



25th July, 2023

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 Sirs,

Sub: Notice convening the Meeting of the Unsecured Creditors of Rosell India Limited pursuant to the Order of the Hon'ble National Company Law Tribunal, Kolkata Bench ('Hon'ble Tribunal' / 'NCLT') vide Order dated 13th July, 2023

Kindly be advised that, the Hon'ble National Company Law Tribunal, Kolkata Bench ('Hon'ble Tribunal' / 'NCLT') vide Order dated 13th July, 2023 passed in the Company Scheme Application No. CA(CAA)/137/KB/2023 ('Order'), has directed, *inter alia*, that a meeting of the Unsecured Creditors(Creditors) of the Rosell India Limited ("Company") be convened and held on **Friday, 25th August, 2023 at 4:00 P.M.** at the registered office of the Company situated at Jindal Towers, Block –B, 4th Floor, 21/1A/3, Darga Road, Kolkata 700017 to consider and, if thought fit, approve, with or without modification(s), the proposed Scheme of Arrangement between Rosell India Limited ("The Demerged Company") and Rosell Techsys Limited ("The Resulting Company") and their respective shareholders ('Scheme').

In compliance with the said Order, the meeting of the Unsecured Creditors of the Company is being convened on **Friday, 25th August, 2023 at 4:00 P.M. (IST)** at the registered office of the Company to consider, and if thought fit, pass, with or without modification(s), the resolution for approval of the Scheme by requisite majority as prescribed under Section 230(1) and 230(6) read with Section 232(1) of the Companies Act, 2013.

In terms of Regulation 30 read with Para A, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Notice convening said Meeting along with its Annexures.

This Notice along with its Annexures are also available on the website of the Company at www.rossellindia.com and on the website of the National Securities Depository Limited at www.evoting.nsdl.com.

The aforesaid documents have been dispatched yesterday (i.e. 24th July, 2023), electronically to those Creditors whose e-mail IDs are registered/available with the Company and sent by post whose e-mail IDs are not registered/available with the Company.

You are requested to take the above on records.

Yours faithfully,
For **ROSSELL INDIA LTD.**



NIRMAL KUMAR KHURANA
DIRECTOR (FINANCE) AND
COMPANY SECRETARY

Encl: As above



ROSSELL INDIA LIMITED

CIN: L01132WB1994PLC063513

Registered Office: Jindal Towers, Block 'B', 4th Floor

21/1A/3, Darga Road, Kolkata - 700 017, Website: www.rossellindia.com

Phone: 033 2287 4794, e-mail: corporate@rosselltea.com

**NOTICE CONVENING MEETING OF THE UNSECURED CREDITORS OF
ROSSELL INDIA LIMITED PURSUANT TO ORDER DATED 13 JULY 2023 OF
THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA BENCH**

MEETING	
Day	Friday
Date	25 August 2023
Time	4.00 P.M. (IST)
Venue	Jindal Towers, Block "B" 4 th Floor, 21/1A/3, Darga Road, Kolkata-700017

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FORM NO. CAA. 2

[Pursuant to Section 230(3) of the Companies Act, 2013 and Rule 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

In the National Company Law Tribunal
Kolkata Bench- Court -I
Company Application (CAA) No. 137/ KB /2023

In the matter of:

An application under Section 230 to 232 read with section 66 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules 2016;

And

In the matter of:

ROSSELL INDIA LIMITED, a company incorporated under the Companies Act, 1956 and having its registered office at Jindal Towers, Block “B” 4th Floor, 21/1A/3, Darga Road, Kolkata-700017, India within the aforesaid jurisdiction.

**...THE FIRST APPLICANT COMPANY/
DEMERGED COMPANY**

**NOTICE CONVENING MEETING OF THE UNSECURED CREDITORS OF
ROSSELL INDIA LIMITED**

To,
The Unsecured Creditors of
Rossell India Limited

1. NOTICE is hereby given that, in accordance with the Order dated 13 July 2023, in the above mentioned Company Application, passed by the Hon’ble National Company Law Tribunal, Kolkata Bench (“**Tribunal**”) (“**Tribunal Order**”), a Meeting of the Unsecured Creditors of the Company, will be held for the purpose of their considering, and if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement between Rossell India Limited (“**Company**” or “**RIL**” or “**the Demerged Company**”) and Rossell Techsys Limited (“**RTL**” or “**the Resulting Company**”) and their respective shareholders (“**Scheme**”) on Friday, 25 August 2023 at 4.00 P.M. (IST).

2. Pursuant to the said Tribunal Order and as directed therein, the Meeting of the Unsecured Creditors of the Company (“**Meeting**”) will be held at the Registered Office of the Company at Jindal Towers, Block “B” 4th Floor, 21/1A/3, Darga Road, Kolkata-700017, on Friday, 25 August 2023 at 4.00 P.M. (IST) at which time and place you are requested to attend. At the meeting, the following resolution will be considered and if thought fit, be passed, with or without modification(s):

*“**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June 2023 (SEBI Master Circular) and other applicable SEBI Circulars, Observation Letter issued by the Stock Exchanges viz. BSE Limited and the National Stock Exchange of India Limited, in this regard (including any statutory modification(s) or re-enactment(s) and circulars issued thereof, for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon’ble National Company Law Tribunal, Kolkata Bench (“Tribunal”) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Arrangement between Rossell India Limited and Rossell Techsys Limited and their respective shareholders (“**Scheme**”), be and is hereby approved.”*

*“**RESOLVED FURTHER** that the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to make any modifications or amendments to the Scheme at any time and for any reason whatsoever, and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper, without being required to seek any further approval of the Creditors and the Creditors shall be deemed to have given their approval thereto expressly by authority under this Resolution.”*

3. **TAKE FURTHER NOTICE** that you may attend and vote at the said meeting in person or by proxy provided that a proxy in the prescribed form, duly signed by you or your authorized representative, is deposited at the registered office of the Company at Jindal Towers, Block “B” 4th Floor, 21/1A/3, Darga Road, Kolkata-700017, not later than 48 (forty eight) hours before the time fixed for the aforesaid meeting. The form of proxy can be obtained free of charge from the registered office of the Company.

