



Date: February 18, 2025

To,

BSE Limited,
20th Floor, P.J. Towers,
Dalal Street,
Mumbai - 400001.
BSE Scrip Code: 544294National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051
NSE Scrip Symbol: ROSSTECH**Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) – Postal Ballot Notice.**

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the Listing Regulations and all other applicable Listing Regulations, please find attached the Postal Ballot Notice dated February 06, 2025, along with the explanatory statement, seeking approval of the members of the Company, by way of remote e-voting process (“E-voting”) for:

1. Appointment of Mr. Talari Suvarna Raju (DIN: 05183617) as an independent director of the company (Approval Sought: Special Resolution).

Postal Ballot Notice is being sent only through electronic mode to all the members names that appear on the register of members / register of beneficial owners, as on Friday, February 14, 2024 (“Cut-off Date”), received from the Depositories and whose e-mail address is registered with the Company / Company’s Registrar and Transfer Agent / Depository Participants / Depositories. The Company has engaged the services of National Securities Depository Limited (NSDL), as an agency to provide e-voting facilities.

The e-voting facility will be available during the following period:

Commencement of e-voting period	February 20, 2025
Conclusion of e-voting period	March 21, 2025
Cut-off date for eligibility to vote	February 14, 2025

The Postal Ballot Notice is also available on the Company's website at <https://rosselltechsys.com/investor-relations/general-meetings/>.

Kindly take the above intimation on record.

Thank you,

For Rosell Techsys LimitedKOMAL SURESH
SHRIMANKAR
Digitally signed by KOMAL
SURESH SHRIMANKAR
Date: 2025.02.18 09:34:14
+05'30'Komal Shrimankar
Company Secretary
Membership No. A47702

Encl.: a/a

**NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To the Members of the Company,

Notice is hereby given pursuant to the provisions of Sections 110 and 108 of the Companies Act 2013 ("Act") and Rule 20, 22 of the Companies (Management and Administration) Rules, 2014, as amended ("Rules") and other applicable provisions of the Act, as amended and the rules, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India ("the MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions set out below are proposed for approval by the members of Rossell Techsys Limited/the Company by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Company to all its members to cast their votes electronically:

SL. NO.	PARTICULARS
1.	Appointment of Mr. Talari Suvarna Raju (DIN: 05183617) as an Independent Director of the Company

An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/ rationale thereof form part of this Postal Ballot Notice ("the Notice" or "the Postal Ballot"). In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant("DP").

The Company has appointed Mr. Pramod S M (FCS Membership No. 7834 and Certificate of Practice No.13784), Practicing Company Secretary as the Scrutinizer and Mr. Biswajit Ghosh, (FCS Membership No. 8750 and Certificate of Practice No. 8239), Practicing Company Secretary, as an alternate scrutinizer to Mr. Pramod S M, for conducting the Postal Ballot, through e-voting process in a fair and transparent manner.

The Company has engaged the services of National Securities Depository Limited (NSDL) as the agency to provide e-voting facility. Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting period	February 20, 2025
Conclusion of e-voting period	March 21, 2025
Cut-off date for eligibility to vote	February 14, 2025

The Scrutinizer will submit his report to the Chairman of the Company ("Chairman") or any other person authorized by the Chairman, and the result will be announced within two working days from the conclusion of the e-voting period i.e. on or before 5.00 PM IST on March 25, 2025 and will be displayed on the Company's website at www.rosselltechsys.com and the website of NSDL at www.evoting.nsdl.com. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company. The last date of e-voting, i.e. March 21, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

**SPECIAL BUSINESS****Item No. 1: APPOINTMENT OF MR. TALARI SUVARNA RAJU (DIN: 05183617) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT in accordance with the provisions of Sections 152, 161, 149, and 150, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing regulations”), (including any statutory modification(s) thereof for the time being in force), and such other laws, rules, regulations, and guidelines as may be applicable from time to time, and subject to the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee (“Committee”) of the Board, Mr. Talari Suvarna Raju (DIN: 05183617), who was appointed by the Board of Directors as an Additional Director (Designated as Non-Executive Independent Director) with effect from February 6, 2025 in terms of the provisions of Section 161 of the Act and who has submitted a declaration that he meets the criteria of independence in accordance with Section 149(6) and 149(7) of the Act and Regulation 16(1)(b) and Regulation 25(8) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member proposing his candidature for the office of director be and is hereby appointed as an Independent Director of the Company to hold the office for a term of 2 (Two) consecutive years from February 6, 2025 to February 5, 2027 (both dates inclusive) and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 197, read with Schedule V and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder, and the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Talari Suvarna Raju be paid such fees, remuneration, and profit-related commission as may be approved by the Board, based on the recommendation of the Nomination and Remuneration Committee of the Company from time to time, in conformity with the applicable provisions of laws, rules, and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/or any of the Key Managerial Personnel of the Company for the time-being, be and are hereby jointly or severally authorized to do all such acts, deeds, matters and things and take such steps which are necessary, expedient or desirable in this regard.”

