

# ROSSELL TECHSYS LIMITED

Regd. Off.: Jindal Towers, Block 'B', 4<sup>th</sup> Floor, 21/1A/3 Darga Road, Kolkata – 700017  
Phone No.: 033-2283-4318; E-mail ID: rosselltechsyslimited@gmail.com

## DIRECTORS' REPORT

To,  
The Members,

Your Directors are pleased to present their first Annual Report of the Company together with the Audited Accounts for the Financial Year ended March 31, 2023.

### Financial summary or highlights of the Company

The Company's Financial Performance for the financial year ended on March 31, 2023 are given hereunder:

Particulars	(Rs. in Lakhs)
	Year ended 31 <sup>st</sup> March 2023
Total Income	-
Profit before finance cost and Depreciation	(17.80)
Less : Finance Cost	-
Profit before Depreciation	(17.80)
Less : Depreciation	-
Profit before Exceptional Items	(17.80)
Exceptional Items	-
Profit before Taxation	(17.80)
Less : Provision for current Taxation	-
Deferred Taxation	-
Income Tax for earlier year	-
Profit After Taxation	(17.80)
Other Comprehensive Income	-
Total Comprehensive Income	(17.80)

### Share Capital

The Company's Authorized Share Capital was at Rs.12,00,00,000 divided into 6,00,00,000 Equity Shares of Rs.2 each and the issued, subscribed and Paid up Share Capital was at Rs.1,00,000 (Rupees One Lakh only) divided into 50,000 Equity Shares of Rs.2 each as on 31<sup>st</sup> March, 2023. The entire Share Capital is held by the Holding Company, Rossell India Limited along with their 6 Nominees.

During the year under review, the Company has not issued any shares with differential voting rights, Employee Stock Options and sweat Equity Shares.

CIN: U29299WB2022PLC258641

### **Appropriation of Profit after Tax for Transfer to Reserves**

During the Financial Year 2022-2023, the Company made a loss of Rs. 17.80 Lakhs and therefore no amount was available for transfer to General Reserve in terms of the first proviso to section 123(1) of the Companies Act, 2013.

### **Performance**

The Company was incorporated on 6<sup>th</sup> December, 2022 under the Companies Act, 2013 as a wholly owned subsidiary of Rossell India Limited and having an object to take over the existing business undertaking of Rossell Techsys Division of Rossell India Limited, as per the Scheme of Arrangement already approved by the Board on 16<sup>th</sup> December, 2022. Accordingly, the Company has not taken up any Business Activity as yet.

### **Change in the nature of business, if any**

During the year, there has been no change in the nature of business of the Company.

### **Meetings of Board of Directors**

During the year 2 (Two) Board Meetings were held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

<b>S. No.</b>	<b>Date of Board Meeting</b>
1.	6 <sup>th</sup> December, 2022
2.	16 <sup>th</sup> December, 2022
3.	23 <sup>rd</sup> March, 2023

The table sets out the number of meetings attended by each Director:

<b>Name of the Director</b>	<b>No. of Board Meetings</b>	
	<b>Held</b>	<b>Attended</b>
Mr. Harsh Mohan Gupta	3	3
Mrs. Vinita Gupta	3	2
Mr. Rishab Mohan Gupta	3	2
Ms. Samara Gupta	3	2

### **Directors' Responsibility Statement**

The Director pursuant to Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall that:-

- (a) in the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any

- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2023 and of the loss of the Company for the financial year ended on that date;
- (c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The directors have prepared the annual accounts for the year ended 31<sup>st</sup> March, 2023 on a going concern basis;
- (e) The Company being unlisted, sub clause (e) of section 134(5) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable to the Company.
- (f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **Directors and key Managerial Personnel**

Since incorporation, there has been no change in Directors and Key Managerial Personnel during the year under review.

Mrs. Vinita Gupta, being the rotational Director of the Company under Section 152(6) of the Companies Act, 2013 retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment.

The Board, at its meeting held on 26<sup>th</sup> May, 2023, has appointed Mr. N K Khurana (Fellow Member of the Institute of Company Secretary of India having Membership No. 2173), the present Director (Finance) and Company Secretary in the Holding Company viz. Rossell India Limited, as the Company Secretary of the Company w.e.f. 26<sup>th</sup> May, 2023 in terms of Sec. 203 of the Companies Act, 2013.

### **Statutory Auditors**

M/s. Khandelwal Ray & Co., Chartered Accountants, existing Statutory Auditors of the Company appointed in the first Board Meeting of the Company held on 6<sup>th</sup> December, 2022 till the conclusion of the first Annual General Meeting of the Company and they would retire accordingly.