4. An Unsecured Creditor, whose name appears in the list of Unsecured Creditors of the Company as on the cut-off date, i.e., 31 December 2022, only shall be entitled to exercise his / her / its voting rights on the resolution proposed in the Notice and attend the Meeting. A person who is not an Unsecured Creditor as on the cut-off date, should treat the Notice for information purpose only. The value and number of Unsecured Creditors shall be in accordance with the books / records maintained by the Company. Voting rights of an Unsecured Creditor shall be in proportion to the outstanding amount due by the Company as on the cut-off date.
5. A copy of the said Scheme, statement under Sections 230 to 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the CAA Rules along with all annexures to such statement are appended. A copy of this Notice and the accompanying documents are also placed on the website of the Company and can be accessed at www.rossellindia.com and the website of the Stock Exchanges i.e., BSE Limited (“BSE”) viz. www.bseindia.com and the National Stock Exchange of India Limited (“NSE”) viz. www.nseindia.com.
6. The Tribunal has appointed Mr. Ritoban Sarkar, to be the Chairperson for the Meeting and Ms. Shruti Singhanian, to be the Scrutinizer for the Meeting.
7. The Scheme, if approved at the aforesaid Meeting, will be subject to the subsequent sanction of the Tribunal and such other approvals, permissions, and sanctions of regulatory or other authorities, as may be necessary.

Ritoban Sarkar
Chairperson appointed by the Tribunal for the Meeting

Place: Kolkata

Date: 24th July, 2023

Registered Office:

Jindal Towers, Block – “B”,
4th Floor, 21/1A/3, Darga Road,
Kolkata, West Bengal 700017, India
CIN: L01132WB1994PLC063513
Website: www.rossellindia.com
E-mail: corporate@rosselltea.com
Tel.: 033 22474794

Notes:

1. Tribunal by its said Order has directed that a meeting of the Unsecured Creditors of the Company shall be convened and held at Jindal Towers, Block “B” 4th Floor, 21/1A/3, Darga Road, Kolkata -700017 on Friday, 25 August 2023 at 4 P.M. (IST) for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme. Unsecured Creditors would be entitled to vote in the said meeting either in person or through proxy. The Company has provided the facility of ballot/poll paper at the venue of the meeting.
2. The Statement pursuant to Sections 230 to 232 read with Section 102 and other applicable provisions of the Companies Act, 2013 (“Act”) and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in respect of the business set out in the Notice of the Meeting is annexed hereto.
3. An Unsecured Creditor entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy so appointed need not be an Unsecured Creditor of the Company. Proxies, in order to be effective, must be received through email at corporate@rosselltea.com or at the registered office of the Company at Jindal Towers, Block “B” 4th Floor, 21/1A/3, Darga Road, Kolkata-700017 not later than 48 hours before the scheduled time of the commencement of meeting. All alterations made in the form of proxy should be initialed.
4. Creditors/ Proxies for Creditors/ Authorised Representative should bring the Attendance Slip duly filled in for attending the meeting. The Attendance slip is attached with this notice.
5. Corporate Creditors/Entities intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company at the email id corporate@rosselltea.com or to the registered office of the Company, a certified copy of the relevant Board Resolution (in case of Company/LLP)/ Letter of Authorization (in case of partnership firm and others), as the case may be, together with their respective specimen signatures authorizing the representative(s) to attend and vote on their behalf at the Meeting, not later than 48 hours before the scheduled time of the commencement of meeting.
6. The Notice is being sent to all Unsecured Creditors, whose name appears in the list of Unsecured Creditors of the Company as on the cut-off date, i.e., 31 December 2022. A person who is not an Unsecured Creditor as on the cut-off date, should treat the Notice for information purpose only. The value and number of Unsecured Creditors shall be in accordance with the books / records maintained by the Company. Voting rights of an Unsecured Creditor shall be in proportion to the outstanding amount due by the Company as on the cut-off date.
7. The Notice, together with the documents accompanying the same, is being sent to the Unsecured Creditors by registered post or speed post or by courier or by e-mail (whose email addresses are registered with the Company).

8. The Unsecured Creditors may note that the aforesaid documents are also available on the website of the Company at www.rossellindia.com and on the website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively.
9. Ms. Shruti Singhania shall act as Scrutinizer to scrutinize the voting process through ballot/polling at the venue of the Meeting in a fair and transparent manner.
10. The Scrutinizer will, after the conclusion of the Meeting, scrutinize the votes cast by the Unsecured Creditors of the Company through ballot/polling paper at the Meeting, make a Scrutinizer's Report and submit the same to the Chairperson of the Meeting. The result of votes cast through ballot/polling paper will be declared within two working days of the conclusion of the Meeting and the same, along with the Scrutinizer's Report, will be placed on the website of the Company: www.rossellindia.com. The result will simultaneously be communicated to the Stock Exchanges. The result will also be displayed at the registered office of the Company.
11. Subject to receipt of requisite majority of votes in favour, i.e., majority in number representing three fourth in value (as per Sections 230 and 232 of the Act), the Resolution proposed in the Notice shall be deemed to have been passed on the date of the Meeting.
12. Documents for inspection as referred to in the Notice will be available electronically for inspection (without any fee) by the Unsecured Creditors from the date of circulation of this Notice up to the date of Meeting. Unsecured Creditors seeking to inspect such documents can access the same on the website of the Company at: www.rossellindia.com.
13. Unsecured Creditors of the Company are requested to carefully read all the Notes set out herein and in particular, instructions for joining the Meeting and manner of casting vote through ballot/polling paper at the Meeting.

In the National Company Law Tribunal
Kolkata Bench- Court -I
Company Application (CAA) No. 137/ KB /2023

In the matter of:

An application under Section 230 to 232 read with section 66 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules 2016;

And

In the matter of:

ROSSELL INDIA LIMITED, a company incorporated under the Companies Act, 1956 and having its registered office at Jindal Towers, Block “B” 4th Floor, 21/1A/3, Darga Road, Kolkata-700017, within the aforesaid jurisdiction.

