of RIL at its meeting held on December 16, 2022. The share entitlement ratio reports issued by CA Harsh Chandrakant Ruparelia dated December 16, 2022 was tabled before the chairman of the audit committee ("**Valuation Reports**"). Further, the fairness report dated December 16, 2022 issued by Fedex Securities Private limited and auditors' certificate dated December 16, 2022 issued by Khandelwal Ray & Co., Chartered Accountants were placed before the Chairman of the Audit Committee. A draft of the report of the Audit Committee of RIL was approved by the Audit Committee, which authorised the Chairman to submit the signed report to the Board of Directors of RIL.

The Board of Directors of RIL, at its meeting held on December 16, 2022, took into account the report submitted by the audit committee recommending the draft Scheme between the Transferor, Transferee and their respective shareholders and creditors, the Valuation Reports and their recommendation of the share entitlement ratio i.e., one equity share of face value and paid up value of ₹2 each of the Transferee credited as fully paid up, be allotted for every one equity share of the Transferor, pursuant to the Scheme, the fairness opinion dated December 16, 2022 prepared by Fedex Securities Private Limited and the auditors' certificates dated December 16, 2022 issued by Khandelwal Ray & Co., Chartered Accountants issued pursuant to the SEBI Circulars, and unanimously approved the Scheme and the share entitlement ratio.

The Board of the Transferee, at its meeting held on December 16, 2022, took note of the draft Scheme, Valuation Reports with the share entitlement ratio report, and approved the report prepared under Section 232 of the Companies Act, 2013 explaining the effect of the draft Scheme on each class of shareholders, key managerial personnel, promoter, and non-promoter shareholders, with particulars of the share entitlement ratio.

The shareholders of the Transferor (including the public shareholders of the Transferor), at their meeting held on August 25, 2023, approved the Scheme with the requisite majority prescribed under the Companies Act, 2013 and the SEBI circulars. The creditors of the Transferor, at their meeting held on August 25, 2023, approved the Scheme with the requisite majority prescribed under the Companies Act, 2013 and the SEBI circulars.

Other Approvals in relation to the Scheme

BSE has been appointed as the Designated Stock Exchange by RTL, for the purpose of coordinating with the SEBI. RIL, pursuant to a letter dated December 23, 2022 and December 26, 2022, submitted an application with a copy of the Scheme with BSE and NSE respectively, seeking the no objection from the Stock Exchanges on the proposed Scheme between the Transferor and Transferee. RIL has received a no-objection letter regarding the Scheme from BSE on (Letter No. DCS/AMAL/PB/IP/2765/2023-24) on May 22, 2023 and from NSE (NSE/LIST/ 33864) on May 23, 2023.

The Transferor and the Transferee had applied to the NCLT under the provisions of Sections 230 to 232 of the Companies Act, 2013 for sanctioning of the Scheme and the NCLT vide its order delivered on April 25, 2024, approved the Scheme.

The weblink where the complete scheme may be accessed is https://rosselltechsys.com/investor-relations/shareholder-information/. The scheme is also made available by the Company at its Registered Office from the date of filing of this Information Memorandum with the Stock Exchanges until the listing of Equity Shares on the Stock Exchanges. Additionally, the scheme is available online on the website of the Stock Exchanges at www.bseindia.com and www.nseindia.com.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

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

Date: 25th September 2024

Dear Sir/ Madam,

Subject: Statement of possible special tax benefits ("the Statement") available to Rossell Techsys Limited ("the Company") and its shareholders (the "Shareholders") prepared in accordance with the requirement under Schedule VI – Part A - Clause (9) (L) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("the SEBI ICDR Regulations").

This Report is issued in accordance with the engagement letter dated 10th September 2024, in which the Company requested us to issue Statement of possible special tax benefits available to the Company and its shareholders in conjunction with the proposed listing of equity shares of the Company on BSE Limited and National Stock Exchange of India Limited pursuant to a Scheme of Arrangement.

We hereby report that the enclosed Annexure II prepared by the Company, initialed by us and the Company for identification purpose, states the possible special tax benefits available to the Company and its Shareholders, under direct tax laws as stated and defined in Annexure I, presently in force in India as on the signing date (together, "the Tax Laws").

The Company does not have any material subsidiary in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, i.e., the Company does not have a subsidiary whose income or net worth in the immediately preceding accounting year (i.e., as on 31 March 2024) exceeds 10% of the consolidated income or consolidated net worth respectively, of the Company.

These possible special tax benefits are dependent on the Company and its Shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and its Shareholders to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company and its Shareholders may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure II cover the possible special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits available to the Company and its Shareholders. We wish to highlight that the distinction between "general" and "special" tax benefits is not defined under the ICDR Regulations. Accordingly, we have provided comments on those tax benefits, the availability of which is contingent to the fulfillment of certain conditions as per the applicable tax laws. Further, the preparation of the enclosed Annexure I and II and its contents is the responsibility of the Management of the Company. We were informed that the Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice.

In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of the proposed transaction, particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the possible special tax benefits, which an investor can avail. Neither are we suggesting nor are we advising the investors to invest money based on this Statement.

We conducted our examination in accordance with the "Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)" ("Guidance Note") issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Charted Accountants of India.
We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial information, and Other Assurance and Related Services Engagements.

We do not express any opinion or provide any assurance as to whether:

i. the Company and its Shareholders will continue to obtain these possible special tax benefits in future; or
ii. the conditions prescribed for availing the possible special tax benefits where applicable, have been/would be met with.

The contents of the enclosed Annexure are based on the information, explanations, and representations obtained from the Company, and on the basis of our understanding of the business activities and operations of the Company.

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of the Direct Tax Laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to the Company and any other person in respect of this Statement, except as per applicable law.

We hereby give consent to include this Statement in the proposed Information Memorandum ("IM") conjunction with the proposed listing of equity shares of the Company on BSE Limited and National Stock Exchange of India Limited pursuant to a Scheme of Arrangement, and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For **Raghavan, Chaudhuri & Narayanan**
Chartered Accountants
ICAI firm registration number: 007761S

Sd/-
V. Sathyanarayanan
Partner
Membership No. 027716
UDIN:
Date: September 25, 2024
Place: Bengaluru

ANNEXURE I

S. No	Details of Tax Law
1.	Income Tax Act, 1961 and Income Tax Rules, 1962, each as amended and read with respective circulars and notifications made thereunder
2.	Central Goods and Services Tax Act, 2017, as amended
3.	Integrated Goods and Services Tax Act, 2017, as amended
4.	State Goods and Services Tax Act, 2017, as amended
5.	Customs Act, 1962 and Customs Tariff Act, 1975, each as amended and read with respective rules, circulars and notifications made thereunder
6.	The Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2015-20)

ANNEXURE II

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE ROSSELL TECHSYS LIMITED ("THE COMPANY") AND ITS SHAREHOLDERS UNDER THE APPLICABLE DIRECT AND INDIRECT TAX LAWS ("TAX LAWS") IN INDIA

Outlined below are the possible special tax benefits available to the Company and its Shareholders under the Tax Laws. These possible special tax benefits are dependent on the Company and its Shareholders fulfilling the conditions prescribed under the Tax Laws. Hence, the ability of the Company or its Shareholders to derive the possible special tax benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfill.

UNDER THE TAX LAWS

1. Direct Taxation

A. Special tax benefits available to the Company

The following special tax benefits would be available to the Company after fulfilling conditions as per the respective provisions of the tax laws identified supra:

a. In accordance with the provisions of Section 115BAA of the Income Tax Act,1961, a domestic company is entitled to avail a concessional rate of 22% (plus applicable surcharge and cess) on fulfilment of certain conditions. The option to apply this tax rate is available from FY 2019-20 relevant to AY 2020-21 and the option once exercised shall apply to subsequent assessment years. The concessional rate of 22% is subject to the company not availing any of the following specified tax exemptions/incentives under the Act:

- Deduction u/s 10AA: Tax holiday available to units in a Special Economic Zone;
- Deduction available under the Chapter VI-A except under section 80JJAA and section 80M;
- Deduction u/s 32(1) (iia): Additional Depreciation;
- Deduction u/s 32AD: Investment allowance;
- Deduction u/s 35AD: Deduction for capital expenditure incurred on specified business;
- Deduction under certain sub-sections/ clauses of Section 35: Expenditure on scientific research.

The total income of a company availing the concessional rate of 22% is required to be computed without set -off of any carried forward loss and depreciation attributable to any of the aforesaid deductions/incentives. A company can exercise the option to apply for the concessional tax rate in its return of income filed under section 139(1) of the Act. Further, provisions of Minimum Alternate Tax ('MAT') under section 115JB of the Act shall not be applicable to companies availing this reduced tax rate, thus, any carried forward MAT credit also cannot be claimed.

The provisions do not specify any limitation/condition on account of turnover, nature of business or date of incorporation for opting for the concessional tax rate. Accordingly, all existing as well as new domestic companies are eligible to avail this concessional rate of tax.

b. In accordance with and subject to fulfilment of conditions as laid out under Section 80JJAA of the Income-Tax Act, 1961 ('IT Act') the Company may be entitled to claim deduction of an amount equal to thirty per cent of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided.

c. In accordance with the provisions of Section 80M of the IT Act, dividend received by the company from any other domestic company or a foreign company or a business trust, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by the company on or before one month prior to due date of furnishing the income-tax return under Section 139(1) of the IT Act for the relevant year, be allowed.

Further, any deduction, in respect of the amount of dividend distributed by the domestic company, has been allowed under Section 80M (1) of the IT Act in any previous year, no deduction shall be allowed in respect of such amount in any other previous year.

B. Special tax benefits available to Shareholders

The Shareholders of the Company are not eligible to any special tax benefits under the IT Act and Income Tax Rules, 1962 identified supra.

2. Indirect Taxation

A. Special tax benefits available to the Company

The following special tax benefits would be available to the Company after fulfilling conditions as per the respective provisions of the tax laws identified supra:

1. In accordance with the Export Oriented Units defined under the Foreign Trade Policy, as those units undertaking to export their entire production of goods and services (except permissible sales in Domestic Tariff Area) where the import of inputs will be allowed to be made duty-free if they are physically incorporated in a product which is going to be exported. An export obligation is usually set as a condition for issuing Advance Authorization. The inputs imported are exempt from duties like Basic Customs Duty, Additional Customs Duty, Education Cess, Anti-Dumping Duty, Safeguard Duty and Transition Product-Specific Safeguard Duty, Integrated Goods and Services Tax, Compensation Cess, wherever applicable, subject to certain conditions.

Further the Company is not eligible for any special tax benefits under the Central Goods and Services Tax Act, 2017, as amended; Integrated Goods and Services Tax Act, 2017, as amended; State Goods and Services Tax Act, 2017, as amended; Customs Act, 1962 and Customs Tariff Act, 1975, each as amended and read with respective rules, circulars and notifications made thereunder.

B. Special tax benefits available to Shareholders

The Shareholders of the Company are not eligible for any special tax benefits under the Central Goods and Services Tax Act, 2017, as amended; Integrated Goods and Services Tax Act, 2017, as amended; State Goods and Services Tax Act, 2017, as amended; Customs Act, 1962 and Customs Tariff Act, 1975, each as amended and read with respective rules, circulars and notifications made thereunder; and The Foreign Trade (Development and Regulation) Act, 1992.

NOTES:

1. The above is as per the current tax law, as amended by the Finance Act, 2024.

2. The above Statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of equity shares of the Company.

3. The possible special tax benefits are subject to conditions and eligibility criteria which need to be examined for tax implications.

4. This Statement does not discuss any tax consequences in any country outside India of an investment in the equity shares of the Company. The Shareholders / investors in any country outside India are advised to consult their own professional advisors regarding possible income tax consequences that apply to them under the laws of such jurisdiction.

5. The tax benefits discussed in the Statement are not exhaustive and are only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing direct tax law, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

6. In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the applicable double taxation avoidance agreement, if any, between India and the country in which the non-resident has fiscal domicile.

For Rossell Techsys Limited as authorized by the Board of Directors.

SECTION IV: ABOUT OUR COMPANY

OUR BUSINESS

Some of the information in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section "Forward-Looking Statements" on page 05 for a discussion of the risks and uncertainties related to those statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. This section should be read in conjunction with the section "Risk Factors" on page 10.

In this section "the Company", "our Company", "we", "us" and "our" refers to Rossell Techsys Limited.

Please note that our Company has been newly incorporated and has commenced business operations from the date of effectiveness of the Scheme. The business operations of our Company comprise of the Aerospace and Defence Business, which was transferred to our Company pursuant to the Scheme. While the following section includes material risks in relation to the business operations of our Company, post effectiveness of the Scheme, for complete details in relation to the Aerospace and Defence Business, including the historical performance, previous milestones and risk factors, the disclosures in the section below should be read with the information available on the websites of the Stock Exchanges, and financial statements, investor presentations and corporate disclosures issued by RIL, which are available on www.rossellindia.com.

Overview

Rossell Techsys is erstwhile Aerospace and Defence (A&D) division of Rossell India Limited, established in early 2011, to provide services to global OEMs with "*finish and finesse*" similar to home country with razor sharp attention in fulfilling on-time, on-quality and on-budget commitments. This division is now transferred to the Company pursuant to the order passed by NCLT, Kolkata Bench in the matter of Scheme of Arrangement. Working with Rossell is an enriching value proposition-experience of the very best in environment, infrastructure, processes, certifications, people and hygiene.

Rossell Techsys undertakes Build to Specifications (BTS) and Build to Print (BTP) services for leading global OEMs through a model of establishing "Centers of Excellence" (CoE) in engineering and manufacturing in its state-of-the-art facility located at the Aerospace Park, near Kempegowda International Airport (KIA), Bengaluru. The current facility has been designed as per LEED (Leadership in Energy and Environmental Design) Green Building certification programme and meets the IGBC (www.igbc.in) credit requirements for GOLD ratings. The first phase of the facility has a total built up area of around 225,000 sq. ft. The final phase will include up to 450,000 sq. ft. of space with an objective of obtaining LEED platinum rating.

Rossell Techsys is registered with System for Award Management (SAM)- CAGE code 0662Y, DUNS number 869537174. Its core competencies support NAICS codes, 336413, 335999, 335929, 541511, 334511, 334513, 33441. It has a US presence at Phoenix, Arizona, and business representatives / teaming partners in select cities in the US, Israel and Europe. Rossell is one of the bronze sponsors for Team Chinook, Team Apache, and Team Osprey, in support of encouraging interactions between the global supply chain companies for these platforms.

Our success is based on complying with the highest industry standards. In addition to being a CEMILAC- (Centre for Military Airworthiness Certification) approved organization, we are ISO 9001:2015, AS 9100:2016, ISO 27001:2013, ISO 14001:2015, ISO 31000 compliant, and ISO 45001:2018, ISO 37001:2016 and NADCAP AC7121 certified. Rossell is an IT enabled entity, compliant with NIST 800–171 Cyber security requirements.

Rossell is a member of various global and Indian industry bodies and associations; IPC (www.ipc.org), RTCA (www.rtca.org), and Vertical lift society (www.vtol.org), FICCI (www.ficci.in), SIATI (www.siati.org) and various other associations. It is also in the forefront of combatting and controlling the proliferation of counterfeit parts in Aerospace and Defence and is a member of ERAI (www.erai.com). it is also listed in the Airframer directory (www.airframer.com)- a website which references over 1000 programs and over 7000 suppliers in the aerospace supply chain.

The management of our Company has been associated with the Aerospace and Defence Business of RIL, before the Demerger and brings with them the depth of experience in the business of our Company. Harsh Mohan Gupta, our Chairman has been the chairman of RIL who has closely been associated with the Aerospace and Defence Business. Rishab Mohan Gupta, our Managing Director, was managing the Aerospace and Defence division of RIL. Further, pursuant to the effectiveness of the Scheme, our employee base comprises of a total of 602 employees, as on March 31, 2024, who have previously been associated with RIL. We believe that our stable, senior management team will help us in successfully implementing our development and operating strategies over the years. Owing to the understanding of the industry trends, demands and market changes of our senior management team, we believe that we will be able to adapt and diversify our operating capabilities and take advantage of market opportunities over the period.

Our Strengths

Management experience and expertise

Our Board of Directors is composed of highly experienced individuals who bring a wealth of knowledge and expertise from various fields. Their extensive backgrounds enable them to provide strategic guidance and oversight, ensuring that our policies and processes are designed to uphold the highest standards of work quality and ethics. This leadership is crucial in maintaining our commitment to excellence and integrity in all our operations.

In addition to our Board, our organization is steered by a seasoned management team with deep expertise in the Aerospace and Defense sector. These professionals have a proven track record of success and bring a diverse range of skills and experiences to the table. Their leadership is instrumental in driving our strategic initiatives and operational excellence.

The combined strength of our Board of Directors and management team empowers us to swiftly identify and capitalize on new opportunities for growth and advancement. Their collective vision and strategic direction enable us to navigate the complexities of the Aerospace and Defense industry effectively, ensuring that we remain at the forefront of innovation and competitiveness.

By leveraging their insights and expertise, we are able to continuously enhance our capabilities, expand our market presence, and deliver exceptional value to our clients and stakeholders. This dynamic leadership structure is a cornerstone of our success, fostering a culture of continuous improvement and driving our mission to be a leader in the Aerospace and Defense sector.

Infrastructure

In 2020, the Company made significant investments in world-class infrastructure, resulting in state-of-the-art facility. The 225,000 Square feet is seen by customers as incredibly unique, modern, and having some of the best tools and equipment. Moreover, the company's forward-looking strategy positions it for future expansion, instilling confidence in prospective clients that Rossell is well equipped to scale up as per their business needs. The Company always adds on newer tools and equipment proactively based on prospective customer requirements. The infrastructure at Rossell elicits an instant "wow" for any visiting customers, showcasing its commitment to excellence and readiness to meet evolving business needs.

Human Capital and The Rossell School of Learning

The Rossell Techsys Human Capital is a mix of academic, experience, cultural, language and gender demographics. All employees are, at the minimum diplomate educated, with streams of specialty being electrical, electronics, mechanical, instrumentation, and allied studies. Intake streams are either lateral hires or fresh college / Polytechnic pass-outs. English is the medium of conversation at the workplace, irrespective of employee background. This ensures that employees can freely converse with customers during visits to the shop floor, and are able to read, understand and interpret technical information the way it should be. The company has positive hiring practices and the basic premise is employment at will. Diversity, is strongly encouraged, including hiring of differently abled / challenged. Human Capital at the company is well taken care of by commensurate staff welfare measures. All human capital policies are akin to a "cream collar" wherein the company policies blend in the best of the technological and manufacturing worlds. This ensures reining in attrition to a large extent. In addition, the company has adopted prescribed standard operating procedures (SOP) to fully comply with the labor rules and regulations of the Central and State governments.

Established in 2014, the Rossell School of Learning (RSL) was set up to nurture talent in the Aerospace and Defence sectors. Designed to harness the potential of fresh minds from various polytechnics, RSL offers rigorous training programs focused on EWIS skills, ensuring the employability of its graduates. All the manufacturing staff are certified to IPC620, the defacto workmanship standard in the EWIS industry.

RSL's commitment to inclusivity extends to candidates with disabilities. Utilizing American Sign Language (ASL) as a means of communication, RSL ensures that individuals with disabilities have equal access to training opportunities in EWIS. Through collaborations with ASL professionals and in-house experts, RSL provides tailored support, fostering an environment of accessibility and inclusivity within its programs.

Local market presence in the US through RTI

Rossell Techsys Inc (RTI), the State-side subsidiary of the company was started at the behest of its US customers to be able to provide local, near-shore support for repairs, reworks, contingent needs, licensing issues and specific challenges with respect to export. The subsidiary is duly registered with the Department of Defense Trade Controls (DDTC), Government of US. Taking advantage of this, the company has expanded the role of RTI to also manage state-side business development, customer relationships, including escalations, supplier relationships, on site supplier quality, logistics and collaborations with various institutions and entities that are potential partners for automation, robotics, learning and development and accreditations for the Rossell School of Learning. RTI can be expanded further to provide full life cycle support should the need arise. However, the company shall trigger this plan only when an appropriate opportunity comes its way. RTI is AS9100 Certified and is managed by a Director, duly nominated by the board of Rossell Techsys Limited.

Off-sets and MSME multipliers

For large OEMs supplying to the Indian Government through the Foreign Military Sales (FMS) route, compliance mandates require 30% to 50% of the total sale value to be executed in India. The Defence Offset guidelines have paved the way for proactive participation of Indian MSMEs as partners in the global supply chain. To incentivize such localization efforts, MSMEs offer multipliers, enhancing the value proposition for OEMs. As a certified MSME, Rossell benefits from this arrangement, providing multipliers at 1.5 times the contract value. This strategic advantage further reinforces Rossell's position as a preferred partner for OEMs seeking to fulfill localization requirements in India.

Midsize Company, with Big Company Compliances

Though the company is classified as MSME, it adheres to robust policies and practices that mirror the standards expected by large OEMs. From sustainable development initiatives to POSH, DEI measures, management of rare earth / precious metals, fair employment practices, anti-bribery policies, the Company meets all the operational hygiene requirements imposed by large OEMs.

Our Strategies

Having established a sterling reputation over 13 years, the Company is now ready to explore new areas of expertise. The existing customers are keen to see the company diversify into complementary areas, such as (a) engineering services, (b)electro-mechanical products, (c) sensors and actuators, (d) forward and backward integration (e) small mechanical parts such as electro-optics. The prospects for organic and inorganics growth are real. Maintaining the trust and satisfaction of existing customers is important as they prove to be more effective than an in-house sales team in expanding the company's business horizons.

The timing couldn't be better with customers eagerly seeking partners like Rossell to elevate their value proposition. This will entail strategic investments in infrastructure, talent acquisition, process enhancement, certifications, cutting edge tools and equipment. Furthermore, the current landscape presents ripe conditions for inorganic growth through local and global acquisitions, joint ventures, and technology transfers, all of which have immense potential to enhance its value proposition and revenue.

The competencies in which the Company operates are significant in size. The EWIS market offers an annual potential business in the range of **$3 Billion to $5Billion**. Similarly, the ESSI market presents an annual potential in the range of **$10Billion to $15Billion**. For the ATE market, the annual potential is in the range of **$1B to $3Billion** and in the Electrical-MRO space, the annual potential is in the range of **$49B to $55Billion**.

Further, the Company is poised to unlock significant business potential in the coming years, through already planned organic business strategies as well as strategies for inorganic growth. These efforts are anticipated to yield promising returns for the shareholders over the next decade.

To capture this potential, the Company aims to expand and diversify into engineering services, small metal work, electro-mechanical work, electronics and systems Integration, electro-optics, after-market services. This will involve enhancing our in-house capabilities and reducing dependency on eco-system partners. The potential revenue from different geographies, combined is estimated to be in the range of $200M to $240M before the end of 2034. The confidence in these projections are based on our extensive experience and a deep understanding of the global Aerospace, & Defence and Space industries.

In terms of the market expansion to achieve this growth story, the Company is actively exploring the following markets:

a) The Americas

In addition to big threes i.e. Boeing, Lockheed Martin and Honeywell, our focus extends to several prominent companies including SpaceX, Amazon Kuiper, General Dynamics-Land Systems, General Technical Services (GTS) , Nordam, Joby Aerospace, Raytheon, Cummins Defence, Spirit Aerostructures, Woodward Inc, Interconnect Wiring, Rheinmetall, AAR, Advanced Engineering Services, Anduril, and Blue Origin. It could lead to significant growth opportunities, projecting an annual revenue in the range of **$100 to $120M**, representing nearly a 4 fold increase from 2024 revenue levels from these markets.

b) Europe

Europe has been an untapped market, with potential for business engagement with the key players such Airbus Industries, Dassault, Thales, Safran group of companies, BAE, SAAB, Leonardo. With aggressive business development and sales initiatives, the Company aims to capitalize on these opportunities and is confident of securing business in the range of **$25 to $30 Million** over the next decade. This projection signifies almost a 20-fold increase from current 2024 revenue levels from these markets.

c) Middle East

The Middle East holds enormous business potential due to its strategic importance to the Western world. The Company is targeting all divisions of IAI, ELBIT and Rafael, either directly or through their Tier I suppliers. Leveraging partnerships with well-connected local entities has proven to be beneficial as evidenced by the revenue projections soaring from zero to over $5M within one year. It is estimated that business growth in this region will grow exponentially over the next decade with the potential to reach **$50 million to $60M** by the end of 2034.

d) India and the Rest of the World

The Company has not been aggressive in tapping the Indian market, due to its price-focused business acquisition model and delays in project closures. Nevertheless, it remains committed to targeting strategic assignments and customers, the IAF being one such strategic customer. Plans are underway to set up a center of excellence for the Indian Air Force to support their massive sustenance, service life extension and modernization initiatives. It is also pursuing specific assignments from HAL, BEL, DRDO establishments.

It is also embarking on tapping the Australasia region by initiating business development in Japan, Singapore, South Korea, Australia. While not comparable to the Americas in terms of projected business volume, the opportunities in this region are nevertheless significant. Key companies being targeted include Hanwha, Boeing, Huneed, Korean Aerospace Industries, Mitsubishi Aerospace, Kawasaki, and others. Given the untapped nature of this geography, the company is approaching it very conservatively and projecting revenue in the range of **$25M to $30M** over the next 10 years.

Description of our business

The Company is a custom engineering and manufacturing services entity with competencies in (a) Electrical Wiring and Interconnect Systems **(EWIS)** and Electrical Panel Assemblies **(EPA's),** (b) Electronic Systems and System Integration **(ESSI)** (c) Automatic Test Equipment **(ATEs'),** (d) After-Market for Electrical and Electronic products and systems **(Electrical-MRO).**

a) EWIS and EPA

This competency involves design, engineering, manufacturing, testing, qualification, certification of Electrical harnesses and Interconnect Systems, Fiber optics and Electrical Panel Assemblies. It entails expertise in various components such as connectors, backshells, wires, overbraids, consumables such as sleeves, tapes, contacts, seal plugs, molds, electrical active and passive components such as PCB's, Resisters, Capacitors, Inductors, Solenoids, Relays, Push Buttons, Sensors, actuators, Light panels / bezels, Keypads, Power supply components, and a host of other electrical and electrical parts and commodities, associated tools, jigs, rigs, and adaptors.

b) ESSI

This Competency involves design, engineering, manufacturing, testing, qualification, certification of Electronic Systems, and System integration of parts, sub-assemblies and assemblies sourced from third party companies or commercially available off-the-shelf (COTS) components. It also entails design skills in circuitry using active components, such as Integrated circuits, Field Programmable Gate Arrays (FPGA's), micro-processors, micro-controllers, and various peripheral components such as memories, Analog to Digital Converters (ADC's), Digital to Analog Converters (DACs), Signal processors, signal conditioners, and passive components.

c) ATE's

This Competency involves design, engineering, manufacturing, testing, qualification, certification of Automatic, Semi-Automatic, Manual test solutions in various form factors including floor mounted, tabletop, concatenated racks. The competency entails expertise in ESSI, EWSI and EPA's and various third party supplied instrumentation, test equipment, power suppliers, sensors, actuators, Human Machine Interfaces.

d) Electrical - MRO

This competency is an extension of all other competencies and requires a unique skill set. It involves the ability to re-engineer a product, develop alternate parts, reverse engineer a part, an assembly, or a system. This competency also requires a strong understanding of various electrical, electro-mechanical, electronics parts, assemblies, sub-assemblies, systems, and sub-systems sourced from third party companies.