By order of the Board of Directors
For **Rosell Techsys Limited**

Sd/-
Komal Shrimankar
Company Secretary
(ACS: 47702)

Bangalore, February 6, 2024

Registered office Address:
Jindal Towers, Block B, 4th Floor 21/1A/3,
Darga Road, Kolkata -700017,
West Bengal, India,

Corporate Office Address:
No. 58-C, Road No. 2,
Hi-Tech Defence and Aerospace Park,
Behind KIADB Industrial Area, Devanahalli,
Bengaluru - 562765, Karnataka, India

**Notes:**

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations are attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on February 14, 2025 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to members for this Postal Ballot. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
3. Once the vote on the resolution is cast by the member, he/ she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off Date fixed for the purpose.
4. This Postal Ballot Notice will also be available on the Company's website at www.rosselltechsys.com, websites of the Stock Exchange, i.e., BSE Limited at www.bseindia.com and National Stock Exchange of India Limited ("NSE"): www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com
5. The e-voting period commences at 9:00 a.m. (IST) on February 20, 2025 and ends at 5:00 p.m. (IST) on March 21, 2025. The e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.
6. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., March 21, 2025. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
7. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. March 21, 2025. Members may send their requests to investors@rosselltechsys.com or www.evoting.nsdl.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
8. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.rosselltechsys.com) duly filled and signed along with requisite supporting documents to C B Management Services Private Limited Registrars and share transfer agent of the Company at rta@cbmsl.com with a copy marked to Company at investors@rosselltechsys.com.
9. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended ("SEBI Master Circular"), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
10. SEBI has mandated furnishing of PAN, KYC details (i.e. Postal Address with PIN Code, email address, mobile number, bank account details etc.) and nomination details by holders of physical securities in prescribed forms. In view of the same, Shareholders holding shares in physical form are requested to submit their PAN, full KYC details and Nomination details in prescribed Form at the earliest. Further, they are also requested to dematerialize their shareholding at the earliest, as pursuant to SEBI Circular, any investor



service requests including transfer/ transmissions requests shall be processed in dematerialized mode only. Request for dematerialization can be submitted to C B Management Services Private Limited, RTA of the Company

11. Procedure for e-voting:

1. The instructions and other information relating to e-voting are as under:

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

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



	<p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> </p> <p style="text-align: center;"> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing Myeasi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

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

- B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**



6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.**How to cast your vote electronically on NSDL e-Voting system?**

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pramod@bmpandco.com and alternative scrutinizer at: biswajit@bmpandco.com with a copy marked to evoting@nsdl.com and Company at investors@rosselltechsys.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on: 022 - 4886 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to C B Management Services Private Limited Registrars



- and share transfer agent of the Company at ra@cbmsl.com with a copy marked to Company at investors@rosselltechsys.com .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to C B Management Services Private Limited Registrars and share transfer agent of the Company at ra@cbmsl.com with a copy marked to Company at investors@rosselltechsys.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
 3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
12. The Board of Directors has appointed Mr. Pramod S.M. (FCS Membership No. 7834 and Certificate of Practice No.13784), Practicing Company Secretary as the Scrutinizer and Mr. Biswajit Ghosh, (FCS Membership No. 8750 and Certificate of Practice No. 8239), Practicing Company Secretary, as an alternate scrutinizer to Mr. Pramod S.M as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
13. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id pramod@bmpandco.com and alternative scrutinizer at: biswajit@bmpandco.com with a copy marked to www.evoting.nsdl.com and Company at investors@rosselltechsys.com. The scanned image of the above-mentioned documents should be in the naming format "**Rossell Techsys Limited - Postal Ballot - 2024-25**".

The results of the electronic voting shall be declared to the Stock Exchanges after the closure of e-voting. The results along with the Scrutinizer's Report, shall also simultaneously be communicated to the Stock Exchanges and will also be displayed on the website of the Company at www.rosselltechsys.com.

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER:**

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

Item No. 1

To comply with the adequate number of independent directors on the Board and considering the expertise & diverse experience of Mr. Talari Suvarna Raju and pursuant to the provisions of Section 152, 149, 150 and 161 of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors approved the appointment as Independent Director of the Company for the following terms which is subject to approval of the Members:

Appointment of Mr. Talari Suvarna Raju (DIN: 05183617) as an Independent Director of the Company to hold the office for a term of two (2) consecutive years commencing from February 6, 2025 to February 5, 2027 (both dates inclusive).

In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act and Regulation 25(2A) of the Listing Regulations, the appointment of Independent Directors requires approval of the members by passing Special Resolution. Additionally, in accordance with Regulation 17 (1C) of listing regulations, the listed entity shall ensure that approval of shareholders for appointment of a person on the board of directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier:

The detailed profile of Mr. Talari Suvarna Raju, as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, are enclosed as Annexure A, which forms part of this Notice.