**...THE FIRST APPLICANT COMPANY/
DEMERGED COMPANY**

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 230 TO 232 READ WITH SECTION 102 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 (“ACT”) AND RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 (“CAA RULES”) TO THE NOTICE OF THE MEETING OF THE UNSECURED CREDITORS OF ROSSELL INDIA LIMITED CONVENED PURSUANT TO ORDER OF THE HON’BLE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA BENCH (“TRIBUNAL”) DATED 13 JULY 2023 (“TRIBUNAL ORDER”)

I. MEETING FOR THE SCHEME

This is a statement accompanying the Notice convening the Meeting of the Unsecured Creditors of Rossell India Limited (“**Company**”), for the purpose of their considering and if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement between Rossell India Limited (“**Company**” or “**RIL**” or “**the Demerged Company**”) and Rossell Techsys Limited (“**RTL**” or “**the Resulting Company**”) and their respective shareholders (“**Scheme**”).

The Scheme inter-alia provides for:

- a) Demerger of the “Demerged Undertaking” from the Demerged Company into the Resulting Company and the consequent issuance of equity shares by Resulting Company to all the shareholders of Demerged Company pursuant to section 230-232 read with section 66 and other relevant provisions of the Act in the manner provided for in the Scheme and in compliance with Section 2(19AA) read with Section 2(41A) and other relevant provisions of the Income Tax Act, 1961 (“IT Act”);
- b) Reduction and cancellation of the existing paid up share capital of the Resulting Company; and
- c) Listing of the equity shares of Resulting Company on the Stock Exchanges along with various other matters consequential or otherwise integrally connected therewith.

The salient features of the Scheme are given in Paragraph V of this Statement. The detailed terms of the arrangement may be referred to in the Scheme, appended as ‘Annexure I’.

Capital terms not defined herein and used in the Notice and this Statement shall have the same meaning as ascribed to them in the Scheme.

II. DATE, TIME, AND MODE OF MEETING

Pursuant to an order dated 13 July 2023, passed by the Hon’ble Tribunal in Company Application (CAA) No. 137/KB/2023, the Meeting of the Unsecured Creditors of the Company, will be held for the purpose of their considering and, if thought fit approving, with or without modification(s), the said Scheme at Jindal Towers, Block “B” 4th Floor, 21/1A/3, Darga Road, Kolkata-700017 on Friday, 25 August 2023 at 4 P.M. (IST).

III. RATIONALE AND BENEFITS OF THE SCHEME/ SYNERGIES OF THE BUSINESS OF THE ENTITIES INVOLVED IN THE SCHEME/ COST BENEFIT ANALYSIS OF THE SCHEME

The Demerged Company is engaged in the business of cultivation, manufacture and selling of Tea viz. Rossell Tea Division and in Aerospace and Defense 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 Defense 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.

IV. BACKGROUND OF THE COMPANIES:

A. Particulars of the Demerged Company/ Company (Rossell India Limited)

- (i) Rossell India Limited is a public company incorporated on 10 June 1994 under the Companies Act, 1956. The registered office of the Company is situated at Jindal Towers, Block - "B", 4th Floor, 21/1A/3, Darga Road, Kolkata – 700017, West Bengal, India. The Company is accordingly registered with the Registrar of Companies, Kolkata, having Corporate Identity Number (CIN) L01132WB1994PLC063513. Its Permanent Account Number with the Income Tax Department is AABCR3736J. The email address of the Company is corporate@rosselltea.com and the website is www.rossellindia.com. During the last five years, there has been no change in the Name or Registered Office of the Company. The equity shares of the Company are listed on the BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”) (“Stock Exchanges”).
- (ii) The main objects of the Company are stated as under:
 1. *“To cultivate estates, lands and properties and to grow thereon tea, coffee, rubber, pepper, oranges, cardamoms, cinchona, cereals, timber, garden and other produce and to carry on the business of general planters, growers, curers, manufacturers, farmers, timber, garden and other produce merchants; and to prepare, process, manufacture and render marketable the produce and products of any estates, lands or properties of the Company and to turn such produce, products, estates, lands and/or properties to account.*
 2. *To commence and carry on the business of planters, growers, producers, curers, manufacturers, merchants and exporters of tea, coffee, rubber, pepper and oranges and other produce and derivatives of the soil.*
 3. *To engage in and carry on the business as importers, exporters, producers, manufacturers of and dealers in beverages of all kinds and description and*

for that purpose to set up, install, purchase, Import or otherwise acquire all plant, machinery and related equipment and to buy, sell, manufacture, import and deal in all types of stoppers of bottles, corks including in-plate crown corks, crates and containers, whether of glass or any other material, and to run, maintain all such machinery and equipment.

4. *To carry on the business of cultivators, growers, manufacturers, millers, grinders, rollers, processors, cold stores, canners and preservers and dealers of food grains and other agricultural, dairy, horticulture and poultry products, fruits, vegetables, herbs, medicines, flowers, drinks, fluids, gas, and fresh and preservable products.*
5. *To promote, establish, improve, develop, administer, own, and run agro industries, projects or enterprises or programmes for manufacture or production of plant, machinery, implements, accessories, tools, materials, substances, goods, or things of any description which in the opinion of the Company will help the growth and modernisation of agriculture, horticulture, forestry, pisciculture, sericulture, apiculture, poultry farming and animal husbandry.”*

- (iii) During the last five years, there has been no change in the main object clause of the Company.
- (iv) Pursuant to its incorporation, the Company commenced its business and is presently engaged in business activities of cultivation, manufacture and selling of Bulk Tea known as Rossell Tea Division. It owns 6 (Six) Tea Estates in Assam. The Company is also engaged in the business of providing interconnect solutions and electrical panel assemblies, Test Solutions and after-market services in aerospace and defense sector.
- (v) The share capital of the Company as on 31 March 2023 was as follows:

Particulars	Amount in Rs.
Authorised Capital	
3,80,00,000 Equity Shares of Rs. 2 each	7,60,00,000
14,00,000 Preference Shares of Rs. 10 each	1,40,00,000
Total	9,00,00,000
Issued Subscribed and Paid-up Capital	
3,76,96,475 Equity shares of Rs. 2 each	7,53,92,950
Total	7,53,92,950

- (vi) The audited standalone and consolidated financial statements of the Company for the financial year ended 31 March 2023, is annexed as ‘**Annexure II**’ to this Notice. The audited standalone and consolidated financial statements of the Company for the financial year ended 31 March 2023, is available on the Demerged Company’s website at www.rossellindia.com and are available for inspection at the Registered Office of the Demerged Company.
- (vii) The details of Promoters and Directors of the Demerged Company as on 31 March 2023 along with their addresses are mentioned herein below:

Promoter / promoter group details		
Name	Category	Address
Vinita Gupta	Promoter	18, Ashok Avenue, Westend Greens, Rajokari, Delhi ,110038
Rishab Mohan Gupta	Promoter	18, Ashok Avenue Westend Green s, Rajokri, Delhi, 110038
Harsh Mohan Gupta	Promoter	18, Ashok Avenue, Westend Greens, Rajokari, Delhi ,110038
Samara Gupta	Promoter	18, Ashok Avenue, Westend Greens, Rajokari, Delhi ,110038
B M G Enterprise Limited	Promotor	Jindal Towers Block B, 4th Floor 21/1A/3, Darga Road, Kolkata, West Bengal, 700017
Harvin Estates Private Limited	Promotor	1st Floor, DCM Building, 16 Barakhamaba Road, New Delhi, 110001
BMG Investments Private Limited	Promotor	1st Floor, DCM Building, 16 Barakhamaba Road, New Delhi, 110001

Details of Director		
Name	Category	Address
Harsh Mohan Gupta	Managing Director & CEO	18, Ashok Avenue, Westend Greens, Rajokari, Delhi ,110038
Nirmal Kumar Khurana	Whole time Director & CFO as well as Company Secretary	Flat 1C, Suryodaya Apartment, 171, S.P. Mukherjee Road, Kolkata, West Bengal ,700026
Nayantara Palchoudhuri	Independent Director	64, Lake Place, Kolkata, West Bengal, 7000029
Krishan Katyal	Independent Director	Bally High, Flat 9D, 1, Ballygunge Park Road, Kolkata, West Bengal, 700019
Rishab Mohan Gupta	Whole Time Director	18, Avenue Ashok Westend Green, Rajokri, Delhi, 110038
Rahul Bhatnagar	Independent Director	House no.78, Sector 15A, Noida, Gautam budh nagar, Uttar Pradesh, 201301

B. Particulars of the Resulting Company (Rossell Techsys Limited)

- (i) Rossell Techsys Limited is a public company incorporated on 06 December 2022 under the Companies Act, 2013. The registered office of the Resulting Company is situated at Jindal Towers, Block - "B", 4th Floor, 21/1A/3, Darga Road, Kolkata – 700017, West Bengal, India. The Resulting Company is accordingly registered with the Registrar of Companies, Kolkata, having Corporate Identity Number (CIN) U29299WB2022PLC258641. Its Permanent Account Number with the Income Tax Department is AAMCR3453K. The email address of the Resulting Company is rosselltechsyslimited@gmail.com. There has been no change in the

Name or Registered Office of the Resulting Company pursuant to its incorporation in 6th December 2022. The equity shares of the Resulting Company are not listed on any Stock Exchanges.

(ii) The main objects of the Resulting Company are stated as under:

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”*

(iii) Pursuant to incorporation, there has been no change in the main object clause of the Resulting Company.

(iv) The Resulting Company is incorporated to engage in the business of providing interconnect solutions and electrical panel assemblies, Test Solutions, and after-market services in Aerospace and Defense sector.

- (v) The share capital of the Resulting Company as on 31 March 2023 was as follows:

Particulars	Amount in Rs.
Authorised Capital	
6,00,00,000 Equity Shares of Rs. 2 each	12,00,00,000
Total	12,00,00,000
Issued Subscribed and Paid-up Capital	
50,000 Equity Shares of Rs. 2 each	1,00,000
Total	1,00,000

- (vi) The latest annual financial statements of the Resulting Company have been audited for the financial year ended on 31 March 2023. The Audited financial statements for the year ended 31 March 2023 of the Resulting Company are appended as ‘Annexure III’.
- (vii) The details of Promoters and Directors of the Resulting Company as on 31 March 2023 along with their addresses are mentioned herein below:

Promoter/ promoter group details		
Name	Category	Address
Rossell India Limited	Promoter	Jindal Towers Block B, 4 th Floor 21/1A/3, Darga Road, Kolkata, West Bengal, 700017

Details of Directors		
Name	Category	Address
Harsh Mohan Gupta	Director	18, Ashok Avenue, Westend Greens, Rajokari, Delhi, 110038
Vinita Gupta	Director	18, Ashok Avenue, Westend Greens, Rajokari, Delhi, 110038
Rishab Mohan Gupta	Director	18, Ashok Avenue, Westend Greens, Rajokari, Delhi, 110038
Samara Gupta	Director	18, Ashok Avenue, Westend Greens, Rajokari, Delhi, 110038

V. SALIENT FEATURES OF THE SCHEME

The salient features of the Scheme are, *inter-alia*, as stated below. The capitalized terms used herein shall have the same meaning as ascribed to them in Clause A(1) of the Scheme:

A. The Scheme provides for the following:

- (i) Demerger of the “Demerged Undertaking” from the Demerged Company into the Resulting Company and the consequent issuance of equity shares by Resulting Company to all the shareholders of Demerged Company pursuant to section 230-232 read with section 66 and other relevant provisions of the Act in the manner provided for in the Scheme and in compliance with Section 2(19AA) read with Section 2(41A) and other relevant provisions of the Income Tax Act, 1961 (“IT Act”);