The Company conducts business in two primary models: (a) Build to Specification (BTS) and (b) Build to Print (BTP). The highest value addition occurs in BTS engagements, where the Company's expertise can be fully leveraged. Conversely, BTP assignments primarily involve labour intensive manufacturing processes with limiting value addition opportunities. To enhance value across both the models, the Company is aiming to increase engineering services offerings within each competency.

The Company collaborates with some of the biggest names in the industry, across multiple domains, such as Boeing, Lockheed Martin, Honeywell, IAI, BAE systems, to some of the lesser-known entities such as Telair, Expleo, BLAGSS, CLT, which specialize in niche assemblies catering to larger Original equipment Manufacturers **(OEM's)** and product companies. Moreover, the Company directly partners with End User Entities such as the Indian Airforce, DRDO establishments solidifying its presence across various sectors of the industry.

Currently, the Company operates majorly in Aerospace, Defence, with significant growth opportunities emerging in Space, Land and Transportation domains. While its presence in these areas is less pronounced at present, they hold immense potential for expansion. Additionally, the Company is actively exploring opportunities in other domains such as Sea, and Airborne urban transportation, indicating its strategic diversification efforts to capture emerging markets.

The main facility in Bengaluru offers comprehensive support across various domains including engineering, manufacture, project management, supply chain management, quality management, human capital management, information systems & information technology, Industrial engineering and planning, sales, and pre-sales. Situated on a spacious campus spanning 4.25 acres, the facility has a built-up area of 225,000 sq. ft, fully owned by the Company.

The subsidiary facility in Tempe, Arizona, US, offers support services for state-side customers, supply chain management, sourcing, logistics, supplier quality, state-side sales support, and limited manufacturing for repair and rework. It is a leased facility with a built-up area of 4000 sq. ft.

Business Certifications and Compliances

Operating in the Aerospace and Defence sector necessitates meeting stringent certification requirements where the AS9100-Rev D serves as a foundational requirement. The Company has gone over and beyond and has a suite of certifications that include, AS9100-RevD, ISO9001, ISO27001 (information safety and security), ISO14001 (environmental management), ISO45001 (OHSAS), ISO37001 (anti bribery), ISO17025 (Metrology), NADCAP AC7121 (special processing for EWIS), registration with the Center for Miliary Airworthiness and Certification (CEMILAC), fully compliance to ISO31000 (Risk management), full compliance to NIST SP 800-171 (cyber security) and complete readiness for CMMC-V2.0 (United states government standard for cyber security).

In addition to the above, the US subsidiary, Rossell Techsys Inc (RTI), is registered with the US department of Defence trade controls (DDTC) for ITAR (international traffic in arms regulation), RTI is also AS9100 Rev D certified.

Company maintains robust ITAR / EAR and customized and auditable processes to safeguard the intellectual property of customers and the governments of the NATO countries, largely the US.

The Company is registered as a "medium" enterprise, under the MSME act and extends MSME category benefits, wherever applicable, through enhanced multipliers (1.5X) wherever "offset obligations" are to be met by foreign OEMs.

Corporate Governance and Compliances

Working closely with Global OEMs entails strict adherence to their corporate governance policies that include – (a) freedom to form associations (b) Diversity, Equity and Inclusivity (DEI), (c) fair employment practices, (d) monitoring of precious metals and rare earth minerals, (e) prevention of sexual harassment at the work place (POSH), (f) ethics and anti-bribery standards, (g) whistleblower and ombudsman reporting (h) support for sustainable development (i) green initiatives and (j) anti-terrorism and global supply chain security.

The Company has robust policies in place to uphold these requirements, enhancing our value proposition to global OEMs.

The facility in Bengaluru, has been recognized with the Leadership in Energy Efficiency Design (LEED) GOLD rating by the India Green Building Council (IGBC).

Our commitment to diversity is evident with a current diversity ratio of 33% with a goal to reach 50% in the short term. This includes recruitment and support for differently abled, veterans, women, and people with physical disabilities (PWD).

Corporate and Social Responsibility

Our corporate and social responsibility ("**CSR**") is committed towards sustainable and inclusive development of the community's social capital through active engagement. Our Company has recently constituted the CSR Committee and will undertake welfare activities as may be decided by the members of the Committee appropriately in accordance with applicable law.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history

Our Company was incorporated on December 6, 2022, at Kolkata as a public limited company under the Companies Act, 2013, and was granted the certificate of incorporation by the RoC.

Changes in Registered Office

There has been no change in the Registered Office of our Company since its incorporation.

Our Main Objects

The main objects for which our Company has been established and as contained in the Memorandum of Association are set out hereunder:

1. To manufacture, buy, sell, export, import, deal in, assemble, fit, repair, convert, overhaul, alter, maintain and improve all types of aircraft, aircraft system, avionic, electronic components, devices, equipments and appliance, such as television and wireless apparatus including radio receivers and transmitters, tape recorders, broadcast relay and reception equipments phonographs and other equipments used in and or for audio and visual communications, motion systems, apparatus and equipments including 'those using electromagnetic waves intended for radio telegraphic or radio-telephonic communication, telephone equipments, photocopiers, electronic lighting controls, and fire alarm systems, digital and, other electronic clock, time relays, punch card machines, electromechanical pneumatic controls, data processing machines, computers and automatic calculators, and tubes, surgical, medical and other appliances intended for electro and other therapy treatment and in all types of tapes magnetic and otherwise, photographic films projectors and cameras and capacitors, resistance, condensers, semi-conductors, transistors, rectifiers, steam engines, turbine boilers, integrated and hybrid circuits, relays, potentiometers, connectors, printed circuits, coils, chokes, transformers, wire products, switches, volume controls, measuring and checking instruments, plugs, Sockets, aerial gears, diodes and allied items intended for and used in electronic devices.

2. To carry on business of civil, mechanical, electrical and consulting engineers, agricultural engineers, aeronautical engineers, aviation engineers, construction engineers and engineers in all branches of work whatsoever known to engineering, erectors, mechanics, manufacturers of agricultural implements aeronautical, space, marine, oil exploration equipments and any other kind of machinery which is used for the aforesaid purpose or for any other purpose whatsoever and/or any part thereof or accessories thereto; founders, manufacturers of welding appliances and of all or any parts thereof or accessories thereto; boiler makers; millwrights; wire drawers, tube makers iron and steel converters, smiths, wheelwright, wood workers, metallurgists, galvanizers, japanners, enamellers, electroplaters, Silver-platters, nickel-platter, varnishes, vulcanizes, water supply and hydraulic engineers, marine engineers, motor engineers, painters and packing case markers, manufacturers of all other instruments used in or in connection with any of the above business and of motors, aircrafts, ships, machinery and scientific appliances, apparatus and devices of every description whatsoever; rolling stock, timber goods, iron steel and other metal implements, tools, utensils and conveniences of every kind.

3. To engineer and manufacture, buy, sell, export, import, deal in, assemble, fit, repair, convert, overhaul, alter, maintain and improve all types of solutions, systems, sub-systems, assemblies, sub-assemblies, parts, components, solutions deployed in the domains of Space, Air, Sea, Land, Transportation, Energy, Industrial, platforms and equipment for commercial and defense applications, manned and unmanned, such as rockets, satellites, fixed wing aircrafts, rotary wing platforms, advanced autonomous mobility systems such as UAMs, AAM's, UAV's, launchers that are airborne, road and rail borne, transportation systems for equipment, storage systems, safety and security systems, rescue systems, emergency systems, medical systems, interior systems, cargo systems, ships, including amphibian platforms, submarines, deep sea search and rescue, passenger safety and comfort, in cabin experience, HVAC systems, Integrated Galley systems, communication systems, telemetry systems, Radar Systems, engine systems, propulsion systems, navigation systems, control systems, data acquisition and control systems, payload systems (without payloads), Simulator systems, Learning and Development Systems, Homeland safety and security systems, Situational awareness and management systems surveillance systems, Electronic Warfare systems, Reconnaissance systems, ground support systems, Missile Systems, management, deployment and control, Test Systems, Test Jigs, Test Rigs, Stealth systems, On-board systems, associated tooling systems, Rapid Prototyping, Technical, product and product support documentation, utility systems, automation systems, including Artificial intelligence, Internet of Things (IOT), high power, medium power and low power systems.

4. To absorb technology, carry out transfer of technology to and from solution providers, conduct research and development, design, develop, prototype, test, qualify the hardware, software, firmware and systems engineering aspects for the above solutions, systems, sub-systems, assemblies, sub-assemblies, parts, components, including electrical, electronic, instrumentation, computer software, embedded systems, display systems, Human Machine Interface (HMI), Audio / Video systems, mechanical, electro-mechanical, actuators, sensors, intrinsic safety, robust and ruggedized systems, wiring, printed circuit boards, micro-processors, micro-controllers, systems-on-chip (SoC),

Application specific integrated circuits, and semiconductors (ASICs), packaging, sheet metal, machining, surface finish, Systems integration, of in-house developed and commercially-off-the-shelf (COTS) products, components and parts, development, acquisition of intellectual property, patents and trademarks for Intellectual property protection, manufacturing process know-how, developing robots to need, incorporation of artificial intelligence, block chain into systems, adherence to global standards in all aspects of design, development, engineering, testing, qualification and acceptance, incorporation of DFx parameters (design for manufacture, design for reliability, design for repair, design for upgrade, etc.),

5. To design, develop and set up laboratory, and after-market systems and solutions, including site identification, preparation and set up, lab processes, equipment and infrastructure set up, including manufacturing, repair and rework, Industry V4.0 and beyond lab practices, visual labs, environmental lab set up either in-house or via eco-system partners, for testing various environmental parameters such as temperature, humidity, water, pressure, altitude, shock, ruggedness, salt, liquid and fluid susceptibility, endurance, etc., performance based logistics for spare parts management and product up-time, setting up of warehouses, warehouse processes, ware house and laboratory environment conditioning and control, simulator labs, environment conditioning, infrastructure, robustness for labs and protection against natural disasters, business continuity and disaster recovery, anti-terrorist installations, related logistics for transshipment of material, infrastructure, to various sites, import / export / trading, packaging and statutory compliance.

6. To carry on business of applied engineering and consulting in civil, mechanical, electrical, electronic, computer science, aeronautical, marine, space, automation and controls, Robotics and Artificial intelligence, communication systems, precision instrumentation, fluid mechanics, transportation engineering, energy, alternate energy sources, quality and reliability, sustainability, re-usability, re-purposing, in all branches of work whatsoever known and will be known in these engineering fields.

Amendments to our Memorandum of Association

The shareholders vide Special Resolution passed at an Extraordinary General Meeting held on September 5, 2024 approved the amendment to the Memorandum of Association of the Company.

Major events and milestones of our Company

The table below sets forth some of the key events in the history of our Company:

Financial Year	Event
2022	• Incorporation of the Company
2024	• Transfer of the Aerospace and Defence Business pursuant to the Scheme

Time and cost over-runs

As of the date of this Information Memorandum, there have been no time and cost over-runs in the setting up of any of the establishments of our Company or in respect of our business operations.

Defaults or re-scheduling of borrowings

As of the date of this Information Memorandum, there have been no defaults or re-scheduling/ re-structuring in relation to borrowings availed by our Company from any financial institutions or banks.

Significant financial and strategic partners

As of the date of this Information Memorandum, our Company does not have any significant financial or strategic partners.

Launch of key products or services

For details of key products or services launched by our Company, see "*Our Business*" on page 07 and 33.

Changes in the activities of our Company during the preceding five years

There have been no changes in the activities of our Company since date of its incorporation.

Subsidiaries

As of the date of this Information Memorandum, our Company have one subsidiary.

Holding company

Prior to the effectiveness of the Scheme, our Company was a wholly owned subsidiary of Rossell India Limited. Post the effectiveness of the Scheme and upon allotment of Equity Shares and reduction of share capital, the Company is does not have any holding company.

Material Agreements

As of the date of this Information Memorandum, there are no subsisting shareholders' agreements.

As of the date of this Information Memorandum, there are no agreements entered into by a Key Managerial Personnel or Promoter or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamations or any revaluation of assets, in the last ten years

Other than as disclosed in "*Scheme of Arrangement*" on page 24, our Company has not acquired any business or undertaking and has not undertaken any merger, amalgamation or revaluation of assets.

OUR MANAGEMENT

As per our Articles of Association, our Company is required to have not less than three and not more than fifteen Directors. As on the date of this Information Memorandum, our Company has six Directors out of which three are Independent Directors.

The following table sets forth details of our Board of Directors as on the date of this Information Memorandum:

S. No.	Name, designation, address, occupation, nationality, term and DIN	Age (years)	Other directorships
1.	Harsh Mohan Gupta **Designation**: Executive Chairman **Address**: 18, Ashok Avenue, Westend Greens, Rajokari, A F Rajokari Delhi 110038 **Occupation**: Business **Date of birth**: 13-09-1954 **Nationality**: Indian **Period and term**: Five years with effect from September 3, 2024 and is liable to retire by rotation **DIN**: 00065973	70	1. Rossell India Limited 2. Harvin Estates Private Limited 3. BMG Investments Private Limited 4. Nyati Retreat Private Limited 5. Rossell Techsys Limited
2.	Rishab Mohan Gupta **Designation**: Managing Director **Address**: Hamdan Abdulla Mohd Sayyah Al Marzooqi, Property No - 202, Plot Number 571-0, Makani Number- 28798 94873, Dewa Premise, Dubai – 307501, UAE **Occupation**: Business **Date of birth**: 16-03-1987 **Nationality**: Indian **Period and term**: Three years with effect from February 9, 2024 and is liable to retire by rotation **DIN**: 05259454	37	1. Harvin Estates Private Limited 2. BMG Investments Private Limited 3. Rossell Techsys Limited
3.	Digant Parikh **Designation**: Non-Executive Director **Address**: Flat No. 602 Phalguni, Sarojini Road, Santacruz West, Mumbai, Maharashtra, India 400054 **Occupation**: Professional **Date of birth**: 23/09/1972 **Nationality**: Indian **Period and term**: Five Years with effect from September 3, 2024, and is liable to retire by rotation **DIN**: 00212589	52	1. Akansha Consultancy Services Limited 2. Marksans Pharma Limited 3. Rossell Techsys Limited

S. No.	Name, designation, address, occupation, nationality, term and DIN	Age (years)	Other directorships
4.	Ajai Shukla **Designation**: Independent Director **Address**: C-171, 2nd Floor, Greater Kailash – I, South Delhi, Delhi-110048 **Occupation**: Professional (Media) **Date of birth**: 23/01/1959 **Nationality**: Indian **Period and term**: Three years with effect from September 3, 2024, and is not liable to retire by rotation **DIN**: 06459352	65	1. Gambit Analytics LLP 2. Rossell Techsys Limited
5.	Arvind Ghei **Designation**: Independent Director **Address**: F-1, Sharda Apartment A Road, Churchgate, Mumbai, 400020, Maharashtra, India **Occupation**: Professional (Consultant) **Date of birth**: 09/07/1956 **Nationality**: Indian **Period and term**: Two years with effect from September 3, 2024, and is not liable to retire by rotation **DIN**: 00089710	68	1. Image Prima Management LLP 2. Rossell Techsys Limited
6.	Shobhana Joshi **Designation**: Independent Director **Address**: H. No. F-6A, Ground Floor, Hauz Khas Enclave, South Delhi, Delhi - 110016 **Occupation**: Professional (Retired Government Officer) **Date of birth**: 22/08/1956 **Nationality**: Indian **Period and term**: Two years with effect from September 3, 2024, and is not liable to retire by rotation **DIN**: 07958690	68	Rossell Techsys Limited

Relationship between our Directors

None of our Directors are related to each other except Mr. Harsh Mohan Gupta and Mr. Rishab Mohan Gupta.
Mr. Rishab Mohan Gupta is the son of Mr. Harsh Mohan Gupta.

Brief Biographies of Directors

Mr. Harsh Mohan Gupta is the Executive Chairman of the Company. He holds a bachelor's degree in arts from Hindu College, New Delhi. He is also the Executive Chairman, Managing Director of Rossell India Limited. Additionally, he has served as an Executive Committee member of the Federation of Indian Chambers of Commerce & Industry (FICCI) and held the esteemed position of Honorary Consul of the Republic of Chad in India.

Mr. Rishab Mohan Gupta is the Managing Director of the Company. An alumnus of Suffolk University, MA, USA, he specializes in marketing management and excels in forging strategic relationships with global Original Equipment Manufacturers (OEMs). He is heading the Management Council of Rossell Techsys Ltd. His strategic vision and leadership have been instrumental in the Company's expansion and success in the highly competitive Aerospace and Defence sector.

Mr. Digant Parikh is a Non-Executive Director of our Company. He holds an MBA in Finance from Narsee Monjee Institute of Management Studies, Mumbai, he is also a qualified Cost Accountant and holds a Bachelor of Commerce degree from Narsee Monjee College of Commerce & Economics. Currently he is serving as Vice President Finance at Rossell India Limited since 2011. He is also on the Board of Marksans Pharma Limited and visiting faculty at NMIMS, Mumbai, and a member of the selection panel for full-time MBA student.

Mr. Arvind Ghei is an Independent Director of the Company. He did BA Honors in Economics from St Stephen's College, New Delhi, and a master's in financial management from Jamnalal Bajaj Institute of Management, Mumbai. He held key positions in the hospitality, food services, and catering sectors, including Director Finance at Ambassador Group of Hotels, Chief Financial Officer at CG Hotels and Resorts / Concept Hospitality (Fern Hotels), Chief Financial Officer at Mars Group of Hotels, and Joint Managing Director of Asia Pacific Hotels Ltd.

Mr. Ajai Shukla is an Independent Director of the Company. Colonel Shukla is a graduate of Jawaharlal Nehru University (JNU) and holds master's degrees from Madras University and King's College, London, specializing in war studies. With diverse background and deep understanding of defence and strategic matters, he brings a unique blend of military expertise and journalistic acumen to his role. Currently serving as the Consulting Editor (Strategic Affairs) at the esteemed daily business newspaper, Business Standard, Colonel Shukla's focus encompasses strategic affairs, defence policy, budgeting and procurement, force structuring, and India's defence economy.

Ms. Shobhana Joshi is an Independent Director of the Company. She holds an M.Phil. in Strategic and Defence Studies from National Defence College, Delhi and has further honed her skills through an Executive Education Program at the Kennedy School, Harvard University, USA. She has served at various levels in the Ministry of Defence, from Director to Secretary, overseeing critical aspects such as the Defence budget formulation and financial scrutiny of procurement proposals. She is a founding member and co-chairperson of SAMDeS (Society for Aerospace Maritime and Defence Studies), a prominent non-profit think tank dedicated to fostering independent research and analysis in the national aerospace, Defence, and maritime sectors.

Shareholding of Directors in our Company

Mr. Harsh Mohan Gupta, Executive Chairman, holds 1,48,88,113 Equity Shares; Mr. Rishab Mohan Gupta, Managing Director holds 66,62,598 Equity Shares and Mr. Digant Parikh holds 10 Equity Shares in the Company.

Our Articles of Association do not require our Directors to hold any qualification shares.

Changes in our Board in the last three years

Name	Date of change	Reason
Ajai Shukla	03/09/2024	Appointment as Independent Director
Arvind Ghei	03/09/2024	Appointment as Independent Director
Shobhana Joshi	03/09/2024	Appointment as Independent Director
Vinita Gupta	03/09/2024	Resignation as Director
Samara Gupta	03/09/2024	Resignation as Director
Digant Parikh	03/09/2024	Appointment as Non-Executive, Non- Independent Director (Appointed as Additional Director and regularized as Director effective from 05/09/2024)
Harsh Mohan Gupta	03/09/2024	Appointment as Executive Chairman
Rishab Mohan Gupta	09/02/2024	Appointment as Managing Director
Harsh Mohan Gupta	06/12/2022	Appointment as First Director

Name	Date of change	Reason
Rishab Mohan Gupta	06/12/2022	Appointment as First Director
Vinita Gupta	06/12/2022	Appointment as First Director
Samara Gupta	06/12/2022	Appointment as First Director

Borrowing Powers of Board

Pursuant to a resolution passed by the Shareholders of our Company on September 5, 2024 and subject to the provisions of the Companies Act, 2013 and the Articles of Association, the Board is authorised to borrow money, as and when required, from, including without limitation, any bank and/or other financial institution and/or foreign lender and/or any body corporate/ entities/ and/or authorities, either in Rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of INR 2000 Crores (Rupees Two Thousand Crores) for the Company, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital of the Company, its free reserves and securities premium.

Corporate Governance

The provisions of the Listing Regulations with respect to corporate governance will be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchanges. In respect of corporate governance, we are in compliance with the requirements of the applicable laws including the Listing Regulations and the Companies Act, and the rules made thereunder. The corporate governance framework of our Company is based on an effective and independent Board, separation of the Board's supervisory role from the executive management team, and constitution of the Board Committees, as required under applicable laws.

Our Board has been constituted in compliance with the Listing Regulations and the Companies Act. The Board functions either as a full board or through various committees constituted to oversee specific functions. The scope and function of our audit committee, nomination, remuneration and compensation committee, corporate social responsibility committee and stakeholders' relationship committee are in accordance with the provisions of the Companies Act 2013 and the Listing Regulations, as amended from time to time. Further, our executive management provides our Board detailed reports on its performance periodically.

Currently, our Board has six Directors, with three Independent Directors (including one women Directors), One Non-Executive Director and Two Executive Directors and we are in compliance with the Listing Regulations.

Committees of the Board

In addition to the committees of the Board detailed below, our Board of Directors may, from time to time, constitute committees for various functions.

Audit Committee

Our Audit Committee was constituted effective from September 25, 2024 with the following members:

1. Arvind Ghei (Independent Director), Chairman
2. Shobhana Joshi (Independent Director), Member
3. Ajai Shukla (Independent Director), Member
4. Digant Parikh (Non-Executive Director), Member

Nomination and Remuneration Committee

Our Nomination and Remuneration Committee was constituted effective from September 25, 2024 with the following members:

1. Ajai Shukla (Independent Director), Chairman
2. Arvind Ghei (Independent Director), Member
3. Digant Parikh (Non-Executive Director), Member

Corporate Social Responsibility Committee

Our Corporate Social Responsibility Committee was constituted effective from September 25, 2024 with the following members:

1. Shobhana Joshi (Independent Director), Chairman
2. Digant Parikh (Non-Executive Director), Member

3. Rishab Mohan Gupta (Managing Director), Member

Stakeholders Relationship Committee

Our Stakeholders Relationship Committee was constituted effective from September 25, 2024 with the following members:

1. Digant Parikh (Non-Executive Director), Chairman
2. Arvind Ghei (Independent Director), Member
3. Ajai Shukla (Independent Director), Member

Our Key Managerial Personnel

Brief Biographies of our Key Managerial Personnel

Mr. Rishab Mohan Gupta is the Managing Director of our Company. For details in relation to Mr. Rishab Mohan Gupta, see "*Brief Biographies of Directors*" on page 43.

Mr. Jayanth Vishwanathan is the Chief Financial Officer of our Company. He is a qualified Chartered Accountant from the (ICAI); Company Secretary from the Institute of Company Secretaries of India (ICSI); and a Commerce graduate from Christ University, Bangalore. Prior to joining Rossell Techsys, he has held senior leadership positions at Nandus Foods, Pristine Organics, HCG Group, Caterpillar.

Ms. Komal Shrimankar is the Company Secretary and Compliance Officer of the Company. She holds a bachelor's degree in commerce from Nagpur University and is an associate member of the Institute of Company Secretaries of India (ICSI). She has previously worked as company secretary with various companies in India jurisdictions.

OUR PROMOTER, PROMOTER GROUP AND GROUP COMPANIES

Prior to the Scheme becoming effective, the Company was a wholly owned subsidiary of Rossell India Limited (RIL). Pursuant to the Scheme becoming effective, the Company has allotted equity shares to the shareholders of RIL on the Demerger Record Date. Further, in terms of Clause 16 of the Scheme, the existing shareholding of RIL in the Company has been cancelled.

Presently, the promoters of the Company are as follows:

DETAILS OF OUR PROMOTERS

1. Mr. Harsh Mohan Gupta

	Mr. Harsh Mohan Gupta, aged 68 years, is one of the Promoters. Date of Birth: September 13, 1954 Address: 18, Ashok Avenue, Westend Greens, Rajokari, A F Rajokari Delhi 110038 PAN: AAAPG4205F	Other Directorships: As mentioned on page no. 41 in the Management section.

As on the date of this Information Memorandum, Harsh Mohan Gupta holds 1,48,88,113 equity shares comprising of 39.49% of the Company.

Profile:

Mr. Harsh Mohan Gupta is the Promoter Director of the Company. He brings vast experience spanning more than four decades across many sectors such as commerce and industry. He has been associated, in his individual capacity, with many global businesses. He was the honorary consul of the Republic of Chad in India. He has held multiple (elected, nominated, or conferred) leadership positions in various committees. He was appointed a member of executive committee with FICCI. He believes in 'Responsible Business' philosophy which entails a balanced approach to economic growth, social progress, and environmental stewardship. He is an avid reader, well-travelled and possesses an extensive knowledge of tea and aerospace & Defence.

2. Mr. Rishab Mohan Gupta

	Mr. Rishab Mohan Gupta, aged 37 years, is one of the Promoters. Date of Birth: March 16, 1987 Address: Hamdan Abdulla Mohd Sayyah Al Marzooqi, Property No - 202, Plot Number 571-0, Makani Number- 28798 94873, Dewa Premise, Dubai – 307501, UAE PAN: AITPG9594J	Other Directorships: As mentioned on page no. 41 in the Management section.

As on the date of this Information Memorandum, Rishab Mohan Gupta holds 66,62,598 equity shares comprising of 17.67% of the Company.

Profile:

Rishab Mohan Gupta is part of the promotor group and has been associated with the Company since its inception. He attended Suffolk University, Boston, USA. He took reins as Executive Vice President in 2015 and has been actively involved in the business of aviation products and services as well as in international business development for the aerospace division. He carries considerable responsibilities in the Company and is involved in Strategy and

Policy making at the corporate level. It is his mission to ensure that Rossell delivers on commitments and applies excellence in execution.

