



25<sup>th</sup> September, 2024

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: **Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Ref.: **Update on 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 (“Scheme of Arrangement” or “Scheme”)**

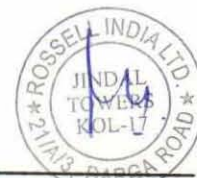
Further to our letter dated 3<sup>rd</sup> September, 2024, kindly be advised that the Board of Directors of RTL at its meeting held today i.e. 25<sup>th</sup> September, 2024, inter-alia, considered and approved the following, in terms of clause 11 read with Clause 16 of the **Scheme** sanctioned by the Hon'ble National Company Law Tribunal(NCLT), Kolkata Bench on 25<sup>th</sup> April, 2024:

- i. the allotment of 3,76,96,475 New Equity Shares of Rs.2 each as a fully paid up to all the Equity Shareholders of the Demerged Company (Rossell India Limited) as on the Record Date i.e. Friday, 20<sup>th</sup> September, 2024, in the manner as specified in the clause 11.1 of the Scheme; and
- ii. the cancellation of the existing 50,000 fully paid up Equity Shares of the Resulting Company held by the Demerged Company and consequential reduction in the share capital of the Resulting Company by 50,000 Equity Shares of Rs.2 each held by the Demerged Company, in accordance with the clause 16 of the Scheme;

The Resulting Company is in the process of making necessary applications for listing and trading approvals to the Exchanges viz. BSE Limited and The National Stock Exchange of India Limited, in terms of clause 11.8 of the Scheme.

Consequent to the aforesaid cancellation of existing Equity Shares share Capital of RTL, the Resulting Company ceased to remain the Wholly Owned Subsidiary of the Company.

Further, in consequence to the above, Rossell Techsys Inc. USA which was incorporated for expansion of operation of Rossell Techsys Division of the Company(Demerged Undertaking), was also separated and ceased to become the



**CONTINUATION**



Wholly Owned Subsidiary of the Company, in terms of clause 1.7 read with clause 4.1 of the Scheme.

The above disclosures are being made in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with applicable SEBI Circulars.

You are requested to take the above on records.

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



**NIRMAL KUMAR KHURANA**  
**DIRECTOR (FINANCE) AND**  
**COMPANY SECRETARY**