



6<sup>th</sup> 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 Sirs,

**Sub: Intimation of Incorporation of Wholly Owned Subsidiary Company**

Further to our letter dated 14<sup>th</sup> November, 2022, kindly be advise that Rossell Techsys Limited has been incorporated as Wholly Owned Subsidiary of Rossell India Limited, in accordance with the Certificate of Incorporation issued by the Ministry of Corporate Affairs(MCA) on 6<sup>th</sup> December, 2022.

The required details in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular No. CIR/CFD/CMD/4/2015 dated 9<sup>th</sup> September, 2015 are hereunder:

Sr. No.	Particulars	Details
a	Name of the target entity, details in brief such as size, turnover etc.	Rossell Techsys Limited (RTL), incorporated on 6 <sup>th</sup> December, 2022 as Wholly Owned Subsidiary of Rossell India Limited ('RIL' or Company).  a) Authorized Share Capital: Rs. 12,00,00,000; b) Paid-up Share Capital: Rs. 1,00,000; (pending receipt of subscription from the subscribers to MOA and AOA of RTL) c) Turnover: Not applicable (yet to commence its business operation);
b	Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length".	RTL has been incorporated as Wholly Owned Subsidiary of RIL and accordingly, it shall be considered as related party within the meaning of section 2(76) of the Companies Act, 2013. However, the acquisition of Shares in Wholly Owned Subsidiary does not require approvals contemplated under Section 188 of the Companies Act, 2013 or Regulation 23 of SEBI(Listing Obligations and





		<p>Disclosure Requirements) Regulations, 2015.</p> <p>The promoter/promoter group/group companies of the Company does not have any interest except the followings:</p> <ol style="list-style-type: none"> <li>i. Mr. Harsh Mohan Gupta has been the subscriber to the MOA and AOA of RTL and has also been appointed as Director and shall be holding 200 Equity Share of Rs.2 each on behalf of RIL as Nominee Shareholder;</li> <li>ii. Mrs. Vinita Gupta has been the subscriber to the MOA and AOA of RTL and has also been appointed as Director and shall be holding 200 Equity Share of Rs.2 each on behalf of RIL as Nominee Shareholder;</li> <li>iii. Mr. Rishab Mohan Gupta has been the subscriber to the MOA and AOA of RTL and has also been appointed as Director and shall be holding 200 Equity Share of Rs.2 each on behalf of RIL as Nominee Shareholder;</li> <li>iv. Ms. Samara Gupta has been the subscriber to the MOA and AOA of RTL and has also been appointed as Director and shall be holding 200 Equity Share of Rs.2 each on behalf of RIL as Nominee Shareholder;</li> </ol>
c	Industry to which the entity being acquired belongs.	RTL shall commence the business of Engineering and Manufacturing in Aerospace and Defense in due course.
d	Objects and effects of acquisition (Including but not limited to, disclosure of reasons for acquisition of target entity, if its business is	RTL has been incorporated as Wholly Owned Subsidiary of RIL, for the purpose of segregation of Rosell Techsys Divisions of the Company by





**CONTINUATION**



	outside the main line of business of the listed entity).	way of Demerger pursuant to the Scheme of Arrangement, which is pending approval by the Board of Directors.
e	Brief details of any governmental or regulatory approvals required for the acquisition.	Not Applicable
f	Indicative time period for completion of the acquisition.	Not Applicable
g	Nature of consideration - whether cash consideration or share swap and details of the same.	Cash consideration
h	Cost of acquisition or the price at which the shares are acquired.	Rs.1,00,000/- (50,000 Equity Shares of Rs.2 each) including those held by the Nominees.
i	Percentage of shareholding /control acquired and / or number of shares acquired.	100% (Company subscribed for 48,800 Equity Shares of Rs.2 each in its own name and other six individuals acting as Nominee of the Company has subscribed 200 Equity Shares each aggregating to 1,200 Equity Shares of Rs.2 each)
j	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information.	Product/line of Business: RTL shall commence the business of Engineering and Manufacturing in Aerospace and Defense in due course;  Date of Incorporation: 6 <sup>th</sup> December, 2022  Turnover: Not applicable (yet to commence its business operation)  Country: India

The above is for your record and necessary dissemination.

Yours faithfully,  
For **ROSSELL INDIA LTD**



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