



1st March, 2023

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| The Department of Corporate Services BSE Limited Ground floor, P. J. Towers Dalal Street, Fort Mumbai – 400 001, India Scrip Code: 533168 | National Stock Exchange of India Ltd. Listing Department, Exchange Plaza, Plot No. C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051, Symbol: ROSSELLIND |
|---|--|

Dear Sirs,

Sub.: Submission of No Objection Certificate (NOC) for the proposed Scheme of Arrangement between RosSELL India Limited (the Demerged Company or RIL) and RosSELL Techsys Limited (the Resulting Company or RTL) and their respective shareholders.

We write with reference to our application filed under Regulation 37 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the Scheme of Arrangement under Section 230 to 232 read with section 66 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, as may be applicable between RosSELL India Limited (**the Demerged Company or RIL**) and RosSELL Techsys Limited (**the Resulting Company or RTL**) and their respective shareholders ('Scheme' or 'the Scheme' or 'this Scheme'), subject to necessary statutory, regulatory and/or corporate approvals, as applicable.

We are pleased to advise you that in accordance with SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, the Company has now obtained the No Objection Certificates (NOCs) from all i.e. 100% of the secured lenders in value i.e. HDFC Bank Limited, The Federal Bank Limited, Yes Bank Limited and Kotak Mahindra Bank Limited.

Accordingly, we enclose herewith NOCs from all the aforesaid Secured Lenders (lending scheduled commercial banks/ financial institutions) of the Company as on date. Further kindly be advised that the Company doesn't have any debenture issued at any time.

| Bank Name | Working Capital Facility – fund/non-fund based (Rs. in Lakhs) | % in value of total limits | No Objection Certificates |
|-----------------------------|---|----------------------------|---------------------------|
| HDFC Bank Limited* | 8,149.00 | 34.90 | Attached |
| The Federal Bank Limited | 7,700.00 | 32.98 | Attached |
| Yes Bank Limited | 6,000.00 | 25.70 | Attached |
| Kotak Mahindra Bank Limited | 1,500.00 | 6.42 | Attached |
| Total | 23,349.00 | 100.00 | |

* Including Medium Term Loan – Rs.2,749 Lakhs outstanding as on date.



CONTINUATION



Also, note that these NOCs are being uploaded on the website of the Company at www.rossellindia.com/investor-information/ as required under the said SEBI circular dated November 23, 2021.

We request you to please take the same on record and provide us the No Objection Letter for the abovementioned Scheme of Arrangement at your earliest convenience.

Yours faithfully,

For **Rossell India Limited**


Nirmal Kumar Khurana
Company Secretary



Encl.: As stated above



We understand your world

HDFC Bank Ltd.
3A Gurusaday Road
Kolkata 700019

Date 01.03.2023

To
Rossell India Limited
Jindal Towers, Block B,
4th Floor , 21/1A/3, Darga Road,
Kolkata 700017

Dear Sir

Reg : NOC for the Scheme of Arrangement between Rossell India Limited and Rossell Techsys Limited.

Ref: Your Letter dated 26.12.2022

With Regard to the above, we are pleased to inform that HDFC Bank Ltd has Agreed to extend NOC for Scheme of Arrangement between Rossell India Limited (Demerged company) and Rossell Techsys Limited (Resulting company),

As per Scheme of Arrangement it is understood that the activities of Tea Production and sales will be with the demerged company and the activity of Aerospace and Defence will be with the Resulting company.

Please consider this as NOC for the Scheme of Arrangement.

For HDFC Bank Ltd.

HDFC BANK LTD.

NIRAJ JAIN
EMERGING CORPORATES GROUP
EMP. Code -N-14670
HDFC BANK HOUSE, KOL-19

www.hdfcbank.com

Regd. Office: HDFC Bank Ltd., HDFC Bank House, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013
Corporate Identity No.: L65920MH1994PLC080618

Corporate & Institutional Banking, Kolkata

CIB/SG/RIL/NOC-demerger/2023

16.01.2023

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

Dear Sir,

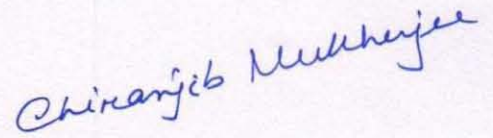
Reg: NOC for the Scheme of Arrangement between Rossell India Ltd & Rossell Techsys Ltd
Ref: Your letter dated 26.12.2022

With regard to the above, we are pleased to inform that Federal Bank has agreed to extend NOC for Scheme of Arrangement between Rossell India Ltd(Demerged company) and Rossell Techsys Ltd(Resulting company), where the activity of Tea production and sales will be with the demerged company and the activity of Aerospace and defense will be with the Resulting company, subject to the condition that the similar NOC to be obtained from all the lenders.

For The Federal Bank Ltd



Shuvajit Ghosh
Associate VP(Relationship)



Chiranjib Mukherjee
Head – CIB(East)

Date: February 13, 2023

To

Rossell India Ltd,
Jindal Towers, Block B,
4th Floor, 21/1A/3, Darga Road,
Kolkata, 700017

Sub: NOC for the Scheme of Arrangement between Rossell India Ltd and Rossell Techsys Ltd
(Ref: Letter dated December 26, 2022)

With regards to the above we are pleased to inform you that YES Bank Ltd has agreed to extend NOC for the Scheme of Arrangement between Rossell India Ltd (Demerged Company) and Rossell Techsys Ltd (Resulting Company), where the activity of Tea production and sales will be with the Demerged Company and the activity of Aerospace and Defense will be with the Resulting Company, subject to the following conditions:

- The Demerged Company will provide Corporate Guarantee to the Resulting Company for YES Bank Facilities
- YES Bank Ltd may seek additional security basis evaluation of financials and performance post implementation of the scheme of arrangement
- No change in any other terms and conditions sanctioned to Rossell India Ltd vide YBL/KOL/FL/465/2022-23 dated December 8, 2022 and previously accepted Facility Letter/s (including Addendum Facility Letter/s)

For YES Bank Ltd



Authorized Signatory



Kotak Mahindra Bank

AGRI-SME/202223/01748

17th February, 2023

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

Dear Sir,

Subject: NOC for the Scheme of Arrangement between Rossell India Ltd & Rossell Techsys Ltd
Ref: Your letter dated 26.12.2022

With regard to the above, we are pleased to inform that Kotak Mahindra Bank Limited has agreed to extend NOC for Scheme of Arrangement between Rossell India Ltd (Demerged company) and Rossell Techsys Ltd (Resulting company), where the activity of Tea production and sales will be with the demerged company and the activity of Aerospace and defense will be with the Resulting company, subject to the following conditions :

- Demerged Company will obtained similar NOC from all the lenders.
- No change in any other terms and conditions sanctioned to Rossell India Ltd vide AGRI-SME/202223/01748 dated 08.07.2022 and previously accepted facility letter/s (including Addendum Facility letter/s)

For Kotak Mahindra Bank Ltd



[Handwritten Signature]
FMB - 29245

Authorized Signatory

Kotak Mahindra Bank Ltd.
CIN: L65110MH1985PLC038137
22 No CAMAC Street, 5th Floor
B-Block, Kolkata - 700 016
West Bengal

T +91 033 68254101
www.kotak.com

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Bandra Kurla Complex,
Bandra (E), Mumbai 400051,
Maharashtra, India.