3. Ms. Vinita Gupta

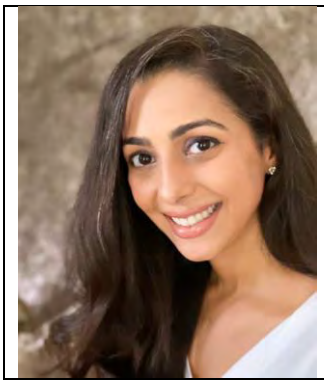
	Ms. Vinita Gupta, aged 61 years, is one of the Promoters. Date of Birth: June 19, 1963 Address: 18, Ashok Avenue, Westend Greens, Rajokari, A F Rajokari Delhi – 110038. PAN: AAMPG1787C	Other Directorships: 2. Rossell Techsys Limited 3.Harvin Estates Private Limited 4. BMG Investments Private Limited

As on the date of this Information Memorandum, Vinita Gupta holds 36,40,635 equity shares comprising of 9.66% of the Company.

Profile:

Vinita Gupta is a promoter of Rossell Techsys Limited. She is an alumnus of Richmond College, UK. She has been associated with Rossell India Limited for over a decade and currently serves as the Executive Vice President of the Company. Ms. Vinita Gupta actively contributes to the administrative business of Rossell India Limited.

4. Ms. Samara Gupta

	Ms. Samara Gupta, aged 39 years, is one of the Promoters. Date of Birth: June 15, 1985 Address: 18, Ashok Avenue, Westend Greens, Rajokari, A F Rajokari Delhi – 110038. PAN: AGTPG5236D	Other Directorships: 1. Rossell India Limited

As on the date of this Information Memorandum, Samara Gupta holds 15,536 equity shares comprising 0.04% of the Company.

Profile:

Samara Gupta is a promoter of Rossell Techsys Limited. She holds a B.Sc in Mathematics and Economics from Warwick University, UK and a M.Ed in Special Education from Lesley University, USA. Over the past decade, she has actively participated in strategic decision-making, management, Corporate Social Responsibility (CSR) activities and other key roles within Rossell India Limited. Currently, she is serving as a Whole Time Director of Rossell India Limited.

5. Harsh Mohan Gupta and Sons, HUF

Harsh Mohan Gupta	Karta
Vinita Gupta	Coparceners
Samara Gupta	Coparceners
Rishab Gupta	Coparceners

As on the date of this Information Memorandum, Harsh Mohan Gupta and Sons, HUF holds 28,75,180 equity shares comprising of 7.63% of the Company.

6. Harvin Estates Private Limited

Harvin Estates Private Limited (CIN: U74899DL1988PTC032925; PAN: AAACH0133L) having its registered office at 1st Floor, DCM Building, 16 Barakhamaba Road, New Delhi, Delhi, India, 110001, was incorporated as a Private Company Limited by shares on 25/08/1988 under the Companies Act, 1956.

The main objects of the Company as mentioned in its Memorandum of Association include:

1. To acquire by purchase, lease, exchange, or otherwise, lands and immovable property of any tenure or any interest in the same.
2. To erect and construct houses, towers, buildings or civil and constructional works or every description on any land of the Company or upon any other lands or immovable property, and to pull down, rebuild. enlarg, alter, and improve existing houses, buildings or works thereon, to convert and appropriate any such land into and for roads, streets, squares, gardens and other conveniences' and generally to deal with and improve the immovable property of the Company or any other immovable property.
3. To sell, lease, let, mortgage or otherwise dispose of the lands, houses, buildings any other immovable property of the Company or others.
4. To undertake or direct the construction and the management of the immovable property, buildings, lands and estates (or any tenure or kind) of any person, whether member of the Company or not in the capacity of stewards, receiver or otherwise.
5. To construct and to act as civil contractors for any person or government authorities for the construction of buildings of all description, roads, earthwork, tanks, drains, culverts, channels, sewage, or other constructional works or things that may be necessary or convenient thereto.
6. To purchase and sell for any persons freehold or other house property, buildings or lands or any share or shares, interest or interests therein and to transact on commission or otherwise the business of a land agent.

The **Board of Directors** of the Company as on date of this information memorandum are as follows:

Vinita Gupta, Director
Rishab Mohan Gupta, Director
Harsh Mohan Gupta, Director

Capital Structure

The authorized capital of the Company is Rs. 50,00,000 divided into 50000 equity share of Rs. 10/- each and 450000 Non-Cumulative Redeemable Preference Shares of Rs. 10/- each. The paid up share capital is Rs. 3,86,200 divided into 38620 equity share of Rs. 10/- each. The shareholding pattern of the Company as is follows:

Name of the Shareholder	No. of Shares	%
Harsh Mohan Gupta	19,020	49.25
Rishab Mohan Gupta	9,200	23.82
Vinita Gupta	9,200	23.82
Samara Gupta	100	00.26
BMG Investment Private Limited	1,100	02.85

There has been no change in control of the Company in the preceding 3 years.

As on the date of this Information Memorandum, Harvin Estates Private Limited holds 1,03,724 equity shares comprising of 0.28% of the Company.

7. BMG Investments Private Limited

BMG Investments Private Limited (CIN: U65100DL1995PTC068459; PAN: AAACB3704B) having its registered office at 1st Floor, DCM Building, 16 Barakhamaba Road, New Delhi, Delhi, India, 110001, was incorporated as a Private Company Limited by shares on 12/05/1995 under the Companies Act, 1956.

The main objects of the Company as mentioned in its Memorandum of Association include:

1. To carry on the business of investment and to underwrite, sub-underwrite, to invest in, and acquire and hold, sell buy or otherwise deal in shares, debentures, debenture-stocks, bonds, units, obligations and securities issued or guaranteed by India or Foreign Governments, State, Dominions, Sovereigns, Municipalities, or Public Authorities or Bodies and shares, stocks, debentures, debentures-stocks, bonds, obligations and

securities issued and guaranteed by any company, corporation, firm or person whether incorporated or established in India or elsewhere.

2. To take part in the formation, supervision or control of the business or operations of any company or undertaking and for that purpose to act as Merchant Bankers, Brokers, Issue House, Registrars and Share Transfer Agents, Portfolio managers, Secretaries, Financial Advisers or Technical Consultants or in any other capacity and to manage investment pools, mutual funds, syndicates in shares, stocks, securities.

3. To act as financial consultants, management consultants, and provide Advice, services, consultancy in various fields, general administrative, secretarial, commercial, financial legal, economic, labour, industrial, public relations, scientific. Technical, direct and indirect taxation and other levies, statistical, accountancy, quality control and data processing.

4. To carry on the business of hotel, restaurant, cafe, tavern, beer house, restaurant. room, boarding and lodging house keepers, licensed victualiers, wine, beer and spirit merchants, malsters, manufacturers of aerated minerals and artificial waters and other drinks, purveyors, caterers for public amusements, general coach cab, carriage and motorcar proprietors, livery, staple and garage keepers, jobmasters, importers and brokers of food, live and dead stock, hairdressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, laundries, reading writing and newspaper room, libraries, grounds and places of amusements and recreation, sport, entertainment and instruction of all kinds, tobacco and cigar merchants.

The **Board of Directors** of the Company as on date of this information memorandum are as follows:

Vinita Gupta, Director
Rishab Mohan Gupta, Director
Harsh Mohan Gupta, Director

Capital Structure

The authorized capital of the Company is Rs. 2,50,000 divided into 25000 equity share of Rs. 10/- each. The paid up share capital is Rs. 2,03,000 divided into 20300 equity share of Rs. 10/- each. The shareholding pattern of the Company as is follows:

Name of the Shareholder	**No. of Shares**	**%**
Harsh Mohan Gupta	20200	99.51
Rishab Mohan Gupta	100	00.49

There has been no change in control of the Company in the preceding 3 years.

As on the date of this Information Memorandum, BMG Investments Private Limited holds 12,447 equity shares comprising of 0.03% of the Company.

DIVIDENDS

Our Company is a newly incorporated company and hence has not paid any dividend since its incorporation.

The Board is empowered to recommend interim dividend/s and/or final dividend on all the classes of shares after taking into consideration the following aspects/parameters:

(a) performance of the Company;
(b) overall economic and market conditions within the Country and Globally;
(c) general sectoral and Industry trend on dividend pay-outs;
(d) Company's cash flow position;
(e) general financial market condition; and
(f) such other factor/s which the Board may consider necessary in arriving at the decision.

The Board shall always endeavour to capitalize the future business opportunities and to increase current level of performance of the Company.

The Board shall ensure that the dividend declaration and payment will be in accordance with the applicable provisions of Companies Act, 2013 and rules made thereunder and Listing Regulations.

SECTION V: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

Our Company was incorporated on December 6, 2022, with our first financial year commencing on December 6, 2022, and ended on March 31, 2023. Further, the Company pursuant to Section 96 of the Companies Act, 2013, held its Annual General Meeting of the Company for the Financial Year 2023-24 on July 24, 2024.

In accordance with the SEBI ICDR Regulations, the Financial Statements are available on our website at https://rosselltechsys.com/investor-relations/general-meetings/.

Financial Statements	Page No.
Statutory Audited Financial Statements of the Company for the period ended on March 31, 2023.	79
Statutory Audited Financial Statements of the Company for the year ended on March 31, 2024.	98
Restated Financial Statements of the Company for the year ended on March 31, 2024	121
Restated Financial Statements of the Company for the half year ended on September 30, 2024	203

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as disclosed in this section, there is no outstanding (i) criminal proceeding; (ii) action taken by regulatory or statutory authorities; (iii) claim related to direct and indirect taxes (in a consolidated manner); and (iv) other pending litigation whose outcome could have a material adverse effect on the position of our Company, in each case involving our Company, its Promoter and Directors. Further, except as disclosed in this section, there are no disciplinary actions including penalties imposed by SEBI or the Stock Exchanges against our Promoter in the last five financial years including any outstanding action.

All outstanding litigation, including any litigation involving our Company, its Promoter and Directors, other than criminal proceedings, actions by regulatory authorities and statutory authorities, disciplinary action including penalty imposed by SEBI or stock exchanges against the Promoter in the last five financial years including any outstanding action and tax matters (direct or indirect), would be considered 'material' if: (i) the monetary amount of claim by or against the entity or person in any such pending proceeding is in excess of INR 573.5 Lakhs, which is 5% of the total net worth of the Aerospace and Defence Business post-Scheme; or (ii) where monetary liability is not quantifiable, however, the outcome of any such pending proceedings may have a material bearing on the business, operations, performance, prospects or reputation of the Company.

Litigation involving our Company

With effect from the Appointed Date, litigations involving the Demerged Undertaking whether pending on the Appointed Date or which were instituted any time, thereafter, have continued to be prosecuted or enforced, as the case maybe, against our Company. Details of the said litigations, are set forth below:

Civil Litigation against our Company

As of the date of this Information Memorandum, there are no material outstanding civil litigation instituted against our Company which involve a monetary liability of INR 573.5 Lakhs or more, nor any outstanding litigation wherein monetary liability is not quantifiable, the outcome of which a material bearing on the business, operations, performance, prospects or reputation of the Company, other than as disclosed below.

Civil Litigation by our Company

As of the date of this Information Memorandum, there are no outstanding civil litigation by our Company:

Criminal Litigation against our Company

As of the date of this Information Memorandum, there are no outstanding criminal litigation against our Company.

Criminal Litigation by our Company

There is no outstanding criminal litigation initiated by our Company as of the date of this Information Memorandum.

Actions by statutory/ regulatory authorities against our Company

As of the date of this Information Memorandum, there are no actions taken by any statutory or regulatory authority against our Company.

Material Frauds against our Company

There have been no material frauds committed against our Company in the five years preceding the date of this Information Memorandum.

Proceedings initiated against our Company for economic offences

As of the date of this Information Memorandum, there are no pending proceedings initiated against our Company for any economic offences.

Statutory Dues

As of the date of this Information Memorandum, there have been no: (i) instances of non-payment or defaults in payment of statutory dues by our Company, (ii) overdues to companies or financial institutions by our Company, or (iii) defaults against companies or financial institutions by our Company.

Outstanding dues to creditors

As of March 31, 2024, the total number of Trade creditors of our Company was 108 and the total outstanding dues to these Trade creditors by our Company was INR 4,118.79 Lakhs.

Litigation involving our Promoter

Civil / Criminal litigation by / against Mr. Harsh Mohan Gupta

As of the date of this Information Memorandum, there are no material outstanding civil / criminal litigation by / against our Promoter, Mr. Harsh Mohan Gupta.

Civil / Criminal litigation by / against Mr. Rishab Mohan Gupta

As of the date of this Information Memorandum, there are no material outstanding civil / criminal litigation by / against our Promoter, Mr. *Rishab Mohan Gupta*.

Civil / Criminal litigation by / against Ms. Vinita Gupta

As of the date of this Information Memorandum, there are no material outstanding civil / criminal litigation by / against our Promoter, Ms. Vinita Gupta.

Civil / Criminal litigation by / against Ms. Samara Gupta

As of the date of this Information Memorandum, there are no material outstanding civil / criminal litigation by / against our Promoter, Ms. Samara Gupta.

Civil / Criminal litigation by / against Harsh Mohan Gupta and Sons, HUF

As of the date of this Information Memorandum, there are no material outstanding civil / criminal litigation by / against our Promoter, Harsh Mohan Gupta and Sons, HUF.

Civil / Criminal litigation by / against Promoter Entities

As of the date of this Information Memorandum, there are no material outstanding civil / criminal litigation by / against our Promoter Entities viz, Harvin Estates Private Limited and BMG Investments Private Limited

As of the date of this Information, there are no outstanding criminal litigation by our Promoter.

Actions by statutory/ regulatory authorities by / against Promoters and Promoter Entities

As of the date of this Information, there are no pending actions by regulatory and statutory authorities by / against any of our Promoters or Promoter entities.

LITIGATION INVOLVING OUR DIRECTORS

Civil Litigation against our Directors

As of the date of this Information Memorandum, there are no material outstanding civil litigation against any of our Directors.

Civil Litigation by our Directors

As of the date of this Information Memorandum, there are no material outstanding civil litigation by any of our Directors.

Criminal Litigation against our Directors

As of the date of this Information Memorandum, there are no outstanding criminal litigation against any of our Directors.

Criminal Litigation by our Directors

As of the date of this Information Memorandum, there are no outstanding criminal litigation by any of our Directors.

Actions by statutory or regulatory authorities against our Directors

As of the date of this Information, there are no pending actions by regulatory and statutory authorities against any of our Directors.

Litigation involving our Group Companies

Our Group Companies are not involved in any litigation which have a material impact on our Company.

Tax claims

As of the date of this Information Memorandum, there are no claims related to direct and indirect taxes, involving our Company, Directors and Promoter which could have a material impact on our Company.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for Listing

The NCLT, vide its order delivered on April 25, 2024 has sanctioned the Scheme of Arrangement between RIL and the Company and their respective shareholders and creditors. Pursuant to the Scheme, the Demerged Undertaking of the RIL has been transferred to and vested with our Company on effectiveness of the scheme in accordance with Sections 230 to 232 of the Companies Act, 2013 and applicable laws.

In accordance with the Scheme, the Equity Shares of our Company issued pursuant to the Scheme shall be listed and admitted for trading on BSE and NSE. Such listing and admission for trading is not automatic and will be subject to fulfilment by the Company of the listing criteria of BSE and NSE and also subject to such other terms and conditions as may be prescribed by BSE and NSE at the time of the application by our Company seeking listing.

Eligibility Criteria

There being no initial public offering or rights issue, the eligibility criteria in terms of the SEBI ICDR Regulations are not applicable. Pursuant to the SEBI Circular, our Company has filed an exemption application with the Stock Exchanges for exemption under Rule 19(7) of the SCRR, from the strict enforcement of the requirement of Rule 19(2)(b) of the SCRR for the purpose of listing of shares of the Company, from SEBI.

The Company shall publish, an advertisement in one English and one Hindi newspaper each with nationwide circulation and one Bengali newspaper with wide circulation since the Registered Office of the Company is located in Kolkata, West Bengal, containing details in accordance with the requirements set out in the SEBI Circular. The advertisement shall draw specific reference to the availability of this Information Memorandum on our Company's website.

Prohibition by SEBI

Our Company, Promoter, Directors, the persons in control of the Company and the persons in control of our Promoter are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of the companies with which our Promoter, Directors or persons in control of our Company are promoter, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities.

None of our Directors are associated with securities market related business, in any manner and there have been no outstanding actions initiated by SEBI against our Directors in the five years preceding the date of this Information Memorandum.

Our Company, Promoter or Directors have not been declared as wilful defaulters by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the RBI.

Our Promoter or Directors have not been declared as fugitive economic offenders.

Confirmation under Companies (Significant Beneficial Ownership) Rules, 2018

Our Company and Promoter are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, to the extent applicable, as on the date of this Information Memorandum.

Disclaimer of BSE

A copy of this Information Memorandum has been submitted to BSE.

The BSE had through its letters dated May 22,2023 (DCS/AMAL/PB/IP/2765/2023-24) issued to RIL given its 'No Objection' in accordance with the provisions of the Listing Regulations and by virtue of that No Objection, BSE's name in this Information Memorandum has been used as one of the Stock Exchanges on which our Company's securities are proposed to be listed.

Disclaimer of NSE

A copy of this Information Memorandum has been submitted to NSE.

The NSE had through its letter dated May 23, 2023 (Ref: NSE/LIST/33864) issued to RIL had given its 'No Objection' in accordance with the provisions of the Listing Regulations and by virtue of that No Objection, NSE's name in this Information Memorandum has been used as one of the Stock Exchanges on which our Company's securities are proposed to be listed.

General Disclaimer from the Company

The Company accepts no responsibility for statements made otherwise than in the Information Memorandum or in the advertisements published in accordance with legal requirements mentioned in the SEBI Circular or any other material issued by or at the instance of our Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by our Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

Listing

An application has been made to BSE and NSE for permission to deal in and for an official quotation of the Equity Shares of our Company. RTL has nominated BSE as the Designated Stock Exchange for the aforesaid listing of the Equity Shares. The Company has taken steps for completion of necessary formalities for listing and commencement of trading at BSE and NSE.

Outstanding debenture or bonds and redeemable preference shares and other instruments issued by our Company

There are no outstanding debentures, bonds or redeemable preference shares as of the date of this Information Memorandum.

Stock Market Data for Equity Shares of our Company

The shares of our Company are not listed on any stock exchanges. Through this Information Memorandum, our Company is seeking approval for listing of its Equity Shares on BSE and NSE.

Disposal of Investor Grievances

CB Management Services Limited is the Registrar and Share Transfer Agent to our Company, who can be contacted at the following email id for addressing investors' grievances: rta@cbmsl.com

Company Secretary and Compliance Officer

The contact details of Komal Shrimankar, Company Secretary and Compliance Officer are as follows:

Rossell Techsys Limited,
Corporate Office: No. 58-C, Road No. 2,
Hi-Tech Defense and Aerospace Park,
Behind KIADB Industrial Area,
Devanahalli, Bengaluru - 562165, Karnataka, India.

SECTION VII: OTHER INFORMATION

MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

	PRELIMINARY	
1.	The regulations contained in Table 'F' in Schedule I to the Companies Act, 2013 (hereinafter referred to as "Table 'F'"), as are applicable to a public company limited by shares, shall apply to the company so far as they are not inconsistent with any of the provisions contained in these regulations or modifications thereof and only to the extent that there is no specific provision in these regulations. In case of any conflict between the provisions of these articles and Table 'F', the provisions of these articles shall prevail. The Regulation for the management of the Company and for the observance by the members thereof and their representatives shall, subject as aforesaid and also subject to any exercise of the statutory powers of the Company with reference to repeal or alteration of its regulations, by way of passing special resolution, as prescribed or permitted by or under the Act, be such as are contained in these Articles.	Table "F" to apply save as varied
2.	The following regulations viz. 1(b), 2, 3, 20(a), 27, 48 and 76 of Table "F" in the said Schedule shall not apply to the Company.	Regulations not applicable
	INTERPRETATION	
3.	In the interpretation of these Articles the following expressions shall have the following meanings, unless repugnant to the subject or context:-	Interpretation Clause
4.	"The Company" or "this Company" means **"ROSSELL TECHSYS LIMITED**"	The Company or This Company.
5.	"The Act" means the Companies Act, 2013, in force for the time being. In the event of any Section of the Act to which specific reference is made in these presents being amended or altered by Statute or otherwise then such reference shall be deemed to be to the amended or altered Section accordingly.	The Act
6.	"Articles" or "Company's Regulations" or "these present" means these Articles of Association of the Company or as altered from time to time.	Articles or Company's Regulations or these present
7.	"Board of Directors" or "Board" means the collective body of the directors of the Company.	Board of Directors or Board
8.	"Beneficial Owner" shall have the meaning assigned thereto in Section 2 of the Depositories Act,1996;	Beneficial Owner
9.	"Directors" means any individual who is a director on the Board, including Alternate Directors and Independent Directors appointed from time to time in accordance with the terms of these Articles and the provisions of the Act.	Directors
10.	"Depositories Act" means the Depositories Act, 1996 and shall include any statutory modification(s) or re-enactment thereof for the time being in force;	Depositories Act
11.	"Depository" shall mean a Depository as defined in Section 2 of the Depositories Act,1996;	Depository
12.	"Debenture holder(s)" or "Security holder(s)" means the duly registered holders from time to time of the debenture(s) or securities of the Company;	Debenture holder(s) or Security holder(s)
13.	"Independent Director" shall mean a Director who fulfils the requirements of Section 149(6) of the Act read with Regulation 16 of SEBI (Listing Obligation and Disclosure Requirements), 2015 and who is appointed as an independent director in accordance with the provisions of the Act;	Independent Director
14.	"In writing" means written or printed or partly written and partly printed or lithographed, or type-written or other substitute for writing.	"In writing"
15.	"Month" means English calendar month	Month

16.	"Shareholder(s)" or "Member(s)" means the duly registered holder(s) from time to time of the Share(s) of the Company and includes the subscriber(s) to the Memorandum of the Company and also every person holding Equity Share(s) and/or Preference Share(s) of the Company as also one whose name is entered as the beneficial owner in the records of the Depository.	Shareholder(s) or Member(s)
17.	"Year" means the English calendar year and "Financial Year" shall have meaning assigned thereto by Section 2(41) of the Act.	Year
18.	"The Office" means the Registered Office for the time being of the Company.	The Office
19.	"Persons" include corporations (and firms) as well as individuals.	Persons
20.	Words importing the masculine gender also include the feminine gender. Words importing the singular number include, where the context admits or requires, the plural number and vice versa.	Interpretation
21.	Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations becoming binding on the Company. The marginal notes hereto shall not affect the construction of these Articles.	
SHARE CAPITAL AND VARIATION OF RIGHTS		
22.	The Authorized Share Capital of the Company shall be such amount as may be authorized from time to time and the Board shall have the power to divide the shares in the capital for the time being into equity share capital and preference share capital and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions, in accordance with the provisions of the Act and these Articles.	Capital
23.	Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.	Shares under control of Board
24.	Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.	Directors may allot shares otherwise than cash
25.	The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws: i. Equity share capital: a. with voting rights; and / or b. with differential rights as to dividend, voting or otherwise in accordance with the Rules; and ii. Preference share capital	Kind of share capital
26.	i. The Company may exercise the powers of paying commissions or underwriting fee conferred by the Act, to any person in connection with issue of the securities, provided that the rate per cent or the amount of the same paid or agreed to be paid shall be disclosed in the manner required by the Act and rules made there under.	Power to pay commission in connection with securities Issued
	ii. The rate or amount of the said payments shall not exceed the rate or amount prescribed under Section 40(6) of the Act, and rules made there under.	Rate of commission

	iii. These payments may be satisfied in cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other.	Mode of payment of commission
27.	i. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class, as prescribed under the Act.	Variation of the members right
	ii. To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.	Provisions as to general meetings to apply *mutatis mutandis* to class meeting
28.	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.	Issue of further shares not to affect rights of existing members
29.	Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.	Power to issue redeemable preference shares
30.	i. The Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to:	Further issue of share capital
	a. persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favor of any other person; or	
	b. employees under any scheme of employees' stock option, subject to approval by the shareholders of the Company by way of a special resolution; or	
	c. persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above, subject to approval by the shareholders of the Company by way of a special resolution.	
	ii. A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.	Mode of further issue of Shares
31.	Subject to the provisions of the Act and other applicable provisions of law, the Company may with the approval of the shareholders by a special resolution in general meeting issue sweat equity shares in accordance with such rules and guidelines issued by the Securities and Exchange Board of India [SEBI] and/or other competent authorities for the time being and further subject to such conditions as may be prescribed in that behalf.	Sweat equity shares
32.	Any debentures, debenture-stock or other securities may be issued subject to the provisions of the Act and these Articles, at a discount, premium or otherwise and may be issued on the condition that they shall be convertible into shares of any denomination and with any special privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the general meeting, appointment of directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the general meeting by way of a special resolution.	Terms of issue of debentures
	LIEN	
33.	i. The Company shall have a first and paramount lien— a. on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and	Company's lien on shares

	b. on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the Company: Provided that the Board of Directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. ii. The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares. iii. Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company' lien.	Waiver of lien in case of registration Lien to extend to dividends, etc.
34.	The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien: Provided that no sale shall be made: a. unless a sum in respect of which the lien exists is presently payable; or b. until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency or otherwise.	As to enforcing lien by sale
35.	i. To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.	Validity of sale
	ii. The purchaser shall be registered as the holder of the shares comprised in any such transfer.	Purchaser to be registered holder
	iii. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.	Purchaser not affected
36.	The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.	Validity of Company's receipt
37.	i. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.	Application of proceeds of sale
	ii. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.	Payment of residual money
38.	In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.	Outsider's lien not to effect Company's lien
39.	The provisions of these Articles relating to lien shall *mutatis mutandis* apply to any other securities including debentures of the Company.	Provisions as to lien to apply *mutatis mutandis* to debentures, etc.
	DEMATERIALIZATION OF SECURITIES	
40.	Every person subscribing to or holding securities of the Company shall receive security certificates or to hold the securities in electronic form with a Depository as permitted under the law. The Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its records the name of the allottee as the Beneficial Owner of the Security.	Holding of securities in electronic form