- (ii) Reduction and cancellation of the existing paid up share capital of the Resulting Company; and
 - (iii) Listing of the equity shares of Resulting Company on the Stock Exchanges along with various other matters consequential or otherwise integrally connected therewith.
- B. The ‘Appointed Date’ means 1 April 2023 or such other date as may be approved by the National Company Law Tribunal or any other competent authority for the purpose of this Scheme.
- C. The Scheme, as may be approved or imposed or directed by the Tribunal shall become effective from the Appointed Date but shall be operative from the Effective Date.
- D. Consideration/ Share Entitlement Ratio for Demerger of the Demerged Undertaking from the Demerged Company into the Resulting Company:

Upon the Scheme becoming effective and upon vesting of the Demerged Undertaking of the Demerged Company into the Resulting Company, the Resulting Company shall, without any further application or deed, issue and allot to the shareholders of the Demerged Company whose name appears in the register of members of the Demerged Company as on the Record Date or to their respective heirs, executors, administrators, legal representatives or the successors in title, as the case may be as may be recognized by the Board of Directors of the Resulting Company, in the following proportion:

“[1] fully paid up equity share of Rs 2 (Indian Rupees Two each) of the Resulting Company) for every [1] fully paid up equity share of Rs 2 (Indian Rupees Two) each held in the Demerged Company”

E. Listing of Equity Shares of Resulting Company pursuant to the Scheme

The Resulting Company shall apply to all the Stock Exchanges (where the shares of Demerged Company are listed) and SEBI for listing and admission of all the equity shares of the Resulting Company (the New Equity Shares of Resulting Company) to trading in terms of SEBI Circular read with other Applicable Laws (as amended from time to time). The Resulting Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with Applicable Law for complying with the formalities of the Stock Exchanges.

VI. RELATIONSHIP SUBSISTING BETWEEN PARTIES TO THE SCHEME

The Demerged Company along with its nominees hold 100% of the paid-up equity share capital of the Resulting Company. The Demerged Company is the holding company of the Resulting Company.

VII. BOARD APPROVALS

- A. The Board of Directors of the Company at its Board Meeting held on 14 November 2022 and 16 December 2022, by resolution passed unanimously approved the Scheme, as detailed below:

Name of Director	Voted in favor/against/did not participate or vote
Harsh Mohan Gupta	In favour
Nirmal Kumar Khurana	In favour
Nayantara Palchoudhuri	In favour
Krishan Katyal	In favour
Rishab Mohan Gupta	In favour
Rahul Bhatnagar	In favour

- B. The Board of Directors of the Resulting Company at its Board Meeting held on 16 December 2022, by resolution passed unanimously approved the Scheme, as detailed below:

Name of Director	Vote in favour/ against/ did not participate or vote
Harsh Mohan Gupta	In favour
Vinita Gupta	In favour
Rishab Mohan Gupta	In favour
Samara Gupta	In favour

VIII. INTEREST OF DIRECTORS, KEY MANAGERIAL PERSONNEL (KMPs) AND THEIR RELATIVES

- A. None of the Directors, KMPs of the Company and their respective relatives (as defined under the Act and rules framed thereunder) has any interest in the Scheme except to the extent of their shareholding in the Company, if any. Save as aforesaid, none of the said Directors or the KMPs or their respective relatives has any material interest in the Scheme. The Company has not issued any debentures and hence, does not have Debenture Trustee.
- B. None of the Directors, KMPs of the Resulting Company and their respective relatives (as defined under the Act and rules framed thereunder) has any interest in the Scheme except to the extent of their shareholding in the Resulting Company, if any. Save as aforesaid, none of the said Directors or the KMPs or their respective relatives has any material interest in the Scheme. The Resulting Company has not issued any debentures and hence, does not have Debenture Trustee.

IX. EFFECT OF THE SCHEME ON STAKEHOLDERS

The effect of the Scheme on various stakeholders is summarised below:

A. Shareholders (Promoter and Non-Promoter) and Key Managerial Personnel

The effect of the Scheme on the shareholders (promoter and non-promoter) and key managerial personnel of the Company and the Resulting Company are appended in the attached reports i.e., ‘**Annexure IV and Annexure V**, respectively, adopted by the respective Board of Directors of the Company and the Resulting Company, respectively, at their meeting held on 16 December 2022, pursuant to the provisions of Section 232(2)(c) of the Act.

B. Directors

- (i) No change in the Board of Directors of the Company and the Resulting Company is envisaged pursuant to the Scheme.
- (ii) It is clarified that the composition of the Board of Directors of the companies may change by appointments, retirements or resignations or to ensure compliance of the provisions of the Act, SEBI Listing Regulations and Memorandum and Articles of Association of such companies but the Scheme itself does not affect the office of Directors of such companies.

C. Employees

Pursuant to the Scheme, all employees of the Demerged Undertaking shall become employees of the Resulting Company, without any interruption in service, on terms and conditions no less favourable than those on which they are engaged by the Demerged Company.

D. Creditors

Pursuant to the Scheme, all creditors of the Demerged Undertaking will become creditors of the Resulting Company.

The rights of the respective creditors of the Company and the Resulting Company shall not be impacted pursuant to the Scheme and there will be no reduction in their claims on account of the Scheme. The creditors of the Company and the Resulting Company would not be prejudiced in any manner as a result of the Scheme being sanctioned.

E. Debenture holders and Debenture Trustees

The Company and the Resulting Company have not issued any debentures and accordingly have not appointed any debenture trustee(s).

F. Depositors and Deposit Trustees

The Company and the Resulting Company have not taken any deposits within the meaning of the Act and Rules framed thereunder and accordingly have not appointed any deposit trustee(s).

X. NO INVESTIGATION PROCEEDINGS

There are no proceedings pending under Sections 210 to 227 of the Act against the Company and the Resulting Company.