Mr. Talari Suvarna Raju has given his consent for his appointment as Independent Director and has declared that he meets the criteria of independence as provided in Section 149(6) and other applicable provisions of the Act and rules framed thereunder, as well as Regulation 16(1)(b), Regulation 25(8), and other applicable provisions of SEBI Listing Regulations. Also, as per confirmation received from him, he is not disqualified from being re-appointed as Directors in terms of Section 164 of the Companies Act, 2013 and is not debarred from holding the office of Director by any order of SEBI or any other authority. Furthermore, Mr. Talari Suvarna Raju has confirmed that his name is registered in the database for Independent Directors.

In terms of Section 160 of the said Act, a notice in writing has been received from the Members of the Company signifying their intention to propose aforesaid Director candidature for the office of Director of the Company. The Director is not liable to retire by rotation.

Additional information containing the details of Directorship, membership in committees in other companies, expertise, experience, knowledge, and educational qualification including brief profile in respect of Mr. Talari Suvarna Raju pursuant to the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings is provided as Annexure A to this notice.

He shall be paid sitting fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings, and profit-related commission if any approved by the members in conformity with Section 197 of the Act. A copy of the draft letter for the appointment of the Independent Director setting out the terms and conditions of his appointment is available for inspection by the members of the Company at its Registered Office during normal business hours on all working days (except Saturday and Sunday).

In the opinion of the Board of Directors, Mr. Talari Suvarna Raju, proposed to be appointed as an Independent Director, fulfil the conditions specified in the Companies Act, 2013 and the rules made thereunder read with Schedule IV of Companies Act, 2013 and Regulations 17 A of SEBI (Listing Obligations and Disclosure



Requirements) Regulations, 2015, and the Company has received declaration of his independence that he is independent of the management.

Except Mr. Talari Suvarna Raju none of the other Directors and Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financially or otherwise, in the Resolution as set out in item No. 1 to the Notice. The Board considers that their skills, integrity, expertise, and experience would immensely benefit the Company, and accordingly recommends the approval of Members as Special Resolution.

Annexure A

Additional Information of Directors being appointed as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India

Mr. Talari Suvarna Raju (DIN: 05183617)

Name of the Director	Mr. Talari Suvarna Raju
Director Identification Number (DIN)	05183617
Date of birth/age	August 06, 1958/ 66 years
Date of first appointment in the Company	February 6, 2025
Educational Qualification	BE (Mechanical), MBA (Marketing) and MPhil (Defence Strategic studies), PG Diploma in Intellectual Property Rights (IPR)
Experience (including expertise in specific functional area) / Brief Resume	Mr. T. Suvarna Raju is an alumnus of India's prestigious National Defence College with an M.Phil in Defence Strategic studies. A Mechanical Engineer by graduation and an MBA (Marketing) Mr. Raju also holds a PG Diploma in Intellectual Property Rights (IPR) from National Law School of India University. Mr. Raju joined HAL as a Management Trainee in June 1980 and retired as Chairman and Managing Director after spending nearly four decades in August 2018. He is a firm believer that best of technology can never be bought, it can only be developed. Mr. Raju is a recipient of Dr. Biren Roy Trust Award of the Aeronautical Society of India for his unstinted efforts in planning and establishment of new technologies at HAL. A "Fellow" of the Indian National Academy for Engineers (INAE), he was Chairman of the Aerospace and Aviation Sector Skill Council, Member of the National Aeronautics Coordination Group and First Member Secretary of the Design & Development Management Board (DDMB) established by MoD.
Terms and Conditions of Appointment	As per the appointment letter and resolution at item no.1 of the Postal Ballot Notice read with explanatory statement thereto, Mr. Talari Suvarna Raju is proposed to be appointed as Non-Executive Independent Director of the Company. He is required to comply with the applicable provisions of the Companies Act, and SEBI Regulations and other applicable laws.
Remuneration last drawn (FY2024-25)	NIL
Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending the meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013.



Shareholding in the Company (As on March 31, 2024 and December 31, 2024)	NIL
Relationship with other Directors / Key Managerial Personnel	He is not related to any other Director and / or Key Managerial Personnel of the Company
Number of meetings of the Board attended during the financial year 2023-24	N/A
Directorships of other Boards as on January 31st 2025	Supra Agri and Food Processing Technologies LLP (Designated partner)
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	NIL
Listed entities from which the Director has resigned in the past three years	NIL

By order of the Board of Directors
For **Rosell Techsys Limited**

Sd/-

Komal Shrimankar
Company Secretary
(ACS: 47702)

Bangalore, February 6, 2024

Registered office Address:

Jindal Towers, Block B, 4th Floor 21/1A/3,
Darga Road, Kolkata -700017,
West Bengal, India,

Corporate Office Address:

No. 58-C, Road No. 2,
Hi-Tech Defence and Aerospace Park,
Behind KIADB Industrial Area, Devanahalli,
Bengaluru - 562765, Karnataka, India