41.	Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears as the beneficial owner of the shares, debentures and other securities in the records of the Depository as the absolute owner thereof as regards receipt of dividends or bonus on shares, interest/premium on debentures and other securities and repayment thereof or for service of notices and all or any other matters connected with the Company and accordingly the Company shall not (except as ordered by the Court of competent jurisdiction or as by law required and except as aforesaid) be bound to recognize any benami trust or equity or equitable, contingent or other claim to or interest in such shares, debentures or other securities as the case may be, on the part of any other person whether or not it shall have express or implied notice thereof.	Beneficial owner deemed as absolute owner
42.	In the case of transfer of shares, debentures or other securities where the Company has not issued any certificates and where such shares, debentures or other securities are being held in an electronic and fungible form, the provisions of the Depositories Act, shall apply. Provided that in respect of the shares and securities held by the depository on behalf of a beneficial owner, provisions of Section 9 of the Depositories Act shall apply so far as applicable.	Shares, debentures and other securities held in electronic form
43.	Every Depository shall, at such intervals and in such manner as may be specified in its byelaws furnish to the Company, information about the transfer of securities in the name of the Beneficial Owners.	Information about transfer of Securities
44.	Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in electronic form so far as they apply to shares in physical form subject however to the provisions of the Depositories Act. Provided that, nothing contained in Article 39 shall apply to the transfer of shares, debentures or other marketable securities effected by the transferor and the transferee, both of whom are entered as beneficial owners in the record of the Depository	Provisions to apply to shares in electronic form
	CALLS ON SHARES	
45.	i. The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times: Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.	Board may make calls
	ii. Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.	Notice of call
	iii. The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances.	Board may extend time for Payment of call
	iv. A call may be revoked or postponed at the discretion of the Board.	Revocation or postponement of call
46.	A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.	Call to take effect from date of resolution
47.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.	Liability of joint holders of Shares
48.	i. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum	When interest on call payable

	is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at such rate as the Board may determine.	
	ii. The Board shall be at liberty to waive payment of any such interest wholly or in part.	Board may waive interest
49.	i. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.	Sums deemed to be calls
	ii. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.	Effect of non-payment of sum
50.	The Board: i. may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and	Payment in anticipation of calls may carry interest
	ii. upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.	
51.	If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by instalments, then every such instalment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.	Instalments on shares to be duly paid
52.	All calls shall be made on a uniform basis on all shares falling under the same class. Explanation: Shares of the same nominal value on which different amounts have been paid- up shall not be deemed to fall under the same class.	Calls on shares of same class to be on uniform basis
53.	Neither a judgement nor a decree in favor of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any share either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.	Partial payment not to preclude forfeiture
54.	The provisions of these Articles relating to calls shall *mutatis mutandis* apply to any other securities including debentures of the Company.	Provisions as to calls to apply *mutatis mutandis* to debentures etc.
	TRANSFER OF SHARES	
55.	i. The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.	Instrument of transfer to be executed by transferor and transferee
	ii. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.	
56.	The Company may, after giving appropriate previous notice of not less than seven days' close the register of members or the register of debenture holders or other security holders for any period or periods not exceeding in the whole forty-five days in each year, but not exceeding thirty days at any one time.	Power to close Registers

57.	The provisions of these Articles relating to transfer of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company.	Provisions as to transfer of shares to apply *mutatis mutandis* to debentures, etc.
	TRANSMISSION OF SHARES	
58.	i. On the death of a member, the survivor, or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.	Title to shares on death of a member
	ii. Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.	Estate of deceased member liable
59.	i. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either— a. to be registered himself as holder of the share; or b. to make such transfer of the share as the deceased or insolvent member could have made.	Transmission Clause
	ii. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.	Board's right unaffected
60.	The Company shall be fully indemnified by such person from all liability, if any, for actions taken by the Board to give effect to such registration or transfer.	Indemnity to the Company
61.	i. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.	Right to election of holder of share
	ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.	Manner of testifying election
	iii. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.	Limitations applicable to notice
62.	A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:	Claimant to be entitled to same advantage.
	Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.	
63.	The provisions of these Articles relating to transmission by operation of law shall *mutatis mutandis* apply to any other securities including debentures of the Company.	Provisions as to transmission to apply *mutatis mutandis* to debentures, etc.
64.	No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.	No fee on transfer or transmission
	FORFEITURE OF SHARES	
65.	If a member fails to pay any call, or instalment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any	If call or instalment not paid notice must be given

	interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.	
66.	The notice aforesaid shall:	Form of notice
	i. name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and	
	ii. state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.	
67.	If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.	In default of payment, shares to be forfeited
68.	When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.	Entry of forfeiture in register of members
69.	The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.	Effect of forfeiture
70.	i. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. ii. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.	Forfeited shares may be sold, etc. Cancellation of forfeiture
71.	i. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.	Member still liable to pay money owing at the time of forfeiture
	ii. All such monies payable shall be paid together with interest thereon at such a rate as the Board may determine, from the time of forfeiture until payment or realization. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part.	Member still liable to pay money owing at time of forfeiture and interest
	iii. The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.	Cessation of liability
72.	i. A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;	Certificate of forfeiture
	ii. The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favor of the person to whom the share is sold or disposed of;	Title of purchaser and transferee of forfeited shares
	iii. The transferee shall thereupon be registered as the holder of the share; and	Transferee to be registered as holder
	iv. The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.	Transferee not affected
73.	Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.	Validity of the sale

74.	Upon any sale, re-allotment, or other disposal under the provisions of the preceding Articles, the demat shares if any, originally issued in respect of the relative shares shall stand cancelled and become null and void and be of no effect, and the Board shall be entitled to credit in demat the said shares to the person(s) entitled thereto.	Demat shares shall be extinguished in respect of forfeited shares
75.	The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.	Sums deemed to be calls
76.	The provisions of these Articles relating to forfeiture of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company.	Provisions as to forfeiture of shares to apply *mutatis mutandis* to debentures, etc.
	ALTERATION OF CAPITAL	
77.	The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.	
78.	Subject to the provisions of the Act, the Company may, by ordinary resolution: i. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; ii. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; iii. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; iv. cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.	Power to alter share capital
79.	Where shares are converted into stock— i. the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.	Shares may be converted into stock
	ii. the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.	Right of stockholders
	iii. such of these regulations of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.	
80.	The Company may, subject to the provisions of the Act, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law: i. its share capital; ii. any capital redemption reserve account; or iii. any securities premium account	Reduction of capital

JOINT HOLDERS		
81.	Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:	Joint holders
	i. The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.	Liability of joint holders
	ii. On the death of any one or more of such joint holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.	Death of one or more joint holders
	iii. Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.	Receipt from any one holder sufficient
	v. Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof but the other or others of the joint-holders shall be entitled to vote in preference to a joint-holder present by attorney or by proxy although the name of such joint-holder present by any attorney or proxy stands first or higher (as the case may be) in the register in respect of such shares	Vote of joint holders
	vi. Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.	Executors or administrator as joint holders
	vii. The provisions of these Articles relating to joint holders of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company registered in joint names.	Provisions as to joint holders as to shares to apply *mutatis mutandis* to debentures, etc.
CAPITALISATION OF PROFITS		
82.	i. The Company in general meeting may, upon the recommendation of the Board, resolve—	Capitalization
	a. that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and	
	b. that such a sum be accordingly set free for distribution in the manner specified in clause (*ii*) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.	
	ii. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—	Sum how applied
	a. paying up any amounts for the time being unpaid on any shares held by such members respectively; b. paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; c. partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);	
	iii. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;	
	iv. The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.	

83.	i. Whenever such a resolution as aforesaid shall have been passed, the Board shall: a. make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and b. generally to do all acts and things required to give effect thereto.	Powers of the Board for capitalization
	ii. The Board shall have power: a. to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and	Board's power to issue fractional certificate/ coupon etc.
	b. to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;	
	iii. Any agreement made under such authority shall be effective and binding on such members.	Agreement binding on members
BUY-BACK OF SHARES		
84.	Notwithstanding anything contained in these Articles but subject to the provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.	Buy-back of shares
GENERAL MEETINGS		
85.	All general meetings other than annual general meeting shall be called Extraordinary General Meeting. Subject to the provisions of the Act, the Company shall in each year hold a general meeting as its annual general meeting and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of a company and that of the next. Every annual general meeting shall be called during business hours, that is, between 9 a.m. and 6 p.m. on any day that is not a national holiday and shall be held either at the registered office of the Company or at any other place, in accordance with the Act.	Annual General Meeting and Extraordinary General Meeting
86.	i. The Board may, whenever it thinks fit, call an Extraordinary General Meeting. ii. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director of the Company may call an Extraordinary General Meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.	Powers of Board to call Extraordinary General Meeting
	A general meeting of a company shall be called by giving not less than clear twenty-one days' notice either in writing or through electronic mode, unless a general meeting is called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five per cent of the members entitled to vote at such meeting, in accordance with the Act. Every notice of a general meeting shall specify the place, date, day and the hour of the meeting and shall contain a statement of the business to be transacted at such meeting. Any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.	Notice of General Meeting

PROCEEDINGS AT GENERAL MEETINGS		
87.	i. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. ii. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in the Act.	Presence of Quorum Quorum for general meeting
88.	The Chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.	
89.	No business shall be discussed or transacted at any general meeting whilst the chair is vacant, except election of Chairperson.	Business confined to election of Chairperson whilst chair vacant
90.	If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.	Chairperson of the meeting
91.	If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairperson of the meeting.	Members to elect Chairperson
92.	The Chairperson of any meeting shall be the sole judge of the validity of every vote tendered at such meeting.	Power of Chairperson
93.	Subject to the provisions of the Act and other applicable provisions of law, on any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.	Casting vote of Chairperson at general meeting
94.	i. The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and making entries thereof within thirty days of the conclusion of every such meeting or passing of resolution by postal ballot in books kept for that purpose with their pages consecutively numbered.	Minutes of proceedings of meetings and resolutions passed by postal ballot
	ii. There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting: a. is, or could reasonably be regarded, as defamatory of any person; or b. is irrelevant or immaterial to the proceedings; or c. is detrimental to the interests of the Company.	Certain matters not to be included in the minutes books
	iii. The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.	Discretion of the Chairperson in relation to Minutes
	iv. The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.	Minutes to be evidence
95.	i. The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:	Inspection of minute books of general meeting
	a. be kept at the registered office of the Company; and	
	b. be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days.	
	ii. Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (i) above.	Members may obtain copy of the minutes
ADJOURNMENT OF MEETING		
96.	The Chairperson may, suo moto, adjourn the meeting from time to time and from place to place if the chairman is of the opinion that the circumstances so warrant. In any other case, the Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.	Chairperson may adjourn the Meeting

	ii. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.	Business at adjourned Meeting
	iii. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.	Notice of adjourned meeting
	iv. Save as aforesaid, and as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.	Notice of adjourned meeting not required
	VOTING RIGHTS	
97.	Subject to any rights or restrictions for the time being attached to any class or classes of shares,—	Entitlement to vote on show of hands and on poll
	i. on a show of hands, every member present in person shall have one vote; and	
	ii. on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.	
98.	Where a poll is to be taken, the Chairperson of the meeting shall appoint such numbers of persons, as he deems necessary to scrutinize the poll process and votes given on the poll and to report thereon to him;	Scrutineers at poll
99.	The Chairperson shall have power, at any time before the result of the poll is declared to remove a scrutineer from office and to fill vacancies in the office of scrutineer arising from such removal or from any other cause;	
100.	A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.	Voting through electronic means
101.	i. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.	Vote of joint holders
	ii. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	Seniority of names
102.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.	How members *non compos mentis* and minor may vote
103.	Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.	Votes in respect of shares of deceased or insolvent members, etc.
104.	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.	Business may proceed pending poll
105.	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of lien.	Restriction on voting rights
106.	A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article.	Restriction on exercise of voting rights in other cases to be void
107.	i. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.	Validity of the Vote
	ii. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	

108.	Any member shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.	Equal rights of members
	PROXY	
109.	Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.	Member may vote in person or otherwise
110.	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.	Proxies when to be deposited.
111.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under the Act.	Form of proxy
112.	A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:	Proxies to be valid not withstanding death etc. of the principal
	Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.	
	BOARD OF DIRECTORS	
113.	The First Directors of the Company: 1. Harsh Mohan Gupta 2. Rishab Mohan Gupta 3. Vinita Gupta 4. Samara Gupta	First Directors
114.	Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (fifteen).	Board of directors
115.	The appointment and retirement including by rotation of Directors shall be in accordance with the applicable provisions of the Act and the Rules thereunder.	Appointment and Retirement of Directors
116.	The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company,	Same individual may be Chairperson and Managing Director/Chief Executive Officer
117.	The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.	Remuneration of directors
	i. The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act.	Remuneration payable as per Act
118.	ii. In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or (b) in connection with the business of the Company	Travelling and other Expenses
	iii. The fees payable to the Director for attending the meeting of the Board or Committee thereof shall be decided by the Board of Directors from time to time within the maximum limits of such fees that may be prescribed under the Act or the Rules.	Sitting Fees
	iv. The Board may pay all expenses incurred in getting up and registering the company.	
119.	i. Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.	Appointment of Additional Director
	ii. Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for	Duration of the office of the additional director

	appointment by the Company as a director at that meeting subject to the provisions of the Act.	
120.	The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.	Appointment of alternate Director
121.	An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.	Duration of office of alternate director
122.	If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.	Re-appointment provisions applicable to Original Director
123.	i. If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.	Appointment of director to fill casual vacancy
	ii. The Director so appointed shall hold office only up to the date up to which the director in whose place he is appointed would have held office if it had not been vacated.	Duration of office of Director appointed to fill casual vacancy
124.	If it is provided by the Trust Deed securing or otherwise in connection with any issue of Debentures of the Company, that any person or persons shall have the power to nominate Director(s) of the Company, then in the case of any and every issue of Debentures, the person or persons having such power may exercise such power from time to time to appoint Director(s) in accordance with the terms agreed with the Company. Any Director so appointed is herein referred to as Debenture Director. A Debenture Director may be removed from office at any time by the person or persons in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place and casual vacancy in that office, caused by whatever reason may also be filled.	Debenture Director
	POWERS OF BOARD	
125.	The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the Memorandum of Association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.	General powers of the Company vested in Board
126.	All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.	Execution of negotiable Instruments
	BORROWING POWERS	
127.	The Directors may, from time to time, at their discretion, raise or borrow, or secure the payment of, any sum or sums of money for the purposes of the Company; Provided that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of	Power to borrow

	business) shall not at any time except with the consent of the Company by way of special resolution in general meeting exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set part for any specific purpose.	
128.	The Directors, with shareholders' consent where required by the Act and Rules, may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and, in particular, by the issue of securities including debentures or debenture stock of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being.	Conditions on which money may be borrowed
	PROCEEDINGS OF THE BOARD	
129.	i. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.	When meeting to be convened
	ii. The Chairperson or any one Director with the previous consent of the Chairperson may, or the manager or company secretary on the requisition of the Chairperson or the Director shall, at any time, summon a meeting of the Board.	Who may summon Board meeting
130.	The quorum for a Board meeting shall be as provided in the Act.	Quorum for Board meetings
131.	If a meeting of the Board cannot be held for want of quorum, then the meeting shall stand adjourned to such day, time and place as the Director or Directors present for the meeting may fix.	Adjournment of meeting for want of quorum
132.	Subject to the provisions of the Act, question arising at any meeting shall be decided by a majority of votes, each Director having one vote, and in case of an equality of votes the Chairperson shall have a second or casting vote.	Voting at Board Meeting
133.	The Board may from time to time appoint one of their board member as Chairperson and determine the period for which he is to hold such office. The positions, duties and responsibilities of the Chairperson (whether whole-time or not and notwithstanding the fact that his appointment may be in the designation of a whole-time Director under the Act) & the Chief Executive Officer (by whatever designation described) shall be accordingly defined by the Board. The Board may authorize maintenance of a Chairperson's Office at Company's expense to support him in the performance of his duties. Subject to the provisions of the Act, these Articles and of any Contract between him and the Company the remuneration of the Chairperson (notwithstanding the fact that his appointment may be in the designation of a whole-time Director under the Act) may from time to time be fixed by the Directors, subject to the approval of the Company in General Meeting, and may be by way of fixed monthly payments, commission on profits of the Company; any or all of these modes or any other mode not expressly prohibited in the Act. If the Chairperson has notified the Company of his inability to be present at a Board meeting or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairperson or if no such Chairperson has been appointed, the Directors present may choose one of their body to act as the Chairperson of the meeting.	Chairperson
134.	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.	Directors not to act when number falls below minimum
135.	i. The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of the Board as it thinks fit.	Delegation of powers

	ii. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.	Committee to conform to Board regulations
136.	i. A Committee may elect a Chairperson of its meetings unless the Board while constituting the Committee has appointed one.	Chairperson of Committee
	ii. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson of the meeting.	Who to preside at meetings of Committee
137.	i. A Committee may meet and adjourn as it thinks fit.	Committee to meet
	ii. Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.	Questions at Committee meeting how decided
138.	All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.	Acts of Board or Committee valid notwithstanding defect in appointment
139.	Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.	Passing of resolution by Circulation
	The Company will maintain a separate attendance registers for Board meetings and committee meetings and such registers shall be maintained at the registered office of the Company or any other place approved by the Board. The register will be kept in the custody of the Company Secretary of the Company or if there is no Company Secretary, then in the custody of the director as authorised by the Board.	
Chief Executive Officer, Manager, Company Secretary & Chief Financial Officer		
140.	Subject to the provisions of the Act,—	
	i. A Chief Executive Officer, Manager, Company Secretary, or Chief Financial Officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Chief Executive Officer, Manager, Company Secretary, Whole Time Director or Chief Financial Officer so appointed may be removed by means of a resolution of the Board;	Chief Executive Officer, etc.
	ii. A director may be appointed as Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a Director and Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.	Director may be Chief Executive Officer, etc.
MANAGING DIRECTOR / WHOLE TIME DIRECTOR		
141.	i. the Directors may from time to time appoint one or more of their member of the Board to be the Managing Director or Whole Time Director of the Company, in accordance with the provisions of the Act and the Rules. ii. A Managing Director or Whole Time Director so appointed shall exercise the powers and authorities conferred upon him by an agreement entered into between him and the Company and/or by a Resolution of the Board and be subject to the obligations and restrictions imposed upon him thereby or by the Act.	Managing Director/Whole Time Director

REGISTERS		
142.	The Company shall keep and maintain at its registered office or at such other place as permitted under the Act or the Rules thereunder, all statutory registers and annual returns for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.	Statutory Registers
143.	i. Any Member, Beneficial Owner, Debenture or other Security holder or any other person entitled to inspection of any documents/registers/records required to be maintained by the Company under the provisions of the Act or the Rules thereunder or any previous Company Law or to any copy thereof or extract therefrom shall be entitled to the same upon payment of such fee as may be determined by the Board from time to time and in absence of such determination, a fee of Rs. 10 per page or the maximum fees fixed by the Act or the Rules thereunder, whichever is lower. ii. A copy of the Memorandum and Articles of Association of the Company and other documents referred to in Section 17 of the Act shall be sent to a member requesting for the same within seven days thereof upon payment of such fees as may be prescribed under the Act or the Rules or Rs. 10/- for each copy thereof.	Inspection/copies of documents, etc.
DIVIDENDS AND RESERVE		
144.	The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.	Company in general meeting may declare dividends
145.	Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and as such times as it may think fit.	Interim dividends
146.	i. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, thinks fit.	Dividends only to be paid out of profits
	ii. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	Carry forward of profits
147.	i. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.	Division of profits
	ii. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.	Payments in advance
	iii. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.	Dividends to be apportioned
148.	The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company	No member to receive dividend whilst indebted to the Company

	on account of calls or otherwise in relation to the shares of the Company.	and Company's right to reimbursement therefrom
149.	The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.	Retention of Dividends for Shares Under Transmission
150.	Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.	Payment Methods for Dividends, Interest, etc.
151.	Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses, or other monies payable in respect of such share.	Receipt of one holder Sufficient
152.	The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.	Waiver of dividend
153.	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.	
154.	No dividend shall bear interest against the Company.	No Interest on Dividend
	ACCOUNTS	
155.	The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.	Inspection by Directors
156.	No member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorized by the Board.	Restriction on inspection by members
	WINDING UP	
156.	Subject to the provisions of Chapter XX of the Act and rules made thereunder/Section 59 of The Insolvency and Bankruptcy Code, 2016 —	Winding up of Company
	i. If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.	
	ii. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.	
	iii. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.	
	INDEMNITY AND INSURANCE	
157.	Subject to the provisions of the Act, every Director, Managing Director, Whole-Time Director, Manager, Company Secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such Director, Managing Director, Whole-Time Director, Manager, Company Secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such Director, Manager, Company Secretary or officer or in any way in the discharge of his duties in such capacity including expenses.	Directors and officers right to Indemnity

158.	Subject as aforesaid, every Director, Managing Director, Whole-Time Director, Manager, Company Secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favor or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.	
159.	The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.	Insurance
	GENERAL POWER	
160.	Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.	General Power
161.	Wherever the provisions of the Companies Act, 2013, require the authority of the Articles of Association, this Article shall be deemed to have granted such authority to the Company, and to the Board to carry out an activity as contemplated under the Act. To clarify, and as an illustration, this Article is deemed to have authorized in the manner as provided below: a. To issue shares with differential voting rights with terms and conditions thereto; b. To classify and reclassify shares into various classes and to vary, modify or abrogate such class of shares and the terms thereto; c. To issue redeemable preference shares; d. To accept unpaid share capital although not called up; e. To alter the share capital of the Company; f. To alter the rights of holders of any/all class of shares; g. A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with Section 42 & Section 62 of the Companies Act, 2013 and the Rules, as applicable in accordance with these Articles.”	General Power
	SECRECY CLAUSE	
162.	Subject to the provisions of the Act, no member shall be entitled to require discovery of any information respecting any detail of the Company’s trading or any matter in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Board of Directors it may be inexpedient in the interest of the Company to communicate to the public.	Secrecy clause

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the Corporate Office of our Company on any working day (i.e. Monday to Friday and not being a bank holiday in Bengaluru) between 10.00 am and 5.00 pm from the date of filing of the Information Memorandum with the Stock Exchanges until the listing of Equity Shares on the Stock Exchanges:

- Memorandum and Articles of Association of the Company, as amended till date.
- Certificate of incorporation of our Company dated December 6, 2022.
- Scheme of Arrangement between RIL and the Company and their respective shareholders and creditors as approved by the National Company Law Tribunal, Kolkata Bench delivered on August 30, 2024.
- Tripartite Agreement with NSDL, Registrar and Transfer Agent and the Company dated January 18, 2023 .
- Tripartite Agreement with CDSL, Registrar and Transfer Agent and the Company dated June 14, 2024.
- Statement of tax benefits dated September 25, 2024

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the SEBI Act. as the case may be, have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Information Memorandum are true and correct.

BY ORDER AND ON BEHALF OF THE BOARD OF DIRECTORS OF ROSSELL TECHSYS LIMITED

Harsh Mohan Gupta
Chairman
DIN: 00065973

Place: Delhi
Date: November 27, 2024

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Information Memorandum are true and correct.

BY ORDER AND ON BEHALF OF THE BOARD OF DIRECTORS OF ROSSELL TECHSYS LIMITED

Rishab Mohan Gupta
Managing Director
DIN: 05259454

Place: Dubai
Date: November 27, 2024

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Information Memorandum are true and correct.

BY ORDER AND ON BEHALF OF THE BOARD OF DIRECTORS OF ROSSELL TECHSYS LIMITED

Ajai Shukla
Director
DIN: 06459352

Place: Delhi
Date: November 27, 2024

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Information Memorandum are true and correct.

BY ORDER AND ON BEHALF OF THE BOARD OF DIRECTORS OF ROSSELL TECHSYS LIMITED

Arvind Ghei
Director
DIN: 00089710

Place: Mumbai
Date: November 27, 2024

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Information Memorandum are true and correct.

BY ORDER AND ON BEHALF OF THE BOARD OF DIRECTORS OF ROSSELL TECHSYS LIMITED

Digant Parikh
Director
DIN: 00212589

Place: Mumbai
Date: November 27, 2024

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Information Memorandum are true and correct.

BY ORDER AND ON BEHALF OF THE BOARD OF DIRECTORS OF ROSSELL TECHSYS LIMITED

Shobhana Joshi
Director
DIN: 07958690

Place: Delhi
Date: November 27, 2024

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Information Memorandum are true and correct.

BY ORDER AND ON BEHALF OF THE BOARD OF DIRECTORS OF ROSSELL TECHSYS LIMITED

Jayanth Vishwanath
Chief Financial Officer

Place: Bengaluru
Date: November 27, 2024

KHANDELWAL RAY & CO.
CHARTERED ACCOUNTANTS

64/55B, BELGACHIA ROAD,
BELGACHIA,
KOLKATA - 700 037
Phone : 2243-8018
E-mail : khand.ray@hotmail.com

Independent Auditors' Report

To the Members of Rossell Techsys Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Rossell Techsys Limited ("the Company"), which comprise of the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section in our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence and ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Khandelwal Ray & Co. Kolkata Chartered Accountants

KHANDELWAL RAY & CO.
CHARTERED ACCOUNTANTS

64/55B, BELGACHIA ROAD,
BELGACHIA,
KOLKATA - 700 037
Phone : 2243-8018
E-mail : khand.ray@hotmail.com

Management's Responsibility for the Financial Statements

The Company's Management and Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements to give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors of the Company are also responsible for overseeing the Company's reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company had adequate internal financial controls system with reference to financial statement and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management and Board of Directors.

Khandelwal Ray & Co. Kolkata Chartered Accountants

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- Conclude on the appropriateness of management's and Board of Directors use of the going concern basis of accounting in respect of financial statement and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained upto the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. A. As required by Section 143(3) of the Act, based on our audit we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

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d. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

e. On the basis of the written representations received from the Directors as on March 31, 2023 taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2023 from being appointed as a Director in terms of Section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

B. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a) There is no pending litigation as on 31st March 2023 on the Company.

b) The Company does not have any contracts including derivative contracts during the year ended 31st March 2023.

c) This is the year of incorporation of the Company. This clause is not applicable.

d) (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

• directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or

• provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

• directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or

• provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (d)(i) and (d)(ii) contain any material mis-statement.

e) The Company is yet to start its operations. Thus, no dividend has been declared.

Khandelwal Ray & Co. Kolkata Chartered Accountants

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C. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, no remuneration was paid by the Company to its directors during the year.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Khandelwal Ray & Co.,
Chartered Accountants
(Registration No.302035E)

Khandelwal Ray & Co. Kolkata Chartered Accountants

Pinaki Sarkar
Partner
Membership No. 051449
UDIN: 23051449BGRVTP4740

Place : Kolkata
Date : 26th May, 2023

KHANDELWAL RAY & CO.
CHARTERED ACCOUNTANTS

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Annexure - A to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Rossell Techsys Limited ("the Company") as of 31st March, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls system over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted

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accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Khandelwal Ray & Co.,
Chartered Accountants
(Registration No. 302035E)

Khandelwal Ray & Co. Kolkata Chartered Accountants

Pinaki Sarkar
Partner
Membership No. 051449
UDIN: 23051449BGRVTP4740

Place : Kolkata
Date : 26th May, 2023

KHANDELWAL RAY & CO.
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Annexure - B to the Auditors' Report

Referred to in paragraph I under Report on "Other Legal and Regulatory Requirements", section of our Report of even date:

i. (a)(A) The Company has no Property, Plant and Equipment. Accordingly, the clause 3(i)(a)(A),(B),(b),(c),(d) are not applicable.