XI. AMOUNTS DUE TO UNSECURED CREDITORS

The amount due to unsecured creditors by the respective companies, as on 31 March 2023 is as follows:

Sr. No.	Particulars	Amount in INR
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1.	Rossell India Limited	46,82,22,606
2.	Rossell Techsys Limited	17,74,086

XII. DETAILS OF SHARE CAPITAL/ DEBT RESTRUCTURING, IF ANY

- A. Upon this Scheme becoming effective and upon Demerger of the “Demerged Undertaking” from the Demerged Company into the Resulting Company, the Resulting Company shall issue 3,76,96,475 fully paid-up equity share of Rs 2 each to the equity shareholders of the Demerged Company in proportion of their holding in the Demerged Company.
- B. On the Scheme becoming effective, the equity shares of the Resulting Company held by the Demerged Company shall stand cancelled. Accordingly, the share capital of the Resulting Company shall stand reduced to the extent of face value of shares held by the Demerged Company in the Resulting Company.
- C. The Scheme does not involve any debt restructuring and therefore the requirement to disclose details of debt restructuring is not applicable.

XIII. VALUATION REPORT AND FAIRNESS OPINION

Background

- A. The Share Entitlement Ratio for the Scheme of Arrangement has been fixed on the basis of the Valuation Report dated 16 December 2022 issued by CA Harsh Chandrakant Ruparelia, Registered Valuer. The valuation has been done in accordance with internationally accepted valuation standards.
- B. As per the proposed Scheme of Arrangement, in consideration of transfer and vesting of Rossell Techsys Division of RIL into RTL (a wholly owned subsidiary of RIL), RIL shall issue and allot equity shares to the equity shareholders of RTL based on the ratio of entitlement of share. Once the Scheme is implemented, all the shareholders of the Demerged Company would also become shareholders in the Resulting Company, and their shareholding in the Resulting Company would be identical to their shareholding in the Demerged Company. As an effect of Demerger, each shareholder of the Demerged Company would become owner of shares in two companies instead of one. Post Demerger, the percentage shareholding and no. of shares of a shareholder in the Resulting Company would remain unchanged from the proportion of capital held by such shareholder in the Demerged Company.
- C. For the purposes of valuation, the following weights to the valuation methodologies have been provided:

Particulars	Rossell India Limited / (Rossell Techsys Division of Rossell India Limited)		Rossell Techsys Limited	
	Value per share	Weights	Value per share	Weights
Asset Approach	NA	NA	NA	NA
Market Approach	NA	NA	NA	NA
Income Approach	NA	NA	NA	NA

Relative Value per share	NA		NA	
Share Entitlement Ratio (rounded off)	NA		NA	

D. A copy of the Valuation Report dated 16 December 2022 issued by CA Harsh Chandrakant Ruparelia, Registered Valuer (IBBI Registration No. IBBI/RV/05/2019/11106) (ICAI Membership No. 160171) (“Valuation Report”), recommending the Share Entitlement Ratio in connection with the Scheme is appended as ‘**Annexure VI**’.

E. A copy of the fairness opinion report dated 16 December 2022 issued by Fedex Securities Private Limited, an Independent SEBI Registered Merchant Banker, confirming that the Share Entitlement Ratio is fair and proper is appended as ‘**Annexure VII**’.

XIV. INFORMATION PERTAINING TO UNLISTED COMPANIES INVOLVED IN THE SCHEME IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS

Information pertaining to the unlisted companies involved in the Scheme, i.e. the Resulting Company in the format specified for abridged prospectus as provided in SEBI Circular No. SEBI/HO/CFD/ SSEP/CIR/P/2022/14 dated 04 February 2022 read with Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 along with certificates issued by Fedex Securities Private Limited, an Independent SEBI Registered Merchant Banker certifying the adequacy of disclosures are appended as ‘**Annexure VIII**’.

XV. SHAREHOLDING PATTERN

A. The pre/ post-scheme shareholding pattern of the parties to the Scheme:

(i) Company

The pre & post scheme shareholding pattern of the Company is as follows:

Shareholding pattern	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	2,81,98,233	74.80	2,81,98,233	74.80
Public	94,98,242	25.20	94,98,242	25.20
Custodian	0	0	0	0
TOTAL	3,76,96,475	100	3,76,96,475	100

(ii) Resulting Company

The pre & post scheme shareholding pattern of the Resulting Company is as follows:

Shareholding pattern	Pre	Post
-----------------------------	------------	-------------

Category	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	50,000	100	2,81,98,233	74.80
Public	0	0	94,98,242	25.20
Custodian	0	0	0	0
TOTAL	50,000	100	3,76,96,475	100

B. Pre/ post Scheme capital structure of the Company and the Resulting Company

(i) Company

The pre-scheme capital structure of the Company is given in Paragraph IV(A)(v) above. The post scheme indicative capital structure of the Company will be as follows:

Particulars	Amount in Rs.
Authorised Capital	
3,80,00,000 Equity Shares of Rs. 2 each	7,60,00,000
14,00,000 Preference Shares of Rs. 10 each	1,40,00,000
Total	9,00,00,000
Issued Subscribed and Paid-up Capital	
3,76,96,475 Equity shares of Rs. 2 each	7,53,92,950
Total	7,53,92,950

(ii) Resulting Company

The pre-scheme capital structure of the Resulting Company is given in Paragraph IV (B)(v) above. The post scheme indicative capital structure of the Company will be as follows:

Particulars	Amount in Rs.
Authorised Capital	
6,00,00,000 Equity Shares of Rs. 2 each	12,00,00,000
Total	12,00,00,000
Issued Subscribed and Paid-up Capital	
3,76,96,475 Equity Shares of Rs. 2 each	7,53,92,950
Total	7,53,92,950

XVI. AUDITORS CERTIFICATE ON CONFORMITY OF ACCOUNTING TREATMENT IN THE SCHEME WITH ACCOUNTING STANDARDS

The respective Statutory Auditors of the Company and the Resulting Company have confirmed that the accounting treatment in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013 and other Generally Accepted Accounting Principles in India.

