



Date: 16th December, 2022

The Department of Corporate Services BSE Limited Ground Floor, P. J. Towers Dalal Street, Fort Mumbai – 400 001 Scrip Code : 533168	National Stock Exchange of India Ltd. Listing Department, Exchange Plaza, Bandra-Kurla Complex Bandra (E), Mumbai – 400 051 Symbol: ROSSELLIND
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Dear Sir,

Sub: Compliance Report in terms of SEBI Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021.

It is hereby certified that the draft Scheme of Arrangement involving Rossell India Limited (Listed Company) (Demerged Company) and Rossell Techsys Limited (Unlisted Public Limited Company) (Resulting Company) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 (this Circular), including the following:

Sr. No.	Reference	Particulars	Status of Compliance
1	Regulations 17 to 27 of LODR	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied. The scheme does not violate, override or limit the provisions of security law or requirements of the Stock Exchanges in any manner
Requirements of this circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges.	Complied.
(b)	Para (I)(A)(2)	Conditions for Schemes of Arrangement involving unlisted entities	Will be complied to the extent applicable

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(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied. Enclosed as Annexure 'C1' with the Application.
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied. Enclosed as Annexure 'K1' and Annexure 'K2' with the Application.
(e)	Para (I)(A)(9) (as prescribed) Should be read as Para (I)(A)(10)	Provision of approval of public shareholders through e-voting	The provisions of approval of Public Shareholders through e-voting is not application. The required undertaking duly certified by the Statutory Auditors stating the reasons for non-applicability of Para I(A)(10) is attached as Annexure 'N' with the Application.

For Rossell India Limited

Nirmal Kumar Khurana
Company Secretary

For Rossell India Limited

Harsh Mohan Gupta
Managing Director

Certified that the transactions/accounting treatment provided in the draft Scheme of Arrangement involving Rossell India Limited (Listed Company) (Demerged Company) and Rossell Techsys Limited (Unlisted Public Limited Company) (Resulting Company) are in compliance with all the Accounting Standards applicable to a listed entity.

For Rossell India Limited

Nirmal Kumar Khurana
Director (Finance) – (CFO)

For Rossell India Limited

Harsh Mohan Gupta
Managing Director