(e) According to the information and explanation given to us and on the basis of our examination of the records of the Company there are no proceeding initiated or pending against the Company for holding any benami properties under the prohibition of Benami Properties Transaction Act,1988 and rules made there under.

ii. (a) Since there is no inventory, clause 3(ii)(a) is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits, from Banks on the basis of security of current assets.

iii. (a) According to information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to Companies, firms, Limited Liability Partnerships or any other Parties. Accordingly, clause 3(b) to (f) are not applicable.

iv. In our opinion and according to the information and explanations given to us, the Company has no loans and investments.

v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Section 73 to Section 76 of the Companies Act 2013 and the Rules framed thereunder. Accordingly clause 3(v) of the order is not applicable.

vi. The Company has not commence its operations or production, hence this clause is not applicable.

vii. (a) According to the information and explanation given to us and on the basis of records of the Company examined by us, we are of the opinion that the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, service tax, goods and services tax, duty of custom and cess and other material statutory dues applicable to it.

There is no arrears outstanding statutory dues as at the last day of the financial year for a period of more than 6 months from the date they became payable.

(b) According to the information and explanation given and records examined by us, there are no statutory dues, which have not been deposited on account of any dispute.

Khandelwal Ray & Co. Kolkata Chartered Accountants

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viii. The Company has been incorporated in this financial year only. Accordingly, this clause is not applicable.

ix. The Company has not taken any loan. Hence this clause 3(ix)(a) to (f) of the Order are not applicable.

x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instrument during the year). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) The Company has not made any preferential allotment or private placement of share or convertible debentures during the year. However, the Equity Shares of the Company were allotted to the Subscribers to the Memorandum of Association.

xi. (a) Best on examination of books and records of the Company, carried out by us and according to the information and explanations given to us, no fraud by the Company or any fraud on the Company has been noticed or reported.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) According to the information and explanations given to us, no complaint has been received from the whistle blower during the year.

xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi Company. Accordingly clause 3(xii) of the order is not applicable.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act 2013 where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. The Company has not commenced its operations. Accordingly, the Company does not have Internal Audit System. Accordingly, clause 3(xiv)(b) of the Order is not applicable.

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him.

xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company has not conducted any nonbanking financial and housing financial activities.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) The Group has only one CIC, the Ultimate Parent Company, as part of the Group. Accordingly, clause 3(xvi)(d) of the Order is not applicable.

Khandelwal Ray & Co. Kolkata Chartered Accountants

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xvii. The Company has incurred cash losses in the financial year, this being the first year of financial statement and the Company is yet to start its operations.

xviii. There has been no resignation of the statutory auditors during the year. Accordingly clause 3(xviii) of the order is not applicable.

xix. The Company has not commenced its operations and hence this clause is not applicable.

xx. The section 135(5) of the Companies Act 2013 is not applicable to the Company. Accordingly, clause 3(xx)(a) and (b) of the Order are not applicable

For Khandelwal Ray & Co.,
Chartered Accountants
(Registration No. 302035E)

Khandelwal Ray & Co. Kolkata Chartered Accountants

Pinaki Sarkar
Partner
Membership No. 051449
UDIN: 23051449BGRVTP4740

Place : Kolkata
Date : 26th May,2023

Rossell Techsys Limited
Balance Sheet as at 31st March, 2023

Rs. in Lakhs

Particulars	Note No.	31st March, 2023
I.ASSETS		
(1) Non-current assets		
(a) Financial Assets		
(i) Other Financial Assets	5	0.10
Total Non-Current Assets		0.10
(2) Current Assets		
(a) Financial Assets		
(i) Cash and Cash Equivalents	6	1.00
Total Current Assets		1.00
TOTAL ASSETS		1.10
II. EQUITY AND LIABILITIES		
(1) Equity		
(a) Equity Share Capital	7	1.00
(b) Other Equity		(17.80)
Total Equity		(16.80)
(2) Liabilities		
(a) Current Liabilities		
(i) Other Current Liabilities	8	17.90
Total Current Liabilities		17.90
Total Liabilities		17.90
TOTAL EQUITY AND LIABILITIES		1.10

In terms of our Report of even date

For Khandelwal Ray & Co.,
Chartered Accountants
Registration No. 302035E

Pinaki Sarkar
Partner
Membership No.051449

Place: Kolkata
Date: 26th May, 2023

Khandelwal Ray & Co. Kolkata Chartered Accountants

H. M. Gupta
Director
DIN:00065973
Place: Delhi

Vinita Gupta
Director
DIN:00065994
Place: Delhi
Date: 26th May, 2023

Rossell Techsys Limited

Profit and Loss Statement for the period 6th December, 2022 to 31st March, 2023

Rs. in Lakhs

Particulars	Note No.	For the period 6th December, 2022 to 31st March, 2023
Income		
Revenue from operations		-
Other Income		-
Total Income		-
Expenses		
Cost of materials consumed		-
Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress		-
Employee benefits expense		-
Finance cost		-
Depreciation and amortization expense		-
Other expenses	9	**17.80**
Total Expenses		**17.80**
Profit / (Loss) before tax		**(17.80)**
Income Tax Expense		
(i) Current Tax		-
(ii) Deferred Tax		-
Total Tax Expense		-
Net Profit / (Loss) for the Year		**(17.80)**
Other Comprehensive Income		
Items that will not be reclassified to profit or loss		-
Items that will be reclassified to profit or loss		-
Other Comprehensive Income for the period, net of tax		-
Total Comprehensive Income for the period		**(17.80)**
Earning per Equity Share [Nominal Value per share : Rs.2]		
(1) Basic	10	**(35.60)**
(2) Diluted		**(35.60)**

In terms of our Report of even date

For Khandelwal Ray & Co.,
Chartered Accountants
Registration No. 302035E

Pinaki Sarkar
Partner
Membership No.051449

Place: Kolkata
Date: 26th May, 2023

Khandelwal Ray & Co. Kolkata Chartered Accountants

H. M. Gupta
Director
DIN:00065973
Place: Delhi

Vinita Gupta
Director
DIN:00065994
Place: Delhi
Date: 26th May, 2023

ROSSELL TECHSYS LIMITED
Cash Flow Statement for the year ended 31st March, 2023

		Rs. in Lakhs For the period 6th December, 2022 to 31st March, 2023
A. Cash Flow from Operating Activities		
Profit before Tax		(17.80)
Operating Profit before Working Capital Changes		(17.80)
- Adjustment for :		
Trade Receivables, Loans, Advances and Other Assets	(0.10)	
Trade Payable, Other Liabilities and Provisions	17.90	
		17.80
Cash Generated from Operations		-
Direct Taxes (Net of refund)	-	
		-
Net Cash Flow from Operating Activities		-
B. Cash Flow from Investing Activities :		
Net Cash Flow from Investing Activities		-
C. Cash Flow from Financing Activities		
Proceeds from Issue of Equity Shares		1.00
Net Cash Flow from Financing Activities		1.00
Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)		1.00
Cash and Cash Equivalents at the beginning of the Period		-
Cash and Cash Equivalents at the end of the Period (Note 6)		1.00

Notes:
The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Ind AS 7 - "Statement of Cash Flow".

In terms of our Report of even date

For Khandelwal Ray & Co.,
Chartered Accountants
Registration No. 302035E

Pinaki Sarkar
Partner
Membership No.051449

Place: Kolkata
Date: 26th May, 2023

Khandelwal Ray & Co. Kolkata Chartered Accountants

H. M. Gupta
Director
DIN:00065973
Place: Delhi

Vinita Gupta
Director
DIN:00065994
Place: Delhi
Date: 26th May, 2023

Rossell Techsys Limited
Statement of Changes in Equity for the period 6th December, 2022 to 31st March, 2023

Rs. in lakhs

A. Equity Share Capital

Balance at the beginning on 6th December, 2022	-
Changes during the period	1.00
Balance at the end on 31st March, 2023	**1.00**

B. Changes in Equity

	Reserves and Surplus	
	Retained Earnings	Total
As at 6th December, 2022	-	-
Profit/(Loss) for the period	(17.80)	(17.80)
As at 31st March, 2023	(17.80)	(17.80)

Nature and purpose of each Reserve

a) **Retained Earnings**
Retained earnings represent accumulated profits/(Loss) earned by the Company and remaining unadjusted as on date.

In terms of our Report of even date

For Khandelwal Ray & Co.,
Chartered Accountants
Registration No. 302035E

Pinaki Sarkar
Partner
Membership No.051449

Place: Kolkata
Date: 26th May, 2023

Khandelwal Ray & Co. Kolkata Chartered Accountants

H. M. Gupta
Director
DIN:00065973
Place: Delhi

Vinita Gupta
Director
DIN:00065994
Place: Delhi
Date: 26th May, 2023

Rossell Techsys Limited

Significant Accounting Policies and Other Notes to the Financial Statement for the Period ended 31st March, 2023

1. Company Overview

Rossell Techsys Limited (the Company) is a Public Limited Company incorporated and domiciled in India. The Company was incorporated on 6th December, 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 as per the Scheme of Arrangement (Note 13) already approved by the Board earlier and received NOC from Stock Exchanges/ SEBI. Accordingly, the Company has not taken up any Business Activity as yet.

2. Basis of Preparation

These financial statements have been prepared in accordance with Indian Accounting Standard (Ind AS) as per Companies (Indian Accounting Standards) Rules, 2015 (as amended) notified under Section 133 of the Companies Act, 2013 (the Act) and the other relevant provisions of the Act and Rules made thereunder.

3. Basis of Measurement

The financial statement has been prepared on the historical cost basis so far.

4. Since the Company has not taken up any Business Activity as yet, the Accounting Policies are still being worked out in accordance with Indian Accounting Standard (Ind AS) as per Companies (Indian Accounting Standards) Rules, 2015 (as amended) notified under Section 133 of the Companies Act, 2013 (the Act) and the other relevant provisions of the Act and Rules made thereunder. However, expenses on formation, demerger and company related expenses has been accounted for on accrual and prudent basis.

Khandelwal Ray & Co. Kolkata Chartered Accountants

Rs. in Lakhs

		31st March, 2023
5.	**OTHER FINANCIAL ASSETS**	
	Security Deposits	0.10
		0.10
6.	**CASH AND CASH EQUIVALENTS**	
	Balance with Banks - Current Accounts	1.00
		1.00
7.	**EQUITY SHARE CAPITAL**	
	Authorized	
	60,000,000 Equity Shares of Rs. 2 each	1,200.00
	Issued, Subscribed and Paid Up	
	50,000 Equity Shares of Rs. 2 each	1.00
A)	**Rights, Preferences and Restrictions attached to the Ordinary Share**	
	The Company has only one class of shares referred to as Equity Shares having a par value of Rs. 2 per share. Each shareholder is eligible for one vote per share and is entitled to participate in Dividend, which may be proposed by the Board of Directors. In the event of liquidation, the Equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.	
B)	**Equity Shares held by Holding Company**	
	Rossell India Limited and its nominees	50,000
C)	**Shareholders holding more than 5% of the aggregate Equity Share capital in the Company**	
	Name of the Shareholder	**No. of Equity Shares and % of Holding**
	Rossell India Limited and its nominees	50,000
		100%
D)	**Reconciliation of Number of Shares**	
	Equity Shares outstanding at the beginning of the year	-
	Add: Equity Shares issued during the year	50,000
	Equity Shares outstanding at the end of the year	50,000
E)	**The Company has issued and alloted 50,000 Equity Shares of Rs. 2 each on 16th December, 2022 to the Subscribers of the Memorandum and Articles of Association of the Company.**	

Khandelwal Ray & Co. Kolkata Chartered Accountants

Rs. in Lakhs

		31st March, 2023
F)	**Shareholding of Promotors**	
Sl. No	Promotor Name	No. of Equity Shares and % of Total Shares
1	Rossell India Limited and its nominees	50,000 100.00%
	Total	50,000 100.00%
	% Change during the Year	
	Rossell India Limited and its nominees	100.00%
8.	**OTHER CURRENT LIABILITIES**	
	Due to Rossell India Ltd	17.74
	Liabilities for Expenses	0.12
	Statutory Dues	0.04
		17.90

In terms of our Report of even date

For Khandelwal Ray & Co.,
Chartered Accountants
Registration No. 302035E

Pinaki Sarkar
Partner
Membership No.051449

Place: Kolkata
Date: 26th May, 2023

Khandelwal Ray & Co. Kolkata Chartered Accountants

H. M. Gupta
Director
DIN:00065973
Place: Delhi

Vinita Gupta
Director
DIN:00065994
Place: Delhi
Date: 26th May, 2023

Rs. in Lakhs

		For the period 6th December, 2022 to 31st March, 2023
9.	**OTHER EXPENSES**	
	Legal and Professional Fees	0.34
	Auditors' Remuneration (Note below)	0.40
	Preliminary Expenses Written Off	11.01
	Demerger Expenses	6.03
	Miscellaneous Expenses	0.02
		17.80
	Note: Break up of Auditors' Remuneration	
	As Auditor	0.10
	For Other Services	
	Certification Job	0.30
		0.40
10.	**EARNINGS PER SHARE**	
	Profit / (Loss) for the Period	(17.80)
	Weighted average number of Equity Shares outstanding for the purpose of Basic/ Diluted Earnings per Equity Share	0.50
	Earnings per Equity Share of Rs. 2 each	(35.60)
11.	**RELATED PARTY DISCLOSURE AS PER IND AS 24 FOR THE PERIOD 6TH DECEMBER, 2022 TO 31ST MARCH, 2023**	
i)	Holding Company	
	Rossell India Limited	
	Extend of holding of Equity Share - 100%	
ii)	Transactions/ balance with Holding Company	
	Rossell India Limited	
	Investment in Equity Shares by Holding Company	1.00
	Payable to Holding Company at the end of the year	17.74

Khandelwal Ray & Co. Kolkata Chartered Accountants

12. Financial Instruments by category

Particulars	As at 31st March, 2023				
	FVTPL	FVOCI	Amortized Cost	Total Carrying Value	Total Fair value
Financial Assets					
(i) Cash and Cash Equivalents	-	-	1.00	1.00	1.00
(ii) Other Financial Assets	-	-	0.10	0.10	0.10
Total financial assets	-	-	1.10	1.10	1.10
Financial liabilities					
Total financial liabilities	-	-	-	-	-

13. Business Restructuring

The Board of Directors of the Company at their Meeting held on 16th December, 2022 approved the Scheme of Arrangement between Rossell India Limited ("the Demerged Company") and Rossell Techsys Limited ("the Resulting Company") and their respective shareholders under the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 involving demerger of Rossell Techsys Division from the Demerged Company into the Resulting Company and cancellation and reduction of existing share capital of Resulting Company. The Appointed Date set out in the Scheme is 1st April, 2023 or such other date as the Hon'ble National Company Law Tribunal ("NCLT") or any other competent authority may approve. The Stock Exchanges have recently issued their No Objection/ Observation Letters for this Scheme and the required application to NCLT is in the process of being filed. The scheme shall be effective post receipt of necessary approvals by shareholders and creditors of the Companies, NCLT and such other statutory and regulatory approvals as may be required.

In terms of our Report of even date

For Khandelwal Ray & Co.,
Chartered Accountants
Registration No. 302035E

Pinaki Sarkar
Partner
Membership No.051449

Place: Kolkata
Date: 26th May, 2023

Khandelwal Ray & Co. Kolkata Chartered Accountants

H. M. Gupta
Director
DIN: 00065973
Place: Delhi

Vinita Gupta
Director
DIN: 00065994
Place: Delhi
Date: 26th May, 2023

INDEPENDENT AUDITOR'S REPORT

To,
The Members
Rossell Techsys Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Rossell Techsys Limited** ("the Company"), which comprise the balance sheet as at 31st March 2024, the statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements")

In our opinion and to the best of our information and according to the explanations given to us the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("IND AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31st , 2024, and its loss , total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to Note 5 of the Standalone financial statements, outlining the current status of the Demerger process as approved by the Company. While the Order on the Scheme of Arrangement was pronounced by the Kolkata bench of Hon'ble National Company Law Tribunal ('the Tribunal') on 25th April 2024, we understand the Scheme is yet to be effective and operational, pending receipt of a final Certified Copy of the Order from NCLT and filing thereof with the concerned Registrar of Companies.

Accordingly, since the scheme is yet to be effective, it is considered as a Non-adjusting event as per Ind AS 10, and consequently, the impact of the demerger has not been considered in the financial statements for the year ended 31 March 2024.

Our opinion is not qualified in this regard.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

VASAN & SAMPATH LLP BANGALORE CHARTERED ACCOUNTANTS

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1) As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**", a statement on the matters specified in the paragraph 3 and 4 of the Order.

2) As required by Section 143 (3) of the Act, we report that;

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books. While the company follows a system of daily back-up of books of accounts as required u/s 128 of the Act; in the absence of evidence of the same being furnished during the course of our audit, we are unable to comment on the same

   c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement, and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

   d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.

   e. On the basis of the written representations received from the directors as on March 31, 2024, taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164 (2) of the Act;

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f. With respect to adequacy of Internal Financial Controls of the company and operating effectiveness of such controls, refer to our separate report in **Annexure B.**

g. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, as amended :

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

h. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;

i. The Company does not have any pending litigations which would impact its financial position

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses

iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. (i)The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(ii) The management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (h)(iv)(i) and (h)(iv)(ii) contain any material mis-statement.

v. The Company has not declared any dividend during the year and does not attract provisions of section 123 of the Companies Act, 2013.

vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

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As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 01, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on the preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

for **Vasan & Sampath LLP**
Chartered Accountants
Firm Registration Number: 004542S/S200070

VASAN & SAMPATH LLP
BANGALORE
INDIA
CHARTERED ACCOUNTANTS

Unnikrishnan Menon
Partner
Membership number: 205703

Place: Bengaluru
Date: 28th May 2024
UDIN: 24205703BKGXRC1361

ANNEXURE A - to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **Rossell Techsys Limited** of even date)

i. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not have any Property, Plant and Equipment and Intangible Assts, Consequently, comment on clause (i)(a) to (i)(e) of the order is not applicable.

ii.

a) The company does not have inventory, . Consequently, comment on clause (ii)(a) of the order is not applicable;

b) According to the information and explanations given to us, the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Consequently, comment on clause (ii)(b) of the order is not applicable;

iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, Company has not made any investments in, provided any guarantee or security, or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnerships or other parties. Accordingly, paragraph 3(iii)(a), 3(iii)(b), 3(iii)(c), 3(iii)(d), 3(iii)(e) and 3(iii)(f) of the Order is not applicable.

iv. The Company has not made any loans and investments, guarantees, and security covered by provisions of Section 185 and 186 of the Act. Consequently, comment on clause (iv) of the order is not applicable.

v. The Company has not accepted any deposits from the public. Consequently, comment on clause (v) of the order is not applicable.

vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company. Consequently, comment on clause (vi) of the order is not applicable.

vii. a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has generally been regular in depositing material undisputed statutory dues including provident fund, employee state insurance, income-tax, goods and service tax, cess and other statutory dues, during the year with the appropriate authorities. The company does not have any undisputed amounts outstanding as at last day of the financial year for a period of more than six months from the date they became payable.

viii. According to the information and explanations given to us, the company has not surrendered any transactions or disclosed any income during the year in the tax assessments under the Income Tax Act, 1961 which have not been recorded in the books of account.

ix.

a) The Company has not defaulted in repayment of any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Consequently, comment on clause (ix)(a) of the Order is not applicable;

b) According to the information and explanations given to us, the company has not been declared a willful defaulter by any bank or financial institution or other lender;

c) According to the information and explanations given to us, the company has not availed any term loans during the year. Consequently, comment on clause (ix)(c) of the Order is not applicable;

d) According to the information and explanations given to us, the company has not raised any funds during the year. Consequently, comment on clause (ix)(d) of the Order is not applicable;

VASAN & SAMPATH LLP BANGALORE INDIA CHARTERED ACCOUNTANTS

e) According to the information and explanations given to us , the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures;

f) According to the information and explanations given to us, during the year the company has not raised loans on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

x.

a) According to the information and explanations give to us and based on our examination of the records of the Company, Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Consequently, comment on clause (x) (a) of the Order is not applicable;

b) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Consequently, comment on clause (x) (b) of the Order is not applicable.

xi.

a) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;

c) According to the information and explanations given to us, the company has not received any whistle-blower complaints during the year.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Consequently, comment on clause (xii) of the Order is not applicable.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company does not have an internal audit system and is not required to have an internal audit system as per provisions of section 138 of Companies Act 2013. Consequently, comment on clause (xiv) of the Order is not applicable.

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Consequently, comment on clause (xv) of the Order is not applicable.

xvi.

a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934, comment on clause (xvi) of the Order is not applicable;

b) According to the information and explanations given to us, the company has non conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934;

c) According to the information and explanations given to us, the company is not a Core Investment Company as defined in the regulations made by the Reserve Bank of India;

d) According to the information and explanations given to us, the Group does not have more than one CIC as a part of the Group.

VASAN & SAMPATH LLP BANGALORE INDIA CHARTERED ACCOUNTANTS

xvii. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has incurred cash losses in the financial year amounting to **INR 69.39 lakhs** and in the immediately preceding financial year of **INR 17.79 lakhs** on account of share of expenses incurred towards the impending Demerger order. Further, the Company is yet to commence operations.

xviii. According to the information and explanations given to us, there has been no resignation of statutory auditors during the year. Consequently, comment on clause (xviii) of the Order is not applicable.

xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

xx. According to the information and explanations give to us and based on our examination of the records of the Company, as the Company does not attract the provision u/s 135 in relation to the applicability of CSR. Consequently, comment on clause (xx)(a) & (xx)(b) of the Order is not applicable.

xxi. The Company is not required to prepare consolidated financial statements. Consequently, comment on clause (xxi) of the Order is not applicable.

for **Vasan & Sampath LLP**
Chartered Accountants
Firm's Registration No. 004542S/S200070

VASAN & SAMPATH LLP
BANGALORE
INDIA
CHARTERED ACCOUNTANTS

Unnikrishnan Menon
Partner
Membership number: 205703

Place: Bengaluru
Date: 28th May 2024
UDIN: 24205703BKGXRC1361

ANNEXURE B - to the Independent Auditors' Report

Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Rossell Techsys Limited for the year ended 31st March 2024.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We were engaged to audit the internal financial controls over financial reporting of Rossell Techsys Limited as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended 31st March 2024.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note" on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

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3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

for **Vasan & Sampath LLP**
Chartered Accountants
Firm's Registration No. 004542S/S200070

VASAN & SAMPATH LLP
BANGALORE
INDIA
CHARTERED ACCOUNTANTS

Unnikrishnan Menon
Partner
Membership number: 205703

Place: Bengaluru
Date: 28th May 2024
UDIN: 24205703BKGXRC1361

Rossell Techsys Limited
Jindal Towers, Block B, 4th Floor 21/1A/3, DARGA ROAD, Kolkata, West Bengal - 700017, India
CIN : U29299WB2022PLC258641

Balance Sheet as at 31st March, 2024

(Amount in Lakhs unless otherwise stated)

Particulars	Note No.	As at 31st March, 2024	As at 31st March, 2023
ASSETS			
Non-current assets			
Financial assets			
- Other non current financial assets	6	0.10	0.10
Total Non - Current assets		**0.10**	**0.10**
Current Assets			
Financial assets			
- Cash and cash equivalents	7	0.10	1.00
Total Current Assets		**0.10**	**1.00**
Total Assets		**0.20**	**1.10**
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	8	1.00	1.00
Other equity	9	(87.19)	(17.80)
Total equity		**(86.19)**	**(16.80)**
Liabilities			
Current liabilities			
Other current liabilities	10	86.39	17.90
Total current liabilities		**86.39**	**17.90**
Total Liabilities		**86.39**	**17.90**
Total Equity and Liabilities		**0.20**	**1.10**
Material accounting policies	1 to 5		
Additional Notes to Accounts	13 to 20		

In terms of our report of even date
For Vasan & Sampath LLP
Chartered Accountants
Firm Registration Number: 004542S/S200070

VASAN & SAMPATH LLP BANGALORE INDIA CHARTERED ACCOUNTANTS

ROSSELL TECHSYS LIMITED

Unnikrishnan Menon
Partner
Membership No. 205703

Place : Bengaluru
Date : 28th May, 2024

Harsh Mohan Gupta
Director
DIN. 00065973

Place : New Delhi
Date : 28th May, 2024

N. K. Khurana
Company Secretary
Membership No. FCS 2173

Place : Kolkata
Date : 28th May, 2024

Rossell Techsys Limited
Jindal Towers, Block B, 4th Floor 21/1A/3, DARGA ROAD, Kolkata, West Bengal - 700017, India
CIN : U29299WB2022PLC258641

Statement of Profit and Loss for the year ended 31st March, 2024

(Amount in Lakhs unless otherwise stated)

Particulars	Note No.	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Income			
Revenue from operations		-	-
Other income		-	-
Total Income		-	-
Expenses			
Cost of materials consumed		-	-
Purchases of Stock-in-Trade		-	-
Changes in inventories of finished goods, stock in trade and work in progress		-	-
Employee benefits expense	11	43.10	-
Finance costs		-	-
Depreciation and amortization expense		-	-
Other expenses	12	26.29	17.80
Total expenses		**69.39**	**17.80**
Profit / (Loss) before Tax		**(69.39)**	**(17.80)**
Tax expense:			
Current tax		-	-
Add/Less: Deferred tax adjustment		-	-
		-	-
Profit/(loss) for the period from continuing operations		**(69.39)**	**(17.80)**
Profit/(loss) for the period		**(69.39)**	**(17.80)**
Earnings per equity share of face value of INR 2 each			
Basic (INR)		(138.78)	(35.59)
Diluted (INR)		(138.78)	(35.59)
Material accounting policies	1 to 5		
Additional Notes to Accounts	13 to 20		

In terms of our report of even date
For Vasan & Sampath LLP
Chartered Accountants
Firm Registration Number: 004542S/S200070

VASAN & SAMPATH LLP BANGALORE INDIA CHARTERED ACCOUNTANTS

ROSSELL TECHSYS LIMITED

Unnikrishnan Menon
Partner
Membership No. 205703

Place : Bengaluru
Date : 28th May, 2024

Harsh Mohan Gupta
Director
DIN. 00065973

Place : New Delhi
Date : 28th May, 2024

N. K. Khurana
Company Secretary
Membership No. FCS 2173

Place : Kolkata
Date : 28th May, 2024

Rossell Techsys Limited
Jindal Towers, Block B, 4th Floor 21/1A/3, DARGA ROAD, Kolkata, West Bengal - 700017, India
CIN : U29299WB2022PLC258641

(Amount in Lakhs unless otherwise stated)

Statement of Changes in Equity for the year ended 31st March, 2024

A. Equity Share Capital

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Opening balance	1.00	-
Changes in equity share capital during the year	-	1.00
Closing balance	**1.00**	**1.00**

B. Other Equity :

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Retained Earnings		
Opening balance as at the beginning of the year	(17.80)	-
Profit / (Loss) for the year	(69.39)	(17.80)
Closing balance as at the end of the year	**(87.19)**	**(17.80)**

In terms of our report of even date
For Vasan & Sampath LLP
Chartered Accountants
Firm Registration Number: 004542S/S200070

VASAN & SAMPATH LLP BANGALORE INDIA CHARTERED ACCOUNTANTS

Unnikrishnan Menon
Partner
Membership No. 205703

Place : Bengaluru
Date : 28th May, 2024

ROSSELL TECHSYS LIMITED

Harsh Mohan Gupta
Director
DIN. 00065973

Place : New Delhi
Date : 28th May, 2024

N. K. Khurana
Company Secretary
Membership No. FCS 2173

Place : Kolkata
Date : 28th May, 2024

Rossell Techsys Limited
Jindal Towers, Block B, 4th Floor 21/1A/3, DARGA ROAD, Kolkata, West Bengal - 700017, India
CIN : U29299WB2022PLC258641

Statement of Cash Flows for the year ended 31st March, 2024

(Amount in Lakhs unless otherwise stated)

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Cash flow from Operating Activities		
Net Profit before tax and extra ordinary items	(69.39)	(17.80)
Add: Non-Cash/ Non-Operating Expenses	-	-
Operating Profit before Working Capital Changes	(69.39)	(17.80)
Working Capital Changes		
(Increase)/Decrease in Current Assets other than cash and cash equivalents	-	(0.10)
Increase/(Decrease) in Current Liabilities	68.49	17.90
Cash generated from Operations	**68.49**	**0.00**
Less: Income Tax Paid	-	-
Net Cash flows from Operating activities	(0.90)	0.00
Cash flows from Investing Activities		
Purchase of Property, Plant and Equipment, Intangible assets and Investment property	-	-
property	-	-
Changes in Long-term loans and advances	-	-
Net Cash Utilized in Investing Activities	-	-
Cash flows from Financing Activities		
Finance costs	-	-
Share capital money received	-	1.00
Net Cash utilized in Financing Activities	-	1.00
Net Increase/ Decrease in Cash & Cash Equivalents	(0.90)	1.00
Opening Balance of Cash & Cash Equivalents	1.00	-
Closing Balance of Cash & Cash Equivalents	0.10	1.00

In terms of our report of even date
For Vasan & Sampath LLP
Chartered Accountants
Firm Registration Number: 004542S/S200070

VASAN & SAMPATH LLP BANGALORE INDIA CHARTERED ACCOUNTANTS

Unnikrishnan Menon
Partner
Membership No. 205703

Place : Bengaluru
Date : 28th May, 2024

ROSSELL TECHSYS LIMITED

Harsh Mohan Gupta
Director
DIN. 00065973

Place : New Delhi
Date : 28th May, 2024

N. K. Khurana
Company Secretary
Membership No. FCS 2173

Place : Kolkata
Date : 28th May, 2024

Rossell Techsys Limited
Notes forming part of the financial statements for the year ended 31st March, 2024

1 Corporate Information

Rossell Techsys Limited (the Company) is a Public Limited Company incorporated and domiciled in India. The Company was incorporated on 6th December, 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 as per the Scheme of Arrangement (Note 5) already approved by the Board earlier and received NOC from Stock Exchanges/ SEBI. The Scheme has also been approved by Hon'ble NCLT, Kolkata Bench, pending filing of Certified Copy with the Registrar of Companies, West Bengal. Accordingly, the Company has not taken up any Business Activity as yet.