XVII. DETAILS OF ASSETS & LIABILITIES OF DEMERGED COMPANY AND RESULTING COMPANY PRE AND POST DEMERGER

The details of the assets and liabilities of the Demerged Company pre and post Demerger

are provided below:

Particulars	Pre-Demerger	Post Demerger
	31st March, 2023 (Rs. In Lakhs)	1st April, 2023 (Rs. In Lakhs)
I.ASSETS		
(1) Non-current assets		
(a) Property, Plant and Equipment	24,148.65	14,066.49
(b) Capital work-in-progress	412.50	290.80
(c) Other Intangible Assets	882.82	36.03
(d) Intangible Assets Under Development	81.14	-
(e) Investment in Subsidiary and Associate	76.13	1.00
(f) Financial Assets		
(i) Non-Current Investments	1,847.99	1,847.99
(ii) Loans	6.13	6.13
(iii) Other Financial Assets	373.03	373.03
(g) Other Non-current Assets	70.38	67.96
Total Non-Current Assets	27,898.77	16,689.43
(2) Current assets		
(a) Inventories	15,168.48	1,095.54
(b) Biological Assets other than Bearer Plants	67.06	67.06
(c) Financial Assets		
(i) Investments	1,525.54	1,525.54
(ii) Trade Receivable	4,778.01	57.35
(iii) Cash and Cash Equivalents	47.03	41.54
(iv) Other Bank Balances	5.57	5.57
(v) Loans	6.23	6.23
(vi) Other Financial Assets	1.63	1.63
(d) Current Tax Assets (Net)	32.05	32.05
(e) Other Current Assets	1,855.92	1,130.21
Total Current Assets	23,487.52	3,962.72
TOTAL ASSETS (A)	51,386.29	20,652.15
(II) Liabilities		
(a) Non-Current Liabilities		
(i) Financial Liabilities		

Borrowings	1,499.46	-
(ii) Deferred Tax Liabilities (Net)	112.17	112.17
(iii) Other Non-Current Liabilities	222.84	222.84
Total Non-Current Liabilities	1,834.47	335.01
(b) Current Liabilities		
(i) Financial Liabilities		
Borrowings	14,661.89	1,393.70
Trade Payables	2,757.67	515.60
Other Financial Liabilities	212.50	53.21
(ii) Other Current Liabilities	3,207.06	1,613.28
(iii) Current Tax Liabilities (Net)	45.59	45.59
Total Current Liabilities	20,884.71	3,621.38
Total Liabilities (B)	22,719.18	3,956.39
Net Assets (A-B)	28,667.11	16,695.76

The details of the assets and liabilities of the Resulting Company pre and post Demerger are provided below:

Particulars	Pre-Demerger	Post Demerger
	31st March, 2023 (Rs. In Lakhs)	1st April, 2023 (Rs. In Lakhs)
I.ASSETS		
(1) Non-current assets		
(a) Property, Plant and Equipment	-	10,082.16
(b) Capital work-in-progress	-	121.70
(c) Other Intangible Assets	-	846.79
(d) Intangible Assets Under Development	-	81.14
(e) Investment in Subsidiary and Associate	-	75.13
(f) Financial Assets		
(i) Non-Current Investments	-	-
(ii) Loans	-	-
(iii) Other Financial Assets	0.10	0.10
(g) Other Non-current Assets	-	2.42
Total Non-Current Assets	0.10	11,209.44

(2) Current assets		
(a) Inventories	-	14,072.94
(b) Biological Assets other than Bearer Plants	-	-
(c) Financial Assets		
(i) Trade Receivables	-	4,720.66
(ii) Cash and Cash Equivalents	1.00	6.49
(iii) Other Bank Balances	-	-
(iv) Loans	-	-
(v) Other Financial Assets	-	-
(d) Current Tax Assets (Net)	-	-
(e) Other Current Assets	-	725.71
Total Current Assets	1.00	19,525.80
TOTAL ASSETS (A)	1.10	30,735.24
(1) Liabilities		
(a) Non-Current Liabilities		
(i) Financial Liabilities		
Borrowings	-	1,499.46
(ii) Deferred Tax Liabilities (Net)	-	-
(iii) Other Non-Current Liabilities	-	-
Total Non-Current Liabilities	-	1,499.46
(b) Current Liabilities		
(i) Financial Liabilities		
Borrowings	-	13,268.19
Trade Payables	-	2,242.07
Other Financial Liabilities	-	159.29
(ii) Other Current Liabilities	17.90	1,611.68
(iii) Current Tax Liabilities (Net)	-	-
Total Current Liabilities	17.90	17,281.23
Total Liabilities (B)	17.90	18,780.69
Net Assets (A-B)	(16.80)	11,954.55

XVIII. IMPACT OF SCHEME ON REVENUE GENERATING CAPACITY OF RIL

The Demerged Company is engaged in the business of cultivation, manufacture and selling of Tea viz. Rossell Tea Division and in Aerospace and Defense business which has its engineering and manufacturing centre in Bengaluru viz. Rossell Techsys Division. The Resulting Company has been incorporated with the objective of engaging in the business of Rossell Techsys Division. The segregation of the demerged undertaking would not impact the revenue generating capacity of the remaining business of RIL related to the Rossell Tea Division. Further, on demerger, creation of a dedicated Tea vertical would enable RIL to enhance its business operations with more efficient management control and independent strategies thus positively impacting its revenue generating capacity Rossell Tea Division.

XIX. DETAILS OF CONTINGENT & LEGAL LIABILITIES THAT ARE BEING TRANSFERRED TO RESULTING COMPANY

There are no contingent & legal liabilities of the Demerged Company that are being transferred to the Resulting Company are provided below:

XX. CONDITIONS PUT FORTH BY BANKS IN THEIR NOCs

The details of the conditions put forth by banks in their NOCs are provided below:

- i. The NOC dated 16th January, 2023 provided by the Federal Bank Limited is subject to the condition that the similar NOC to be obtained from all the Lenders. This has been obtained.
- ii. The NOC dated 13th February, 2023 provided by the YES Bank Limited is subject to the condition that the Demerged Company will provide Corporate Guarantee to the Resulting Company for YES Bank facilities. This will be done upon the Scheme becoming effective.