2 Basis of Preparation

These financial statements have been prepared in accordance with Indian Accounting Standard (Ind AS) as per Companies (Indian Accounting Standards) Rules, 2015 (as amended) notified under Section 133 of the Companies Act, 2013 (the Act) and the other relevant provisions of the Act and Rules made thereunder.

3 Basis of Measurement

The financial statement has been prepared on the historical cost basis.

4 Since the Company has not taken up any Business Activity as yet, the Accounting Policies are still being worked out in accordance with Indian Accounting Standard (Ind AS) as per Companies (Indian Accounting Standards) Rules, 2015 (as amended) notified under Section 133 of the Companies Act, 2013 (the Act) and the other relevant provisions of the Act and Rules made thereunder. However, expenses on formation, demerger and Company related expenses has been accounted for on accrual and prudent basis.

5 The Board of Directors of the Company at their Meeting held on 16th December, 2022 approved the Scheme of Arrangement ("the Scheme") between Rossell India Limited ("the Demerged Company") and Rossell Techsys Limited ("the Resulting Company") and their respective shareholders under the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 involving demerger of Rossell Techsys Division from the Demerged Company into the Resulting Company and cancellation and reduction of existing share capital of Resulting Company.

The Appointed Date set out in the Scheme is 1st April, 2023. The Stock Exchanges have already issued earlier their No Objection/ Observation Letters and the application made to Hon'ble NCLT, Kolkata for approval of this Scheme has recently been disposed. However the Scheme has not become effective due to non-receipt of and filing of the certified copy of the Order passed by the Hon'ble Tribunal with the Registrar of companies, West Bengal.

ROSSELL TECHSYS LIMITED

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VASAN & SAMPATH LLP
BANGALORE
INDIA
CHARTERED ACCOUNTANTS

(Amount in Lakhs unless otherwise stated)

6. Other non current financial assets

	As at 31st March, 2024	As at 31st March, 2023
Security Deposits		
- Unsecured, considered good	0.10	0.10
Total	**0.10**	**0.10**

7. Cash and cash equivalents

	As at 31st March, 2024	As at 31st March, 2023
Balances with banks		
- In current accounts	0.10	1.00
Total	**0.10**	**1.00**

ROSSELL TECHSYS LIMITED

VASAN & SAMPATH LLP BANGALORE INDIA CHARTERED ACCOUNTANTS

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(Amount in Lakhs unless otherwise stated)

8. Equity Share Capital

	As at 31st March, 2024		As at 31st March, 2023	
	Number of shares	Amount	Number of shares	Amount
Authorized				
Equity Share of INR 2 each	60,000,000	1,200	60,000,000	1,200
TOTAL	60,000,000	1,200	60,000,000	1,200
Issued, Subscribed & Paid Up Capital				
Equity Share of INR 2 each	50,000	1.00	50,000	1.00
TOTAL	50,000	1.00	50,000	1.00

8 (a)- Reconciliation of the number of shares subscribed and amount outstanding at the beginning and at the end of the reporting period:

	As at 31st March, 2024		As at 31st March, 2023	
	Number of shares	Amount	Number of shares	Amount
A) Equity Shares				
Number of shares at the beginning of the period	50,000	1.00	-	-
Add: Number of shares issued during the period	-	-	50,000	1.00
Number of Shares at the end of the period	50,000	1.00	50,000	1.00

8 (b)- Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of INR 2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in INR. The dividend if proposed by the Board of Directors is subject to shareholders approval in the ensuing Annual General Meeting. In the event of liquidation of the Company, the equity share holders will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, if any, in proportion to the number of equity shares held by the shareholders

8. (c)- Shares held by holding/ultimate holding company and/or their subsidiaries/associates

	As at 31st March, 2024		As at 31st March, 2023	
	Number of shares	Amount	Number of shares	Amount
Equity shares of INR 2 each fully paid up held by				
a. Holding company				
Rossell India Limited and its nominees	50,000	1.00	50,000	1.00
Total	50,000	1.00	50,000	1.00

8. (d)- Shares in the company held by each shareholder holding more than 5 per cent.

	As at 31st March, 2024		As at 31st March, 2023	
Class of shares / Name of shareholder	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares of INR 2 each fully paid-up held by-				
Rossell India Limited and its nominees 100%	50,000	100%	50,000	100%
TOTAL	50,000	100%	50,000	100%

8. (i)Shareholding of Promoters

Shares held by promoters at the end of the year					% Change during the year
Promoter Name	As at 31st March, 2024		As at 31st March, 2023		
	No. of shares*	% of total shares	No. of shares*	% of total shares	
Rossell India Limited and its nominees	50,000	100%	50,000	100%	0%
Total					

9. Other Equity

	As at 31st March, 2024	As at 31st March, 2023
Retained Earnings		
Opening balance	(17.80)	-
Add: Profit / (Loss) for the year	(69.39)	(17.80)
Closing Balance	(87.19)	(17.80)

ROSSELL TECHSYS LIMITED

VASAN & SAMPATH LLP BANGALORE INDIA CHARTERED ACCOUNTANTS

(Amount in Lakhs unless otherwise stated)

10.Other current liabilities

	As at 31st March, 2024	As at 31st March, 2023
Others		
- Due to Rossell India Limited		
A/c Rossell Tea	0.04	17.74
A/c Rossell Techsys	75.93	-
- Liability for Expenses	0.25	0.12
- Statutory Dues (Withholding Taxes)	10.17	0.04
TOTAL	**86.39**	**17.90**

ROSSELL TECHSYS LIMITED

VASAN & SAMPATH LLP BANGALORE INDIA CHARTERED ACCOUNTANTS

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(Amount in Lakhs unless otherwise stated)

	For the year ended 31st March, 2024	For the year ended 31st March, 2023
11. Employee benefits expense		
Director Remuneration	43.10	-
TOTAL	**43.10**	**-**
12. Other expenses		
Demerger Expenses	25.30	6.33
Professional Fees	0.36	0.34
Rates and Taxes	0.05	-
Auditor's Remuneration (Refer Note Below)	0.25	0.10
Advertisements	0.04	-
Miscellaneous Expenses	0.29	0.02
Preliminary Expenses Written off	-	11.01
TOTAL	**26.29**	**17.80**
Note : Break-up of Auditors' Remuneration		
As Statutory Audit	0.25	0.10
For Other Services *	-	0.30
	0.25	**0.40**

* Includes Nil (2023 - INR 0.30 Lakhs) which is included in Demerger Expenses

ROSSELL TECHSYS LIMITED

VASAN & SAMPATH LLP BANGALORE INDIA CHARTERED ACCOUNTANTS

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13. Ratios

Ratios	Numerator	Denominator	Ratio 2023-24	Ratio 2022-23	%variance	Reason for variance (greater than 25%)
Current ratio	Total current assets	Total current liabilities	0.00:1	0.06:1	-98%	*The company is yet to be operational and the expenses of Demerger are accrued.*

Note : Other ratios as per clause (xiv) of Division II of Schedule III of the Companies Act, 2013 are not applicable as the Company is yet to commence its business operations (Note 4).

ROSSELL TECHSYS LIMITED

VASAN & SAMPATH LLP BANGALORE INDIA CHARTERED ACCOUNTANTS

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(Amount in Lakhs unless otherwise stated)

14. Financial risk management

Since the company is yet to commence its business operations (Note 4), the financial risks cannot be identified at this stage.

15. Financial instruments

Particulars	Current Year			Previous Year		
	Amortised costs	FVTOCI	FVTPL	Amortised costs	FVTOCI	FVTPL
Non Current financial assets						
- Other non current financial assets	0.10	-	-	0.10	-	-
Current financial assets						
- Cash and cash equivalents	0.10	-	-	1.00	-	-

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ROSSELL TECHSYS LIMITED

VASAN & SAMPATH LLP BANGALORE INDIA CHARTERED ACCOUNTANTS

16. Related Party Disclosures

Names of related parties and description of relationship with the Company	Name
Parent Company	Rossell India Limited
Key Management Personnel (KMP)	1. Mr. R. M. Gupta - Managing Director 2. Mr. H. M. Gupta - Director 3. Ms. Samara Gupta - Director 4. Mrs. Vinita Gupta - Director 5. Mr. N. K. Khurana - Company Secretary

Transactions with Related Parties during the year

Related Party	Nature	Current Year	Previous Year
Rossell India Limited	Transactions for amounts incurred towards the share of Demerger Expenses and KMP compensation.	69.15	17.74
	KMP Compensation		
Rishab Mohan Gupta	Short-term employee benefits	43.10	-
TOTAL		**112.25**	**17.74**

Balance due to related parties:

Related Party	Nature	Current Year	Previous Year
Rossell India Limited	Due to parent company for amounts incurred towards the share of Demerger Expenses and KMP compensation.	75.97	17.74
TOTAL		**75.97**	**17.74**

Note:

1) Related party transactions were made on terms equivalent to those that prevail in arm's length transactions

17. Earnings/(Loss) per Share

Particulars	Current Year	Previous Year
Nominal Value of equity share (INR)	2	2
Basic EPS		
Weighted average number of equity shares outstanding	50,000.00	50,000.00
Profit / (Loss) after Taxation	(69.39)	(17.80)
Earnings Per Share (INR)	**(138.78)**	**(35.59)**
Diluted EPS		
Weighted average number of equity shares outstanding	50,000.00	50,000.00
Profit/(Loss) after Taxation as above	(69.39)	(17.80)
Adjusted profit/(loss) for calculation of diluted EPS	(69.39)	(17.80)
Diluted Earnings Per Share (INR) as computed (refer note below)	**(138.78)**	**(35.59)**

Note: In accordance with the Ind AS -33 :Earning Per Share, after considering the impact of dilutive potential equity shares, loss per share decreases and therefore, the same are anti-dilutive, hence not considered for computation of diluted EPS.

ROSSELL TECHSYS LIMITED

VASAN & SAMPATH LLP CHARTERED ACCOUNTANTS BANGALORE INDIA

18. Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

There are no Micro and Small Scale Business Enterprises to whom the company owes dues as at 31st March, 2024. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

19. Crypto Currency or Virtual Currency

The Company does not have any transition or balance in crypto currency or virtual currency.

20. The figures of the previous year have been regrouped and reclassified wherever necessary.

In terms of our report attached.
For Vasan & Sampath LLP
Chartered Accountants
Firm Registration Number: 004542S

VASAN & SAMPATH LLP BANGALORE INDIA CHARTERED ACCOUNTANTS

ROSSELL TECHSYS LIMITED

Unnikrishnan Menon
Partner
Membership No. 205703

Place : Bengaluru
Date : 28th May, 2024

Harsh Mohan Gupta
Director
DIN. 00065973

Place : New Delhi
Date : 28th May, 2024

N. K. Khurana
Company Secretary
Membership No. FCS 2173

Place : Kolkata
Date : 28th May, 2024

RAGHAVAN, CHAUDHURI & NARAYANAN
Chartered Accountants

Second Floor, Casa Capitol,
Wood Street, Ashoknagar,
Bangalore - 560 025.
Phone : 2556 7578 /
2551 4771 / 4140 4830

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) issuedby 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.

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

#48, "ISHITA", 2nd & 3rd Floor, 2nd Main Road, Vyalikaval, Bengaluru - 560 003.
Tel/Fax : 2336 1121 / 2336 1030 / 2336 1120

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.

RAGHAVAN CHAUDHURI & NARAYANAN ★ Chartered Accountants

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

RAGHAVAN CHAUDHURI & NARAYANAN ★ Chartered Accountants

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. Liabilties			
	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

Date: September 25, 2024

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

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

ROSSELL TECHSYS LIMITED

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

Date: September 25, 2024

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

RAGHAVAN CHAUDHURI & NARAYANAN ★ Chartered Accountants

ROSSELL TECHSYS LIMITED ★

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
		3,203.88
Operating Profit before Working Capital Changes		
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 Progess	(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**

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Managing Director
Place : Dubai, UAE

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Non-Executive Director
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RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

ROSSELL TECHSYS LIMITED

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**

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Date: September 25, 2024

ROSSELL TECHSYS LIMITED

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

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.

ROSSELL TECHSYS LIMITED

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

ROSSELL TECHSYS LIMITED

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.

ROSSELL TECHSYS LIMITED

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.

ROSSELL TECHSYS LIMITED

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.

ROSSELL TECHSYS LIMITED

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]

ROSSELL TECHSYS LIMITED

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.

ROSSELL TECHSYS LIMITED

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.

ROSSELL TECHSYS LIMITED

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.

ROSSELL TECHSYS LIMITED

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 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.

ROSSELL TECHSYS LIMITED

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

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 asat 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

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 asat 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

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

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

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

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 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 :		
	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 repayble 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

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 impaire	-	-	-	-	-	-	-
April 1, 2024	**920.41**	**3,646.81**	**150.35**	**3.09**	**-**	**-**	**4,720.66**

ROSSELL TECHSYS LIMITED

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

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

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

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 remunaration 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 Amortizaton**	
	Depreciation on Property, Plant and Equipment	677.45
	Amortization of Other Intagible Assets	218.09
	Total	**895.54**
24	**Other Expenses***	
	Business Development	930.03
	Repairs & Mainatance	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 & Devlopment	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

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

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

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

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

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 signficant influence

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

ROSSELL TECHSYS LIMITED

(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 it 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

(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 fundaments 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

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

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

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 Dollar1 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

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 therfore previous year information not provided.

ROSSELL TECHSYS LIMITED

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 Comphrehensive 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**

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

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

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

Date: September 25, 2024

RAGHAVAN, CHAUDHURI & NARAYANAN
Chartered Accountants

Second Floor, Casa Capitol,
Wood Street, Ashoknagar,
Bangalore - 560 025.
Phone : 2556 7578 /
2551 4771 / 4140 4830

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) issuedby 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.

RAGHAVAN CHAUDHURI & NARAYANAN ★ Chartered Accountants

#48, "ISHITA", 2nd & 3rd Floor, 2nd Main Road, Vyalikaval, Bengaluru - 560 003.
Tel/Fax : 2336 1121 / 2336 1030 / 2336 1120

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.

RAGHAVAN CHAUDHURI & NARAYANAN ★ Chartered Accountants

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 RestatedConsolidated 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.

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

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 andRegistrar 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

RAGHAVAN CHAUDHURI & NARAYANAN
Chartered Accountants

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
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		-	-
	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
B	**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, Chaudhuri & Narayanan**
Chartered Accountants
Firm Regn No 007761

RAGHAVAN CHAUDHURI & NARAYANAN ★ Chartered Accountants

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

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

Date: September 25, 2024

ROSSELL TECHSYS LIMITED ★

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
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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

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
		3,227.38
Operating Profit before Working Capital Changes		
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 Progess	(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**

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Non-Executive Director
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V Sathyanarayanan
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Date: September 25, 2024

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

ROSSELL TECHSYS LIMITED

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					Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	Remeasurement of Employees' Obligations	Impairment of Investment	Foreign Currency Translation Reserve	Attributable to Owners of the Parents	Non Controlling Interest	
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
Adjument 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**

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Managing Director
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Date: September 25, 2024

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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.

ROSSELL TECHSYS LIMITED

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

ROSSELL TECHSYS LIMITED

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.

ROSSELL TECHSYS LIMITED

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.

ROSSELL TECHSYS LIMITED

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

ROSSELL TECHSYS LIMITED

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

ROSSELL TECHSYS LIMITED

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.

ROSSELL TECHSYS LIMITED

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.

ROSSELL TECHSYS LIMITED

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.

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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.

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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.

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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 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.

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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.

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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.

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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

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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 asat 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

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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**

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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**

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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**

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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**

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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**

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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%

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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

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

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 Amortizaton**	
	Depreciation on Property, Plant and Equipment	677.45
	Amortization of Other Intagible Assets	218.09
	Total	**895.54**
23	**Other Expenses ***	
	Repairs & Mainatance	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 & Devlopment	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

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 foreing sunbsidiary	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

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 signficant influence

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

ROSSELL TECHSYS LIMITED

(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

(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 fundaments 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

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

(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

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 therfore previous year information not provided.

ROSSELL TECHSYS LIMITED

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 Comphrehensive 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**

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

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

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

Date: September 25, 2024

RAGHAVAN, CHAUDHURI & NARAYANAN
Chartered Accountants

Second Floor, Casa Capitol,
Wood Street, Ashoknagar,
Bangalore - 560 025.
Phone : 2556 7578 /
2551 4771 / 4140 4830

Independent Auditors' Examination Report on the Restated Interim Condensed Standalone statements of assets and liabilities as at September 30, 2024, Restated Interim Condensed standalone statement of profits and losses (including other comprehensive income), Restated Interim Condensed Standalone changes in equity and Restated Interim Condensed Standalone statement of cash flows along with standalone statement of material accounting policies and other explanatory information of Rossell Techsys Limited for the period ended September 30, 2024 (the " Restated Interim Condensed 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:

1. We have examined the attached Restated Interim Condensed 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 October 25, 2024 to examine these Restated Interim Condensed Standalone Financial Information. The Restated Interim Condensed Standalone Financial Information, which have been approved by the board of directors of the Company at their meeting held on November 12, 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) issuedby the Institute of Chartered Accountants of India (**"ICAI"**), (the **"Guidance Note"**).

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

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

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

#48, "ISHITA", 2nd & 3rd Floor, 2nd Main Road, Vyalikaval, Bengaluru - 560 003.
Tel/Fax : 2336 1121 / 2336 1030 / 2336 1120

Auditors' Responsibilities

3. We have examined such Restated Interim Condensed Standalone Financial Information taking into consideration:

   a) The terms of reference and terms of our engagement agreed with you vide our engagement letter dated October 25, 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 Interim Condensed 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 Interim Condensed Standalone Financial Information

4. These Restated Interim Condensed Standalone Financial Information have been compiled by the management of the company from the books of accounts of Rossell India Limited (Demerged entity), and the Company as at and for the period ended September 30, 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 of the company at their meetings held on November 12, 2024.

5. We have not audited any financial statements of the Company as of any date or for any period subsequent to September 30, 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 September 30, 2024.

6. 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.

7. The Restated Interim Condensed Standalone Financial Information do not reflect the effects of events that occurred subsequent to the audited financial statements mentioned in paragraph 4 above.

8. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

RAGHAVAN CHAUDHURI & NARAYANAN
Chartered Accountants

9. 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 : November 12, 2024
UDIN : 24027716BKCNTA9282

ROSSELL TECHSYS LIMITED

RESTATED CONDENSED STANDALONE BALANCE SHEET AS AT SEPTEMBER 30, 2024

(INR in Lakhs)

Particulars	Note No.	As at September 30, 2024	As at March 31, 2024
I. ASSETS			
1. Non-current assets			
a) Property, Plant and Equipment	2(i)	9,628.64	9,672.92
b) Capital work-in-progress	2(ii)	651.66	526.12
c) Other Intangible Assets	3(i)	1,317.17	641.80
d) Intangible Assets under Development	3(ii)	197.87	497.04
c) Financial Assets			
i. Investments	4	75.13	75.13
ii. Other Non Financial Assets	5	0.20	0.10
Total Non-Current Assets		**11,870.67**	**11,413.11**
2. Current assets			
a) Inventories	6	22,882.56	17525.78
b) Financial Assets			
i. Trade Receivables	7	5,617.41	6,125.86
ii. Cash and Cash Equivalents	8	202.68	75.71
c) Other Current Assets	9	1,202.54	858.76
Total Current Assets		**29,905.19**	**24,586.11**
TOTAL ASSETS		**41,775.86**	**35,999.22**
II. EQUITY AND LIABILITIES			
1. Equity			
a) Equity Share Capital	10	753.93	753.93
b) Other Equity	11	11,325.83	11,825.33
Total Equity		**12,079.76**	**12,579.26**
2. Liabilities			
a) Non-Current Liabilities			
i. Financial Liabilities			
Borrowings	12	-	499.82
ii. Deferred Tax Liabilities (Net)		266.80	415.77
Total Non-Current Liabilities		**266.80**	**915.59**
b) Current Liabilities			
i. Financial Liabilities			
Borrowings	13	19,556.80	16251.82
Trade Payables	14		
- Total outstanding dues of micro enterprises and small enterprises		154.78	199.85
- Total outstanding dues other than micro enterprises and small enterprises		7,013.79	3,918.94
Other Financial Liabilities	15	107.93	100.52
ii. Other Current Liabilities	16	2,299.25	1736.49
iii. Current Tax Liabilities (Net)		296.75	296.75
Total Current Liabilities		**29,429.30**	**22,504.37**
Total Liabilities		**29,696.10**	**23,419.96**
TOTAL EQUITY AND LIABILITIES		**41,775.86**	**35,999.22**
Material Accounting Policies and additional notes	1		

for **and on behalf of the Board of Directors**

Rishab Mohan Gupta
Managing Director
DIN:05259454
Place : Bengaluru
Date: November 12, 2024

Digant Parikh
Non-Executive Director
DIN: 00212589
Place : Bengaluru
Date: November 12, 2024

Jayanth V
Chief Financial Officer
PAN: AIHPJ2244A
Place : Bengaluru
Date: November 12, 2024

As per our report annexed
for **Raghavan, Chaudhuri & Narayanan**
Chartered Accountants
Firm Regn. No.007746S

V Sathyanarayanan
Partner
Membership No.:027716
Place: Bengaluru
Date: November 12, 2024
UDIN : 24027716BKCNTA9282

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

ROSSELL TECHSYS LIMITED

ROSSELL TECHSYS LIMITED

RESTATED CONDENSED STANDALONE PROFIT AND LOSS STATEMENT FOR THE PERIOD ENDED SEPTEMBER 30, 2024

(INR in Lakhs)

SL No	Particulars	Note No.	For the Period ended September 30, 2024	For the Year ended March 31, 2024
I	Revenue from operations	17	9,587.87	21,687.99
II	Other Income	18	107.56	294.68
III	**Total Income**		**9,695.43**	**21,982.67**
IV	**Expenses**			
	Cost of materials consumed	19	5,785.85	10,951.25
	Changes in inventories of finished goods, work-in-process and Stock- in-Trade	20	(617.56)	371.50
	Employee benefit expense	21	2,466.14	4,147.16
	Finance cost	22	686.72	1,193.19
	Depreciation and amortization expense	23	478.20	895.54
	Other expenses	24	1,488.01	3,028.79
	Total Expenses		**10,287.36**	**20,587.43**
V	**Profit/ (Loss) before exceptional items and tax (III - IV)**		**(591.93)**	**1,395.24**
VI	Exceptional items - income / (expense)		-	0
VII	**Profit/ (Loss) before tax (V+VI)**		**(591.93)**	**1,395.24**
VIII	**Income Tax expense:**			
	(i) Current Tax	25	-	296.75
	(ii) Deferred Tax - Charge / (Credit)	26	(148.98)	1.35
	Total Tax Expense		**(148.98)**	**298.10**
IX	**Profit (Loss) for the Period**		**(442.95)**	**1,097.14**
X	**Other Comprehensive Income**			
	Items that will not be reclassified to profit or loss			
	(i) Remeasurements of post-employment defined benefit obligations		-	(3.17)
	(ii) Changes in Fair Value of FVOCI Equity instruments		-	0.80
	Other Comprehensive Income for the period, net of tax		-	(2.37)
	Total comprehensive income for the period (IX+X)		**(442.95)**	**1,094.77**
	Earning per Equity Share: [Nominal Value per share : Rs.2/ (Previous Year : Rs.2)]			
	(1) Basic	27	(1.18)	2.90
	(2) Diluted	27	(1.18)	2.90
	Material Accounting Policies and additional notes	1		

for **and on behalf of the Board of Directors**

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

Rishab Mohan Gupta	**Digant Parikh**	**Jayanth V**	**V Sathyanarayanan**
Managing Director	Non-Executive Director	Chief Financial Officer	Partner
DIN:05259454	DIN: 00212589	PAN: AIHPJ2244A	Membership No.:027716
Place : Bengaluru	Place : Bengaluru	Place : Bengaluru	Place: Bengaluru
Date: November 12, 2024	Date: November 12, 2024	Date: November 12, 2024	Date: November 12, 2024
			UDIN : 24027716BKCNTA9282

ROSSELL TECHSYS LIMITED

ROSSELL TECHSYS LIMITED
RESTATED CONDENSED STANDALONE CASHFLOW STATEMENT FOR THE PERIOD ENDED SEPTEMBER 30,2024

(INR in Lakhs)

Particulars	For the Period Ended September 30, 2024		For the Year Ended March 31, 2024	
A. Cash Flow from Operating Activities				
Profit Before Tax		**(591.93)**		**1,395.24**
Adjustment for :				
Depreciation and Amortization expense	478.20		895.54	
Finance Cost	686.72		1,193.19	
Net Gain on Foreign Currency Transaction and Translation	(107.56)		(294.68)	
Adjustment of Reserves			14.59	
(Profit)/ Loss on Disposal of Property, Plant and Equipment (Net)			(0.00)	
		1,057.36		**1,808.64**
Operating Profit before Working Capital Changes		**465.43**		**3,203.88**
Adjustment for :				
Trade Receivables, Loans, Advances and Other Assets	508.48		(1,406.47)	
Other current assets	(343.78)		(150.80)	
Other financial liabilities (excluding current maturities of debt)	7.41		(58.77)	
Other current liabilities	562.76		73.12	
Inventories	(5,356.78)		(3,452.83)	
Trade Payable, Other Liabilities and Provisions	3,049.78		1,876.72	
		(1,572.13)		**(3,119.03)**
Cash Generated from Operations		**(1,106.70)**		**84.85**
Direct Taxes (Net of refund)		-	-	-
Net Cash Flow from Operating Activities		**(1,106.70)**		**84.85**
B. Cash Flow from Investing Activities :				
Purchase of Property, Plant and Equipment & Intangible Asset	(305.98)		(281.33)	
Increase in Intangible assets	(803.33)		(415.91)	
Increase in Capital Work in Progess	(125.54)		(404.42)	
Increase/Decrease in Intangible Assets under Development	299.17		-	
Increase in Other Financial asset	(0.10)		-	
Sale of Property, Plant and Equipment	-		0.55	
Net Cash Flow from/(Used in) Investing Activities		**(935.78)**		**(1,101.11)**
C. Cash Flow from Financing Activities				
Proceeds of Working Capital Loan from Bank (Net)	3,304.98		2,983.63	
Repayment of Term Loan From Banks	(499.82)		(999.64)	
Payment of Interest/ Other Borrowing Cost	(686.72)		(1,193.19)	
Payment of Dividend	(56.55)		-	
Gain/ (Loss) on Foreign Currency Translations	107.56		294.68	
Net Cash Flow from Financing Activities		**2,169.45**		**1,085.48**
Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)		**126.97**		**69.22**
Cash and Cash Equivalents at the beginning of the Financial Year		75.71		6.49
Cash and Cash Equivalents at the end of the Period		**202.68**		**75.71**

for **and on behalf of the Board of Directors**

As per our report annexed
for **Raghavan, Chaudhuri & Narayanan**
Chartered Accountants
Firm Regn. No.007[illegible]

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

Rishab Mohan Gupta	**Digant Parikh**	**Jayanth V**	**V Sathyanarayanan**
Managing Director	Non-Executive Director	Chief Financial Officer	Partner
DIN:05259454	DIN: 00212589	PAN: AIHPJ2244A	Membership No.:027716
Place : Bengaluru	Place : Bengaluru	Place : Bengaluru	Place: Bengaluru
Date: November 12, 2024	Date: November 12, 2024	Date: November 12, 2024	Date: November 12, 2024
			UDIN : 24027716BKCNTA9282

ROSSELL TECHSYS LIMITED

ROSSELL TECHSYS LIMITED
RESTATED CONDENSED STANDALONE STATEMENT OF CHANGES IN EQUITY AS AT SEPTEMBER 30, 2024

(INR in Lakhs)

A. Equity Share Capital ***(Refer Note-10)***

Particulars	Amount
As at April 1, 2023	**753.93**
Changes in equity share capital during the period	-
As at March 31, 2024	**753.93**
Changes in equity share capital during the period	-
As at September 30, 2024	**753.93**

B. Other Equity ***(Refer Note -11)***

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 March 31, 2024	-	-	**10,730.56**	**1,097.14**	**(2.37)**	-	**11,825.33**
Profit for the period	-	-	-	(442.95)	-	-	**(442.95)**
Dividend Paid for FY 2023-24	-	-	(56.55)	-	-	-	**(56.55)**
As at September 30, 2024	-	-	**10,674.01**	**654.19**	**(2.37)**	-	**11,325.83**

for **and on behalf of the Board of Directors**

Rishab Mohan Gupta
Managing Director
DIN:05259454
Place : Bengaluru

Digant Parikh
Non-Executive Director
DIN: 00212589
Place : Bengaluru
Date: November 12, 2024

Jayanth V
Chief Financial Officer
PAN: AIHPJ2244A
Place : Bengaluru
Date: November 12, 2024

Date: November 12, 2024

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

V Sathyanarayanan
Partner
Membership No.:027716
Place: Bengaluru
Date: November 12, 2024
UDIN : 24027716BKCNTA9282

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

ROSSELL TECHSYS LIMITED

Material Accounting Policies and Other Notes to the Restated Interim Condensed Standalone Financial Information for the period ended September 30, 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.

ROSSELL TECHSYS LIMITED

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

1.1.2 Basis of Preparation

These Restated interim condensed standalone financial statements are prepared in compliance with Indian Accounting Standard (Ind AS) 34 Interim Financial Reporting, under the historical cost convention on accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ("the Act") and guidelines issued by the Securities and Exchange Board of India (SEBI). Accordingly, these Restated interim condensed standalone financial statements do not include all the information required for a complete set of financial statements. These Restated interim condensed standalone financial statements should be read in conjunction with the Restated Standalone Financial statements and related notes included in the Company's Restated Financial Statements for the year ended March 31, 2024. The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The material accounting policy information used in preparation of the audited Restated interim condensed standalone financial statements have been discussed in the respective notes

These Restated Interim Condensed Standalone 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.

ROSSELL TECHSYS LIMITED

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

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.

ROSSELL TECHSYS LIMITED

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

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.

ROSSELL TECHSYS LIMITED

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

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.

ROSSELL TECHSYS LIMITED

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

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]

ROSSELL TECHSYS LIMITED

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

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.

ROSSELL TECHSYS LIMITED

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

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 30th September, 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.

ROSSELL TECHSYS LIMITED

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

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.

ROSSELL TECHSYS LIMITED

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

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 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.

ROSSELL TECHSYS LIMITED

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

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

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ROSSELL TECHSYS LIMITED
NOTES TO RESTATED INTERIM CONDENSED STANDALONE FINANCIAL STATEMENTS

(INR in Lakhs)

Note-2
i.Property, Plant & Equipment as at September 30, 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 01-04-2024	1,327.82	7,043.53	2,637.60	1,252.71	279.98	23.87	717.70	**13,283.21**
Addition	-	-	231.90	26.27	-	-	47.79	**305.96**
Sub-total	**1,327.82**	**7,043.53**	**2,869.50**	**1,278.98**	**279.98**	**23.87**	**765.49**	**13,589.17**
Deletion	-	-	-	-	-	-	-	-
Total	**1,327.82**	**7,043.53**	**2,869.50**	**1,278.98**	**279.98**	**23.87**	**765.49**	**13,589.17**
Depreciation								
As at 01-04-2024	94.40	837.18	1,231.60	668.12	213.61	18.94	546.43	**3,610.28**
For the period	6.80	111.83	135.76	50.89	11.80	1.02	32.15	**350.25**
Sub-total	**101.20**	**949.01**	**1,367.36**	**719.01**	**225.41**	**19.96**	**578.58**	**3,960.53**
Withdrawn	-	-	-	-	-	-	-	-
Total	**101.20**	**949.01**	**1,367.36**	**719.01**	**225.41**	**19.96**	**578.58**	**3,960.53**
Net Carrying amount as at September 30, 2024	**1,226.62**	**6,094.52**	**1,502.14**	**559.97**	**54.57**	**3.91**	**186.91**	**9,628.64**

ii.Capital Work-In-Progress

Particulars	As at September 30, 2024
(a) Plant & equipment	621.10
(b) Others	30.56
Total	**651.66**

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(INR in Lakhs)

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

Description	Property, Plant & Equipment							
	Leasehold	Buildings	Plant &	Furniture &	Office	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 March 31, 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**

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ROSSELL TECHSYS LIMITED
NOTES TO RESTATED INTERIM CONDENSED STANDALONE FINANCIAL STATEMENTS

(INR in Lakhs)

Note-3
i.Intangible Assets as at September 30,2024

Description	R&D Intangible Asset (Know How)	Computer Software	Total
Gross Block			
As at April 1, 2024	705.98	818.65	1,524.63
Addition	803.33	-	803.33
Sub-total	**1,509.31**	**818.65**	**2,327.96**
Deletion	-	-	-
Total	**1,509.31**	**818.65**	**2,327.96**
Amortization			
As at 01-04-2024	167.21	715.62	882.83
For the period	92.21	35.75	127.96
Sub-total	**259.42**	**751.37**	**1,010.79**
Withdrawn	-		-
Total	**259.42**	**751.37**	**1,010.79**
Net Carrying amount as at September 30, 2024	**1,249.89**	**67.28**	**1,317.17**

ii.Intangible Assets Under Development
Ageing of Intangible Assets Under Developments as at September 30, 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	197.87				**197.87**

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ROSSELL TECHSYS LIMITED
NOTES TO RESTATED INTERIM CONDENSED STANDALONE FINANCIAL STATEMENTS

(INR 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 March 31, 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**

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NOTES TO RESTATED INTERIM CONDENSED STANDALONE FINANCIAL STATEMENTS

(INR in Lakhs)

Note No.	Particulars	As at September 30, 2024	As at March 31, 2024
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	0.20	0.10
	Total	**0.20**	**0.10**
6	**Inventories**		
	Raw Materials	21,431.20	16,691.98
	Work-in-Progress	1,299.54	771.54
	Finished Goods	151.82	62.26
	Total	**22,882.56**	**17,525.78**

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ROSSELL TECHSYS LIMITED
NOTES TO RESTATED INTERIM CONDENSED STANDALONE FINANCIAL STATEMENTS

(INR in Lakhs)

Note-7
Trade Receivables*

Particulars	As at September 30, 2024	As at March 31, 2024
Unsecured		
Trade Receivables Considered Good	5,617.41	6,125.86
Total	**5,617.41**	**6,125.86**

*Refer Note no 29 for receivable from related parties

As at September 30, 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	2,770.31	2,736.86	100.15	10.09			**5,617.41**
(ii) Undisputed Trade Receivables	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
As at September 30, 2024	**2,770.31**	**2,736.86**	**100.15**	**10.09**	**-**	**-**	**5,617.41**

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	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
As at March 31, 2024	**2,859.78**	**3,141.34**	**121.57**	**0.06**	**3.11**	**-**	**6,125.86**

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NOTES TO RESTATED INTERIM CONDENSED STANDALONE FINANCIAL STATEMENTS

(INR in Lakhs)

Note No.	Particulars	As at September 30, 2024	As at March 31, 2024
8	**Cash and Cash Equivalents**		
	Balance with Banks - Current Accounts	202.56	75.59
	Cash on hand	0.12	0.12
	Total	**202.68**	**75.71**
9	**Other Current Assets**		
	Advances to Suppliers, Service Providers etc.	299.35	188.97
	Other receivables	20.79	114.24
	Prepaid Expenses	219.39	124.27
	Input Tax Credit/ Refund (GST) Receivable	663.01	431.28
	Total	**1,202.54**	**858.76**

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ROSSELL TECHSYS LIMITED
NOTES TO RESTATED INTERIM CONDENSED STANDALONE FINANCIAL STATEMENTS

(INR in Lakhs)

Note-10
Share Capital

a) Details of authorized, issued and subscribed share capital

Particulars	As at September 30, 2024		As at 31st March, 2024	
	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 September 30, 2024		As at 31st March, 2024	
	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 period	**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 September 30, 2024		As at 31st March, 2024	
		No. of shares	% of Holding	No. of shares	% of Holding
Harsh Mohan Gupta	Equity	1,48,88,113	39.49%	1,48,88,113	39.49%
Rishab Mohan Gupta	Equity	66,62,598	17.67%	66,62,598	17.67%
Vinita Gupta	Equity	36,40,635	9.66%	36,40,635	9.66%
Harsh Mohan Gupta & Sons HUF	Equity	28,75,180	7.63%	28,75,180	7.63%

e) Promoters shareholding as on 31st March 2024

Name of Shareholders	Class of Shares	As at September 30, 2024		As at 31st March, 2024	
		No. of shares	% Holding	No. of shares	% Holding
Harsh Mohan Gupta	Equity	1,48,88,113	39.49%	1,48,88,113	39.49%
Rishab Mohan Gupta	Equity	66,62,598	17.67%	66,62,598	17.67%
Vinita Gupta	Equity	36,40,635	9.66%	36,40,635	9.66%
Harsh Mohan Gupta & Sons HUF	Equity	28,75,180	7.63%	28,75,180	7.63%
Harvin Estates Pvt. Limited	Equity	1,03,724	0.28%	1,03,724	0.28%
BMG Investment private Limited	Equity	12,447	0.03%	12,447	0.03%
Samara Gupta	Equity	15,536	0.04%	15,536	0.04%

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ROSSELL TECHSYS LIMITED
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(INR in Lakhs)

Note No.	Particulars	As at September 30, 2024	As at March 31, 2024
11	**Other Equity**		
	Reserves & Surplus		
	General Reserve	10,674.01	10,730.56
	Retained Earnings	654.19	1,097.14
	Other Comprehensive Income		
	Remeasurement of Employees' Obligations	-	(2.37)
	Total	**11,328.20**	**11,825.33**
12	**Non Current Borrowings**		
	Secured		
	Term Loans from Banks	999.64	1,499.46
	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**
13	**Current Borrowings**		
	Secured Loans repayble on demand from Banks		
	Cash Credit, Packing Credit and Demand Loans	17,057.16	13,752.18
	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 repayble on demand from Banks		
	Short-term Loan from Banks	1,500.00	1,500.00
	Total	**19,556.80**	**16,251.82**

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NOTES TO RESTATED INTERIM CONDENSED STANDALONE FINANCIAL STATEMENTS

(INR in Lakhs)

Note-14
Trade Payables*

Particulars	As at September 30, 2024	As at March 31, 2024
a) Total outstanding dues of micro enterprises and small enterprises (Refer Note Below)	154.78	199.85
b) Total outstanding dues other than micro enterprises and small enterprises	7,013.79	3,918.94
Total	**7,168.57**	**4,118.79**

* Refer Note no 29 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 September 30, 2024

Particulars	Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
MSME	154.78		-	-	**154.78**
Others	6,974.84	31.90	7.05	-	**7,013.79**
Disputed dues — MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
31st March, 2024	**7,129.62**	**31.90**	**7.05**	-	**7,168.57**

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	-	-	-	-	-
April 1,2023	**4,099.59**	**19.20**	-	-	**4,118.79**

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(INR in Lakhs)

Note No.	Particulars	As at September 30, 2024	As at March 31, 2024
15	**Other Financial Liabilities**		
	Interest accrued but not due on borrowings	54.76	54.97
	Capital Liabilities	53.17	45.55
	Total	**107.93**	**100.52**
16	**Other Current Liabilities**		
	Advances from Customers	1,626.64	1,142.03
	Statutory dues	114.59	102.03
	Liabilities for Expenses	497.26	416.46
	Other Payables	60.76	75.97
	Total	**2,299.25**	**1,736.49**

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ROSSELL TECHSYS LIMITED

ROSSELL TECHSYS LIMITED
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(INR in Lakhs)

Note No	Particulars	For the Period ended September 30, 2024	For the Year ended March 31, 2024
17	**Revenue from operations***		
	Sale of Products	8,907.86	19,904.73
	Sale of Services	678.51	1,415.34
	Other Operating Revenues	1.50	367.92
	Total (A+B+C)	**9,587.87**	**21,687.99**
	* Refer Note 29 for revenue from related parties		
18	**Other Income**		
	Net Gain on Foreign Currency Transactions and Translation	107.56	294.68
	Total	**107.56**	**294.68**
19	**Cost of Material Consumed**		
	Opening Stock Raw Materials	16,691.98	12,867.65
	Purchases*	10,515.26	14,775.58
			27,643.23
	Less: Closing Stock of Materials	21,421.39	16,691.98
	Consumption of Raw Materials and Componets	**5,785.85**	**10,951.25**
	*Refer Note 29 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	771.54	864.64
	Less: Stock of Work in Progress at the end of the period	1,299.54	771.54
	(Increase) / Decrease	**(528.00)**	**93.10**
	Stock of Finished Goods at the beginning of the year	62.26	340.66
	Less: Stock of Finished Goods at the end of the period	151.82	62.26
	(Increase) / Decrease	**(89.56)**	**278.40**
	Total	**-617.56**	**371.50**

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(INR in Lakhs)

Note No	Particulars	For the Period ended September 30, 2024	For the Year ended March 31, 2024
21	**Employee Benefits Expense***		
	Salaries, Wages and Bonus	2,071.09	3,377.05
	Contribution to Provident and other Funds	88.53	165.52
	Workmen and Staff Welfare	306.52	604.59
	Total	**2,466.14**	**4,147.16**
	* Refer Note No 29 for remunaration and contribution paid to related parties		
22	**Finance Cost**		
	Interest Cost on Financial Liabilities carried at amortised cost		
	On Term Loans	69.50	214.61
	On Working Capital Loans	617.22	978.58
	Total	**686.72**	**1,193.19**
23	**Depreciation and Amortizaton**		
	Depreciation on Property, Plant and Equipment	478.20	677.45
	Amortization of Other Intagible Assets	-	218.09
	Total	**478.20**	**895.54**
24	**Other Expenses***		
	Business Development	565.28	930.03
	Repairs & Mainatance	219.34	500.37
	Consumption of Stores and Spare Parts	83.10	240.79
	Traveling and Conveyance	105.24	305.67
	Legal and Professional Fees	118.06	274.88
	Selling Expenses	125.79	241.99
	R&D Exp. Research & Devlopment	22.46	183.81
	Insurance, Rates & Taxes	87.41	147.53
	Insurance	-	-
	Miscellaneous Expenses	161.33	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	**1,488.01**	**3,028.79**
	* Refer Note 29 for related party transactions		

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(INR in Lakhs)

Note No	Particulars	For the Period ended September 30, 2024	For the Year ended March 31, 2024
25	**Income Tax Expense**		
	A. Amount recognised in Profit and Loss Statement		
	Current Tax		
	Income Tax	-	296.75
	Total Current Tax	-	**296.75**
26	**Deferred Tax**		
	Decrease (increase) in deferred tax assets		-
	(Decrease) increase in deferred tax liabilities	(148.98)	1.35
	Total deferred tax expense / (benefit)	**(148.98)**	**1.35**
	Total Tax Expense	**(148.98)**	**298.10**
	Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:		
	Profit /Loss before tax expense	(591.93)	1,395.24
	Tax at the Indian tax rate of 25.17% **(A)**	(148.97)	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**	(148.97)	298.10
	Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
	Tax expense / (benefit)	**(148.97)**	**298.10**
27	**Earnings Per Share**		
	(a) Basic Earnings per Equity Share	(1.18)	2.90
	(b) Diluted Earnings per Equity Share	(1.18)	2.90
	(c) Weighted average number of Equity Shares used as the denominator in calculating Basic Earnings per share	3,76,96,475	3,76,96,475
28	**Contingent Liabilities And Commitments**		
(i)	**Estimated amount of Contingent Liabilities not provided for**		
	a) Bank Guarantees outstanding	1.66	1.66
(ii)	**Commitments**		
	Estimated amount of contracts to be executed on Capital Account and not provided for (net of Advances)	38.44	38.44

ROSSELL TECHSYS LIMITED

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

ROSSELL TECHSYS LIMITED
NOTES TO RESTATED INTERIM CONDENSED STANDALONE FINANCIAL STATEMENTS

(INR in Lakhs)

Note 29: Related Party Disclosure as per Ind AS 24 for the period ended September 30, 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 signficant influence

Key Manageraial 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 September 30, 2024	As at March 31, 2024
Services provided during the period	581.83	930.03
Purchase of Goods	36.30	258.62
Sale of Goods	-	18.51

iv. Outstanding Balances with Subsidiary

Rossell Techsys Inc.	As at September 30, 2024	As at March 31, 2024
Payable to Subsidiary Company at the end of the period	25.29	73.23

v.Transactions with Key Management Personnel:

Key Manageraial Personnel	Transaction	As at September 30, 2024	As at March 31, 2024
Rishab Mohan Gupta	Salary Expense	150.00	150.08
Jayanth Vishwanath	Salary Expense	27.00	54.70
Komal Sureshkumar Shrimankar	Salary Expense	11.00	2.40

ROSSELL TECHSYS LIMITED

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

ROSSELL TECHSYS LIMITED
NOTES TO RESTATED INTERIM CONDENSED STANDALONE FINANCIAL STATEMENTS

(INR in Lakhs)

Note 30 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.

Note:31 Post demerger of Techsys Division from Rossell India Limited (Demerged Company), the company has initiated the process of transferring the EOU licence of Techsys Division from the name of Rossell India Limited to the Company name. The process is ongoing as on the date of the balance sheet, therefore all the export sales made by the company subsequent to the date of demerger till the date of the balance sheet by the EOU have been declared in GST registration of Rossell Techsys division of Rossell India Limited.

Note:32 The company operates in only one segment - Engineering and Manufacturing in Aerospace and Defense

Note:33 Previous Year's figures have been regrouped / rearranged wherever considered appropriate to make them comparable with this period.

for **and on behalf of the Board of Directors**

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

Rishab Mohan Gupta	**Digant Parikh**	**Jayanth V**	**V Sathyanarayanan**
Managing Director	Non-Executive Director	Chief Financial Officer	Partner
DIN:05259454	DIN: 00212589	PAN: AIHPJ2244A	Membership No.:027716
Place : Bengaluru	Place : Bengaluru	Place : Bengaluru	Place: Bengaluru
Date: November 12, 2024	Date: November 12, 2024	Date: November 12, 2024	Date: November 12, 2024
			UDIN : 24027716BKCNTA9282

ROSSELL TECHSYS LIMITED

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

RAGHAVAN, CHAUDHURI & NARAYANAN
Chartered Accountants

Second Floor, Casa Capitol,
Wood Street, Ashoknagar,
Bangalore - 560 025.
Phone : 2556 7578 /
2551 4771 / 4140 4830

Independent Auditors' Examination Report on the Restated Interim Condensed Consolidated statements of assets and liabilities as at September 30, 2024, Restated Interim Condensed Consolidated statement of profits and losses (including other comprehensive income), Restated Interim Condensed Consolidated statement of cash flows and Restated Interim Condensed Consolidated statement of changes in equity along with Consolidated statement of material accounting policies and other explanatory information of Rossell Techsys Limited for period ended September 30, 2024 (the " Restated Interim Condensed 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 Interim Condensed 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 October 25, 2024 to examine these Restated Interim Condensed Consolidated Financial Information. The Restated Interim Condensed Consolidated Financial Information, which have been approved by the directors of the Company at their meeting held on November 12, 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) issuedby the Institute of Chartered Accountants of India ("ICAI"), (the "Guidance Note").

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

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

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

#48, "ISHITA", 2nd & 3rd Floor, 2nd Main Road, Vyalikaval, Bengaluru - 560 003.
Tel/Fax : 2336 1121 / 2336 1030 / 2336 1120

Auditors' Responsibilities

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

   a) The terms of reference and terms of our engagement agreed with you vide our engagement letter dated October 25, 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 Interim Condensed 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 Interim Condensed Consolidated Financial Information

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

   a) The books of accounts of Rossell India Limited (Demerged entity), and the Company as at and for the period ended September 30, 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 of the company at their meetings held on November 12, 2024.

   b) Unaudited financial statements and other financial information in relation to the Company's subsidiary included in the Restated Interim Condensed Consolidated Financial Information of the Group as at and for the period ended September 30, 2024.

Name of the Entity	Relationship	Period Unaudited
Rossell Techsys USA Inc., 2400 W Southern Ave Ste 103, Tempe, AZ 85282, USA (**Consolidated**)	Subsidiary	Period ended September 30, 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.

RAGHAVAN CHAUDHURI & NARAYANAN ★ Chartered Accountants

c) As indicated in Paragraph 4 (b) above, unaudited financial statements of subsidiary as at and for the period ended September 30, 2024, whose financial statements reflect total assets, total revenues and net cash inflows / (outflows) as tabulated below and included in the Restated Interim Condensed Consolidated Financial Information of the Group:

(Rs. In Lakhs)

As at and for the period ended	Total assets of subsidiary	Total revenue of subsidiary	Net cash inflow/ (outflow) of subsidiary
September 30, 2024	257.90	650.05	52.94

Our opinion on the Restated Interim Condensed 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.