XXI. APPROVALS AND INTIMATIONS IN RELATION TO THE SCHEME

- A. In terms of Regulation 37 of the SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June 2023 (“SEBI Master Circular”), BSE and NSE, by their respective Observation Letters dated 22 May 2023 and 23 May 2023, have conveyed “no adverse observations/ no-objection” on the Scheme. Copies of the said letters issued by BSE and NSE are appended hereto as ‘**Annexure IX and X**’ respectively. Further, in terms of the said SEBI Master Circular, the Company has not received any complaint relating to the Scheme and “NIL” complaints reports were filed by the Company with BSE and NSE, copies of which are appended hereto as ‘**Annexure XI and Annexure XII**’. As per the requirements of above Observation Letters, details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken against the Company, its promoters and directors are appended hereto as ‘**Annexure XIII**’.
- B. A copy of the Scheme has been filed by the Company and the Resulting Company with the Registrar of Companies, Kolkata.
- C. The notice of the Meeting along with the copy of the Scheme in the prescribed form, will be served on all concerned authorities in terms of the Tribunal Order.

- D. All approvals as stated in Clause 19 (Conditionality of the Scheme) of the Scheme, in order to give effect to the Scheme will be obtained. Additionally, the Company and the Resulting Company will obtain such approvals / sanctions / no objection(s) from the regulatory or other governmental authorities in respect of the Scheme in accordance with law, as may be required.

XXII. INSPECTION OF DOCUMENTS

In addition to the documents appended hereto, the electronic copy of following documents will be available for inspection in the investors section of the website of the Company at www.rossellindia.com:

- A. Audited Standalone and Consolidated financial statements of the Company for the year ended 31 March 2023;
- B. Audited financial statements of the Resulting Company for the year ended 31 March 2023;
- C. Copy of the Tribunal Order;
- D. Copy of the Scheme of Arrangement;
- E. Certificate of the Statutory Auditor of the Company and the Resulting Company, confirming that the accounting treatment prescribed under the Scheme is in compliance with Section 133 of the Act and other Generally Accepted Accounting Principles in India;
- F. Memorandum and Articles of Association of the Company and the Resulting Company;
- G. Valuation Report issued by CA Harsh Chandrakant Ruparelia, Registered Valuer;
- H. Fairness opinion issued by Fedex Securities Private Limited, an Independent SEBI Registered Merchant Banker;
- I. Observation letters dated 22 May 2023 and 23 May 2023 issued by BSE and NSE respectively;
- J. Report of the Board of Directors of the Company and the Resulting Company pursuant to Section 232(2)(c) of the Act;
- K. Report of the Audit Committee and Committee of Independent Directors of the Company recommending the Scheme;
- L. Complaint report submitted by the Company to BSE and NSE;
- M. All other documents displayed on the Company's website i.e., www.rossellindia.com in terms of the SEBI Circular;
- N. All other documents referred to or mentioned in the Statement to this Notice.

Based on the above and considering the rationale and benefits, in the opinion of the Board, the Scheme will be of advantage to, beneficial and in the interest of the Company, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable. The Board of Directors of the Company recommend the Scheme for approval of the Unsecured Creditors.

Ritoban Sarkar
Chairperson appointed by the Tribunal for the Meeting

Place: Kolkata
Date: 24th July, 2023

Registered Office:

Jindal Towers, Block – “B”,
4th Floor, 21/1A/3, Darga Road,
Kolkata, West Bengal 700017, India
CIN: L01132WB1994PLC063513
Website: www.rossellindia.com
E-mail: corporate@rosselltea.com
Tel.: 033 2287 4794



Rossell India Limited

CIN: L01132WB1994PLC063513

Registered Office: Jindal Towers, Block 'B', 4th Floor

21/1A/3, Darga Road, Kolkata - 700 017, Website: www.rossellindia.com

Phone: 033 22903035, Fax: 033 22875269, E-mail: corporate@rosselltea.com

ATTENDANCE SLIP

I hereby record my presence at the meeting of the Unsecured Creditors of the Company convened pursuant to an order dated 13th July 2023 of Hon'ble National Company Law Tribunal, Kolkata Bench at 4:00 P.M. (IST) on Friday the 25th August 2023, at Jindal Towers, Block "B" 4th Floor, 21/1A/3, Darga Road, Kolkata – 700017, India or any adjournment thereof.

Name of Unsecured Creditor(s) IN BLOCK LETTER	
Registered Address of the Unsecured Creditor	
Value of debt outstanding	
Name of Representative / Proxy, if any	



Rossell India Limited

CIN: L01132WB1994PLC063513

Registered Office: Jindal Towers, Block 'B', 4th Floor

21/1A/3, Darga Road, Kolkata - 700 017

PROXY FORM - FORM NO. MGT-11

[(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)]

Name of the Unsecured Creditor (s):	
Registered address:	
E-mail Id:	

I/We, _____ being Unsecured Creditor(s) of Rossell India Limited, hereby appoint

(1) Name :

Address :

E-mail Id :

Signature : _____, or failing him;

(2) Name :

Address :

E-mail Id :

Signature : _____, or failing him;

(3) Name :

Address :

E-mail Id :

Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Meeting of the Unsecured Creditors** of the Company convened pursuant to an order dated 13th July 2023 of Hon'ble National Company Law Tribunal Kolkata Bench, to be held on Friday the 25 August 2023, at 4:00 P.M. at Jindal Towers, Block "B" 4th Floor, 21/1A/3, Darga Road, Kolkata – 700017, and at any adjournment thereof in respect of such resolutions as are indicated below:

SIGNATURE OF THE UNSECURED CREDITOR(S)

SIGNATURE OF PROXY

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT OVER AT THE ENTRANCE DULY SIGNED

Resolution No.	Description	Optional (✓)	
		For	Against
1	Approval of the Scheme of Arrangement between Rossell India Limited ("RIL" or "The Demerged Company") and Rossell Techsys Limited ("RTL" or "The Resulting Company") and their respective shareholders ("Scheme") pursuant to the provisions of Sections 230-232 read with Section 66 and other relevant provisions of the Companies Act, 2013 and rules there under.		

Signed this _____ day of August, _____

Signature of Unsecured Creditor(s) _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp
Re.1

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP TO THE VENUE OF THE MEETING