5. We have not audited any financial statements of the Group of and the Company as of any date or for any period subsequent to September 30, 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 September 30, 2024.
6. 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.
7. The Restated Interim Condensed Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the audited financial statements mentioned in paragraph 4(a) above.
8. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
9. 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 andRegistrar 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

RAGHAVAN CHAUDHURI & NARAYANAN
Chartered Accountants

V. Sathyanarayanan
Partner
Membership No. 027716
Place : Bengaluru
Date : November 12, 2024
UDIN : 24027716BKCNSZ9070

ROSSELL TECHSYS LIMITED
RESTATED CONDENSED CONSOLIDATION BALANCE SHEET AS AT SEPTEMBER 30, 2024

(INR in Lakhs)

Sl. No	Particulars	Note No.	As at September 30, 2024	As at March 31, 2024
A	**ASSETS**			
	1. Non-current Assets			
	a) Property, Plant & Equipment	2(i)	9,628.67	9,672.92
	b) Capital work in progress	2(ii)	651.66	526.12
	c) Other Intangible Assets	3(i)	1,317.17	641.80
	d) Intangible Assets under Development	3(ii)	197.87	497.04
	e) Financial Assets			
	i. Other Financial Assets	4	7.67	7.53
	Total Non-Current Assets		**11,803.04**	**11,345.41**
	2. Current Assets			
	a) Inventories	5	22,888.64	17,545.31
	b) Financial Assets			
	i. Trade Receivables	6	5,625.11	6,127.73
	ii. Cash and Cash Equivalents	7	361.46	181.55
	c) Other Current Assets	8	1,192.06	874.12
	Total Current Assets		**30,067.27**	**24,728.71**
	Total Assets		**41,870.31**	**36,074.12**
B	**EQUITY AND LIABILITIES**			
	1. Equity			
	a) Equity Share Capital	9	753.93	753.93
	b) Other Equity	10	11,410.95	11,896.23
	Total Equity		**12,164.88**	**12,650.16**
	2. Liabilties			
	a. Non-Current Liabilities			
	i) Financial Liabilities			
	Borrowings	11	-	499.82
	ii) Deferred Tax Liabilities (net)		266.80	415.77
	Total Non-Current Liabilities		**266.80**	**915.59**
	b. Current Liabilities			
	i) Financial Liabilities			
	Borrowings	12	19,556.80	16,251.82
	Trade Payables	13		
	- Total outstanding dues of micro enterprises and		154.78	199.85
	- Total outstanding dues other than micro enterprises and small enterprises		7,021.06	3,968.02
	Other Financial Liabilities	14	107.93	100.52
	ii) Other Current Liabilities	15	2,301.31	1,691.41
	iii) Current Tax Liabilities (Net)		296.75	296.75
	Total Current Liabilities		**29,438.63**	**22,508.37**
	Total Liabilities		**29,705.43**	**23,423.96**
	Total Equity and Liabilities		**41,870.31**	**36,074.12**
	Material Accounting Policies and additional notes	1		

for **and on behalf of the Board of Directors**

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

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

Rishab Mohan Gupta	**Digant Parikh**	**Jayanth V**	**V Sathyanarayanan**
Managing Director	Non-Executive Director	Chief Financial Officer	Partner
DIN:05259454	DIN: 00212589	PAN: AIHPJ2244A	Membership No.:027716
Place : Bengaluru	Place : Bengaluru	Place : Bengaluru	Place: Bengaluru
Date: November 12, 2024	Date: November 12, 2024	Date: November 12, 2024	Date: November 12, 2024
			UDIN : 24027716BKCNSZ9070

ROSSELL TECHSYS LIMITED

ROSSELL TECHSYS LIMITED

RESTATED CONDENSED CONSOLIDATED PROFIT AND LOSS STATEMENT FOR THE PERIOD ENDED SEPTEMBER 30, 2024

(INR in Lakhs)

SL No	Particulars	Note No.	For the Period ended September 30, 2024	For the Year ended March 31, 2024
I	Revenue from operations	16	9,600.43	21,695.95
II	Other Income	17	126.91	294.68
III	**Total Income**		**9,727.34**	**21,990.63**
IV	**Expenses**			
	Cost of materials consumed	18	5,840.15	10,970.25
	Changes in inventories of finished goods, work-in-process and Stock-in-Trade	19	(617.56)	371.50
	Employee benefit expense	20	2,758.51	4,627.68
	Finance cost	21	686.72	1,193.19
	Depreciation and amortization expense	22	478.20	895.54
	Other expenses	23	1,139.83	2,513.73
	Total Expenses		**10,285.85**	**20,571.89**
V	**Profit/ (Loss) before exceptional items and tax (III - IV)**		**(558.51)**	**1,418.74**
VI	Exceptional items - income / (expense)		-	-
VII	**Profit/ (Loss) before tax (V+VI)**		**(558.51)**	**1,418.74**
VIII	**Tax expense:**			
	(i) Current Tax	24	-	296.75
	(ii) Deferred Tax - Charge / (Credit)	25	(148.98)	1.35
	Total Tax Expense		**(148.98)**	**298.10**
IX	**Profit (Loss) for the period**		**(409.53)**	**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 period, net of tax		-	(11.95)
	Total comprehensive income for the period (IX+X)		**(409.53)**	**1,108.69**
	Earning per Equity Share: [Nominal Value per share : Rs.2/ (Previous Year : Rs.2)]			
	(1) Basic	26	(1.09)	2.97
	(2) Diluted	26	(1.09)	2.97
	Material Accounting Policies and additional notes	1		

for **and on behalf of the Board of Directors**

Rishab Mohan Gupta
Managing Director
DIN:05259454
Place : Bengaluru
Date: November 12, 2024

Digant Parikh
Non-Executive Director
DIN: 00212589
Place : Bengaluru
Date: November 12, 2024

Jayanth V
Chief Financial Officer
PAN: AIHPJ2244A
Place : Bengaluru
Date: November 12, 2024

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

V Sathyanarayanan
Partner
Membership No.:027716
Place: Bengaluru
Date: November 12, 2024
UDIN : 24027716BKCNSZ9070

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

ROSSELL TECHSYS LIMITED

ROSSELL TECHSYS LIMITED
RESTATED CONDENSED CONSOLIDATED CASHFLOW STATEMENT FOR THE PERIOD ENDED SEPTEMBER 30, 2024

(INR in Lakhs)

Particulars	For the Period Ended September 30, 2024		For the Year Ended March 31, 2024	
A. Cash Flow from Operating Activities				
Profit Before Tax		**(558.51)**		**1,418.74**
Adjustment for :				
Depreciation and Amortization expense	478.20		895.54	
Finance Cost	686.72		1,193.19	
Net Gain on Foreign Currency Transaction and Translation	(126.91)		(294.68)	
Adjustment of Reserves	(19.20)		14.59	
		1,018.81		**1,808.64**
		460.30		**3,227.38**
Operating Profit before Working Capital Changes				
Adjustment for :				
Trade Receivables, Loans, Advances and Other Assets	502.63		(1,404.13)	
Other current assets	(317.94)		(166.06)	
Other financial liabilities (excluding current maturities of debt)	7.41		(58.77)	
Other current liabilities	609.90		28.04	
Foreign Currency Translation reserve	-		(13.92)	
Inventories	(5,343.33)		(3,460.83)	
Trade Payable, Other Liabilities and Provisions	3,007.97		1,973.87	
		(1,533.36)		**(3,101.79)**
Cash Generated from Operations		**(1,073.06)**		**125.59**
Direct Taxes (Net of refund)	-	-	-	-
Net Cash Flow from Operating Activities		**(1,073.06)**		**125.59**
B. Cash Flow from Investing Activities :				
Purchase of Property, Plant and Equipment & Intangible Asset	(305.98)		(281.33)	
Increase in Intangible assets	(803.33)		(415.91)	
Increase in Capital Work in Progess	(125.54)		(404.42)	
Increase in Intangible assets under development	299.17		-	
Increase in Other Non Financials Asset	(0.14)		-	
Sale of Property, Plant and Equipment	-		0.58	
Net Cash Flow from/ (Used in) Investing Activities		**(935.82)**		**(1,101.08)**
C. Cash Flow from Financing Activities				
Proceeds of Working Capital Loan from Bank (Net)	3,304.98		2,983.63	
Repayment of Term Loan From Banks	(499.82)		(999.64)	
Payment of Interest/ Other Borrowing Cost	(686.72)		(1,193.19)	
Payment of Dividend	(56.55)		-	
Gain/ (Loss) on Foreign Currency Translations	126.91		294.68	
Net Cash Flow from Financing Activities		**2,188.80**		**1,085.48**
Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)		**179.92**		**109.98**
Cash and Cash Equivalents at the beginning of the Financial Year		181.55		71.57
Cash and Cash Equivalents at the end of the period		**361.47**		**181.55**

for **and on behalf of the Board of Directors**

Rishab Mohan Gupta
Managing Director
DIN:05259454
Place : Bengaluru
Date: November 12, 2024

Digant Parikh
Non-Executive Director
DIN: 00212589
Place : Bengaluru
Date: November 12, 2024

Jayanth V
Chief Financial Officer
PAN: AIHPJ2244A
Place : Bengaluru
Date: November 12, 2024

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

V Sathyanarayanan
Partner
Membership No.:027716
Place: Bengaluru
Date: November 12, 2024
UDIN : 24027716BKCNSZ9070

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

ROSSELL TECHSYS LIMITED

ROSSELL TECHSYS LIMITED
RESTATED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY AS AT SEPTEMBER 30, 2024

(INR in Lakhs)

A. Equity Share Capital ***(Refer Note No. 9)***

Particulars	Amount
Restated balance as at April 1, 2023	**753.93**
Changes in equity share capital during the period	-
Restated balance as at March 31, 2024	**753.93**
Changes in equity share capital during the period	-
As at September 30, 2024	**753.93**

B. Other Equity ***(Refer Note No. 10)***

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 April 1, 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**
Adjument 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)**
As at March 31, 2024	-	-	**10,730.56**	**1,191.15**	**-2.37**	-	**(23.11)**	**11,896.23**		**11,896.23**
Profit for the period	-	-	-	(409.53)	-	-	-	**(409.53)**	-	**(409.53)**
Dividend for the FY 2023-24	-	-	-	(56.55)	-	-	-	**(56.55)**	-	**(56.55)**
Exchange Difference arising on consolidation	-	-	-	-	-	-	(19.20)	**(19.20)**	-	**(19.20)**
As at September 30, 2024	-	-	**10,730.56**	**725.07**	**(2.37)**	-	**(42.31)**	**11,410.95**	-	**11,410.95**

for **and on behalf of the Board of Directors**

Rishab Mohan Gupta
Managing Director
DIN:05259454
Place : Bengaluru
Date: November 12, 2024

Digant Parikh
Non-Executive Director
DIN: 00212589
Place : Bengaluru
Date: November 12, 2024

Jayanth V
Chief Financial Officer
PAN: AIHPJ2244A
Place : Bengaluru
Date: November 12, 2024

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

V. Sathyanarayanan
Partner
Membership No.:027716
Place: Bengaluru
Date: November 12, 2024
UDIN : 24027716BKCNSZ9070

ROSSELL TECHSYS LIMITED

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

Material Accounting Policies and Other Notes to the Restated Interim Condensed Consolidated Financial Information for the period ended September 30, 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.

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1.1.2 Basis of Preparation

These Restated interim condensed consolidated financial statements are prepared in compliance with Indian Accounting Standard (Ind AS) 34 Interim Financial Reporting, under the historical cost convention on accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ("the Act") and guidelines issued by the Securities and Exchange Board of India (SEBI). Accordingly, these Restated interim condensed consolidated financial statements do not include all the information required for a complete set of financial statements. These Restated interim condensed consolidated financial statements should be read in conjunction with the Restated Consolidated Financial statements and related notes included in the Company's Restated Financial Statements for the year ended March 31, 2024. The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The material accounting policy information used in preparation of the audited Restated interim condensed consolidated financial statements have been discussed in the respective notes

These Restated Interim Condensed 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 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 recognized 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 Interim Condensed 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

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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.

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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.

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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.

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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.

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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.

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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.

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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.

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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 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.

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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.

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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.

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ROSSELL TECHSYS LIMITED
NOTES TO RESTATED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(INR in Lakhs)

Note-2

i.Property, Plant & Equipment as at September 30, 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 01-04-2024	1,327.82	7,043.53	2,637.60	1,252.71	279.98	23.87	717.70	**13,283.21**
Addition	-	-	231.92	26.27	-	-	47.79	**305.98**
Sub-total	**1,327.82**	**7,043.53**	**2,869.52**	**1,278.98**	**279.98**	**23.87**	**765.49**	**13,589.19**
Deletion	-	-	-	-	-	-	-	-
Total	**1,327.82**	**7,043.53**	**2,869.52**	**1,278.98**	**279.98**	**23.87**	**765.49**	**13,589.19**
Depreciation								
As at 01-04-2024	94.40	837.18	1,231.60	668.12	213.60	18.94	546.43	**3,610.27**
For the period	6.80	111.83	135.76	50.89	11.80	1.02	32.15	**350.25**
Sub-total	**101.20**	**949.01**	**1,367.36**	**719.01**	**225.40**	**19.96**	**578.58**	**3,960.52**
Withdrawn	-	-	-	-	-	-	-	-
Total	**101.20**	**949.01**	**1,367.36**	**719.01**	**225.40**	**19.96**	**578.58**	**3,960.52**
Net Carrying amount as at September 30, 2024	**1,226.62**	**6,094.52**	**1,502.16**	**559.97**	**54.58**	**3.91**	**186.91**	**9,628.67**

ii.Capital Work-In-Progress

Particulars	As at September 30, 2024
(a) Plant & equipment	621.10
(b) Others	30.56
Total	**651.66**

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NOTES TO RESTATED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(INR 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	**94.40**	**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 March 31, 2024	**1,233.42**	**6,206.34**	**1,406.00**	**584.59**	**66.38**	**4.92**	**171.26**	**9,672.92**

ii.Capital Work-In-Progress

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

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ROSSELL TECHSYS LIMITED
NOTES TO RESTATED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(INR in Lakhs)

Note-3
i.Intangible Assets as at September 30,2024

Description	R&D Intangible Asset (Know How)	Computer Software	Total
Gross Block			
As at 01-04-2024	705.98	818.65	1,524.63
Addition	803.33	-	803.33
Sub-total	**1,509.31**	**818.65**	**2,327.96**
Deletion	-	-	-
Total	**1,509.31**	**818.65**	**2,327.96**
Amortization			
As at 01-04-2024	167.21	715.62	882.83
For the period	92.21	35.75	127.96
Sub-total	**259.42**	**751.37**	**1,010.79**
Withdrawn	-		-
Total	**259.42**	**751.37**	**1,010.79**
Net Carrying amount as at September 30, 2024	**1,249.89**	**67.28**	**1,317.17**

ii.Intangible Assets Under Development
Ageing of Intangible Assets Under Developments as at September 30, 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	197.87				**197.87**

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NOTES TO RESTATED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(INR in Lakhs)

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 March 31, 2024	**538.77**	**103.03**	**641.80**

ii.Intangible Assets Under Development

Ageing of Intangible Assets Under Developments as at March 31, 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

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

ROSSELL TECHSYS LIMITED
NOTES TO RESTATED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note No.	Particulars	As at September 30, 2024	As at March 31, 2024
4	**Other Non-Financial Assets**		
	Security Deposits		
	- Unsecured, considered good	0.20	0.10
	- Other Deposits	7.47	7.43
	Total	**7.67**	**7.53**
5	**Inventories**		
	Raw material	21,437.28	16,711.51
	Work-in-Progress	1,299.54	771.54
	Finished Goods	151.82	62.26
	Total	**22,888.64**	**17,545.31**

ROSSELL TECHSYS LIMITED

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

ROSSELL TECHSYS LIMITED
NOTES TO RESTATED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(INR in Lakhs)

Note-6
Trade Receivable

Particulars	As at September 30, 2024	As at March 31, 2024
Unsecured		
Trade Receivables Considered Good *	5,625.11	6,127.73
Total	**5,625.11**	**6,127.73**

* Refer Note 28 for receivables from related parties

Ageing as at September 30, 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	2,770.31	2,744.56	100.15	10.09	-	-	**5,625.11**
(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	-	-	-	-	-	-	-
Total	**2,770.31**	**2,744.56**	**100.15**	**10.09**	**-**	**-**	**5,625.11**

Ageing 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	-	-	-	-	-	-	-
Total	**2,859.78**	**3,143.21**	**121.57**	**0.06**	**3.11**	**-**	**6,127.73**

ROSSELL TECHSYS LIMITED

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

ROSSELL TECHSYS LIMITED
NOTES TO RESTATED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note No.	Particulars	As at September 30, 2024	As at March 31, 2024
7	**Cash and Cash Equivalents**		
	Cash on hand	0.12	0.12
	Balance with Banks - Current Accounts	361.34	181.43
	Total	**361.46**	**181.55**
8	**Other Current Assets**		
	Advances to Suppliers, Service Providers etc.	279.18	200.41
	Other receivables	20.79	118.16
	Prepaid Expenses	229.08	124.27
	Input Tax Credit/ Refund (GST) Receivable	663.01	431.28
	Total	**1,192.06**	**874.12**

ROSSELL TECHSYS LIMITED

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

ROSSELL TECHSYS LIMITED
NOTES TO RESTATED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(INR in Lakhs)

Note-9

Share Capital

a) Details of authorized, issued and subscribed share capital

Particulars	As at September 30, 2024		As at March 31, 2024	
	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 September 30, 2024		As at March 31, 2024	
	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 period	**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 September 30, 2024		As at March 31, 2024	
		No. of shares	% of Holding	No. of shares	% of Holding
Harsh Mohan Gupta	Equity	1,48,88,113	39.49%	1,48,88,113	39.49%
Rishab Mohan Gupta	Equity	66,62,598	17.67%	66,62,598	17.67%
Vinita Gupta	Equity	36,40,635	9.66%	36,40,635	9.66%
Harsh Mohan Gupta & Sons HUF	Equity	28,75,180	7.63%	28,75,180	7.63%

e) Promoters shareholding as on March 31, 2024

Name of Shareholders	Class of Shares	As at September 30, 2024		As at March 31, 2024	
		No. of shares	% Holding	No. of shares	% Holding
Harsh Mohan Gupta	Equity	1,48,88,113	39.49%	1,48,88,113	39.49%
Rishab Mohan Gupta	Equity	66,62,598	17.67%	66,62,598	17.67%
Vinita Gupta	Equity	36,40,635	9.66%	36,40,635	9.66%
Harsh Mohan Gupta & Sons HUF	Equity	28,75,180	7.63%	28,75,180	7.63%
Harvin Estates Pvt. Limited	Equity	1,03,724	0.28%	1,03,724	0.28%
BMG Investment private Limited	Equity	12,447	0.03%	12,447	0.03%
Samara Gupta	Equity	15,536	0.04%	15,536	0.04%

ROSSELL TECHSYS LIMITED

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

ROSSELL TECHSYS LIMITED
NOTES TO RESTATED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note No.	Particulars	As at September 30, 2024	As at March 31, 2024
10	**Other Equity**		
	Reserves & Surplus		
	General Reserve	10,730.56	10,730.56
	Retained Earnings	725.07	1,191.15
	Other Comprehensive Income		
	Remeasurement of Employee's Obligation	(2.37)	(2.37)
	Foreign Currency Translation Reserve	(42.31)	(23.11)
		11,410.95	**11,896.23**
11	**Non Current Borrowings**		
	Secured		
	Term Loans from Banks	999.64	1,499.46
	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**
12	**Current Borrowings**		
	Secured Loans repayble on demand from Banks		
	Cash Credit, Packing Credit and Demand Loans	17,057.16	13,752.18
	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	1,500.00
	Total	**19,556.80**	**16,251.82**

ROSSELL TECHSYS LIMITED

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

ROSSELL TECHSYS LIMITED
NOTES TO RESTATED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(INR in Lakhs)

Note-13
Trade Payable

Particulars	As at September 30, 2024	As at 31st March 2024
Trade Payables		
a) Total outstanding dues of micro enterprises and small enterprises (Refer Note Below)	154.78	199.85
b) Total outstanding dues other than micro enterprises and small enterprises	7,021.06	3,968.02
Total	**7,175.84**	**4,167.87**

* 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:

Ageing as at September 30, 2024

Particulars	Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
MSME	154.78	-	-	-	**154.78**
Others	6,982.11	31.90	7.05	-	**7,021.06**
Disputed dues — MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	**7,136.89**	**31.90**	**7.05**	**-**	**7,175.84**

Ageing 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	-	-	-	-	-
Total	**4,148.67**	**19.20**	**-**	**-**	**4,167.87**

ROSSELL TECHSYS LIMITED

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

ROSSELL TECHSYS LIMITED
NOTES TO RESTATED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note No.	Particulars	As at September 30, 2024	As at March 31, 2024
14	**Other Financial Liabilities**		
	Interest accrued but not due on borrowings	54.76	54.97
	Capital Liabilities	53.17	45.55
	Total	**107.93**	**100.52**
15	**Other Current Liabilities**		
	Advances from Customers	1,626.64	1,142.03
	Statutory dues	116.65	56.95
	Liabilities for Expenses	497.26	416.46
	Other Payables	60.76	75.97
	Total	**2,301.31**	**1,691.41**

ROSSELL TECHSYS LIMITED

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

ROSSELL TECHSYS LIMITED
NOTES TO RESTATED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(INR in Lakhs)

Note No	Particulars	For the Period ended September 30, 2024	For the Year Ended 31st March 2024
16	**Revenue from operations***		
	Sale of Products	8,920.42	19,908.66
	Sale of Services	678.51	1,415.34
	Other Operating Revenues	1.50	371.95
	Total (A+B+C)	**9,600.43**	**21,695.95**
	* Refer Note no 29 for revenue from related parties		
17	**Other Income**		
	Net Gain on Foreign Currency Transactions and Translation	126.91	294.68
	Total	**126.91**	**294.68**
18	**Cost of Material Consumed**		
	Opening Stock Raw Materials	16,691.98	12,879.18
	Purchases*	10,569.56	14,802.58
		-	27,681.76
	Less: Closing Stock of Materials	21,421.39	16,711.51
	Consumption of Raw Materials and Componets	**5,840.15**	**10,970.25**
	* Refer Note no 29 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	771.54	864.64
	Less: Stock of Work in Progress at the end of the period	1,299.54	771.54
	(Increase) / Decrease	**(528.00)**	**93.10**
		-	-
	Stock of Finished Goods at the beginning of the year	62.26	340.66
	Less: Stock of Finished Goods at the end of the period	151.82	62.26
	(Increase) / Decrease	**(89.56)**	**278.40**
	Total	**(617.56)**	**371.50**

ROSSELL TECHSYS LIMITED

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

ROSSELL TECHSYS LIMITED
NOTES TO RESTATED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(INR in Lakhs)

Note No	Particulars	For the Period ended September 30, 2024	For the Year Ended 31st March 2024
20	**Employee Benefits Expense***		
	Salaries, Wages and Bonus	2,314.75	3,777.30
	Contribution to Provident and other Funds	137.24	245.79
	Workmen and Staff Welfare	306.52	604.59
	Total	**2,758.51**	**4,627.68**
	* Refer Note No 29 for remunaration and contribution paid to related parties		
21	**Finance Cost**		
	Interest Cost on Financial Liabilities carried at amortised cost		
	On Term Loans	69.50	214.61
	On Working Capital Loans	617.22	978.58
	Total	**686.72**	**1,193.19**
22	**Depreciation and Amortizaton**		
	Depreciation on Property, Plant and Equipment	478.20	677.45
	Amortization of Other Intagible Assets	-	218.09
	Total	**478.20**	**895.54**
23	**Other Expenses***		
	Business Development	-	-
	Repairs & Mainatance	228.87	502.15
	Consumption of Stores and Spare Parts	83.10	244.84
	Traveling and Conveyance	105.24	417.51
	Legal and Professional Fees	195.88	430.35
	Selling Expenses	125.79	292.20
	R&D Exp. Research & Devlopment	22.46	186.13
	Insurance, Rates & Taxes	102.43	226.32
	Miscellaneous Expenses	276.06	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	**1,139.83**	**2,513.73**
	*Refer Note 28 for related party transactions		

ROSSELL TECHSYS LIMITED

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

ROSSELL TECHSYS LIMITED
NOTES TO RESTATED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(INR in Lakhs)

Note No	Particulars	For the Period ended September 30, 2024	For the Year Ended 31st March 2024
24	**Income Tax Expense**		
	A. Amount recognised in Profit and Loss Statement		
	Current Tax		
	Income Tax	-	296.75
	Total Current Tax	-	296.75
25	**Deferred Tax**		
	Decrease (increase) in deferred tax assets		-
	(Decrease) increase in deferred tax liabilities	(148.98)	1.35
	Total deferred tax expense / (benefit)	**(148.98)**	**1.35**
	Total Tax Expense	**(148.98)**	**298.10**
	Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:		
	Profit /Loss before tax expense	(558.51)	1,418.74
	Less: Profit attributable to Subsidairy	33.42	23.50
	Net	(591.93)	1,395.24
	Tax at the Indian tax rate of 25.17% **(A)**	(148.97)	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**	(148.97)	298.10
	Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
	Tax expense / (benefit)	**(148.97)**	**298.10**
26	**Earnings Per Share**		
	(a) Basic Earnings per Equity Share	(1.09)	2.97
	(b) Diluted Earnings per Equity Share	(1.09)	2.97
	(c) Weighted average number of Equity Shares used as the denominator in calculating Basic Earnings per share	3,76,96,475	3,76,96,475
27	**Contingent Liabilities And Commitments**		
(i)	**Estimated amount of Contingent Liabilities not provided for**		
	a) Bank Guarantees outstanding	1.66	1.66
(ii)	**Commitments**		
	Estimated amount of contracts to be executed on Capital Account and not provided for (net of Advances)	38.44	38.44

ROSSELL TECHSYS LIMITED

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

ROSSELL TECHSYS LIMITED
NOTES TO RESTATED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(INR in Lakhs)

Note 28: Related Party Disclosure as per Ind AS 24 for the period ended September 30, 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 signficant influence

Key Manageraial 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 September 30, 2024	As at March 31, 2024
Services provided during the period	581.83	930.03
Purchase of Goods	36.30	258.62
Sale of Goods	-	18.51

iv. Outstanding Balances with Subsidiary

Rossell Techsys Inc.	As at September 30, 2024	As at March 31, 2024
Payable to Subsidiary Company at the end of the year	25.29	73.23

v.Transactions with Key Management Personnel:

Key Manageraial Personnel	Transaction	As at September 30, 2024	As at March 31, 2024
Rishab Mohan Gupta	Salary Expense	150.00	150.08
Jayanth Vishwanath	Salary Expense	27.00	54.70
Komal Sureshkumar Shrimankar	Salary Expense	11.00	2.40

ROSSELL TECHSYS LIMITED for

RAGHAVAN CHAUDHURI & NARAYANAN Chartered Accountants

ROSSELL TECHSYS LIMITED
NOTES TO RESTATED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(INR in Lakhs)

Note 30 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.

Note:31 Post demerger of Techsys Division from Rossell India Limited (Demerged Company), the company has initiated the process of transferring the EOU licence of Techsys Division from the name of Rossell India Limited to the Company name. The process is ongoing as on the date of the balance sheet, therefore all the export sales made by the company subsequent to the date of demerger till the date of the balance sheet by the EOU have been declared in GST registration of Rossell Techsys division of Rossell India Limited.

Note:32 The company operates in only one segment - Engineering and Manufacturing in Aerospace and Defense

Note:33 Previous Year's figures have been regrouped / rearranged wherever considered appropriate to make them comparable with this period.

for **and on behalf of the Board of Directors**

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

Rishab Mohan Gupta	**Digant Parikh**	**Jayanth V**	**V Sathyanarayanan**
Managing Director	Non-Executive Director	Chief Financial Officer	Partner
DIN:05259454	DIN: 00212589	PAN: AIHPJ2244A	Membership No.:027716
Place : Bengaluru	Place : Bengaluru	Place : Bengaluru	Place: Bengaluru
Date: November 12, 2024	Date: November 12, 2024	Date: November 12, 2024	Date: November 12, 2024
			UDIN : 24027716BKCNSZ9070