In terms of the provisions of Section 139(1) of the Companies Act, 2013, the Company is proposing to appoint M/s Vasan & Sampath LLP, Chartered Accountants (Firm Registration No. 004542S/S200070) for a term of five consecutive financial year commencing from the conclusion of this first Annual General Meeting till the conclusion of the sixth Annual General Meeting. M/s Vasan & Sampath LLP have given their consent to the said appointment and confirmed that their appointment, if made, would be within the limits mentioned under Section 141(3) (g) of the Companies Act, 2013.

### **Auditors' Report**

The report given by the Auditors on the Financial Statement of the Company for the year under review, forms part of this Annual Report. There has been no qualification, reservation or adverse remark or disclaimer given by the Auditors in their report.

The Notes to the Financial Statements are also self-explanatory and do not call for any further comments.

### **Secretarial Audit**

During the year under review, the provision of section 204(1) of the Companies Act, 2013 were not applicable to the Company.

### **Particulars of Loans, Guarantees and Investments**

During the year under review, your Company has not granted any inter-corporate loan, neither provided any Guarantee in connection with any loan to any party nor made any investment in terms of the provisions of Section 186 of the Companies Act, 2013.

### **Fixed Deposit**

Your Company has not accepted any fixed deposit from the public, during the period under review.

### **Particulars of Contracts or Arrangements Made With Related Parties**

The details of the related party's transactions during the year under review pursuant to Section 134(3) (h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is hereby given as Annexure A with this Director's Report in the prescribed Form AOC-2.

### **Material Changes and Commitment affecting Financial Position between the End of Financial Year and the Date of the Report**

Your Directors confirm that there are no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year of the Company and the date of this report.

### **Conservation Of Energy, Research and Development, Technology Absorption, Foreign Exchange Earnings and Outgo**

The Directors are of the opinion that particulars with respect to conservation of energy and technology absorption as per section 134 (3)(m) read with rule 8 (3) of Companies (Accounts) Rules 2014, are not applicable in view of the nature of business activities of the Company and therefore not required to be given. There has been no foreign exchange earnings or outgo during the year under review.

### **Corporate Social Responsibility (CSR)**

The Company does not satisfy the criteria specified under section 135 (1) read with rule 9 of the Companies (Accounts) Rule, 2014 therefore it is not required to give disclosure of contents of corporate social responsibility as per section 134 (3) (o) read with Companies (Corporate Social Responsibility Policy) Rule, 2014.

### **Risk Management Policy**

The Company does not have any codified Risk Management Policy, as the elements of risk threatening the Company's existence are minimal.

### **Particulars of Employees**

There has been no employees in the Company and therefore the provisions of Sec. 134 (3) (q) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 does not apply.

### **Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

Your Directors state that during the year under review, there were no cases filed pursuant to The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### **Significant and Material Orders passed by the Regulators or Courts or Tribunals**

There were no such material orders passed by the regulators or courts or tribunals affecting the going concern status and Company's operations in future, during the period under review.

### **Declaration by an Independent Director(s), if any**

The provisions of Section 149 of the Companies Act, 2013 pertaining to the appointment of Independent Directors do not apply to Company.

### **Dematerialization of Shares**

The entire Share Capital of the Company comprising of 50,000 Equity Shares is in Dematerialized form and the Company has appointed from CB Management Services Private Limited as Registrar and Share Transfer Agent (RTA).

### **Nomination and Remuneration Committee**

The provisions of Section 178(1) of the Companies Act 2013 is not applicable. Hence constitution of the Nomination and Remuneration Committee is not applicable to the Company.

### **Disclosure about maintenance of Cost Records**

The Company does not satisfy the criteria specified under the provisions of Section 148(1) of Companies Act 2013. Hence, cost records are not required to be maintained by the Company.

### **Transfer of Amounts to Investor Education and Protection Fund**

The Company has no any funds lying unpaid or unclaimed for a period of seven years. Hence, there were no funds, which were required to be transferred to Investor Education and Protection Fund (IEPF).

### **Application/Proceeding pending under the Insolvency and Bankruptcy Code, 2016**

Your Company has neither made any application nor any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 during the financial year 2022-2023.

### **One-Time Settlement**

Your Company has not made any one-time settlement against loans taken from the Banks or Financial Institutions during the financial year 2022-2023.

### **Acknowledgements**

Your Directors wish to place on record their appreciation and acknowledge with gratitude for the support and co-operation extended by the Business Associates, Banks and other Stakeholders of the Company and look forward to their continued patronage in future.

Date: 26<sup>th</sup> May, 2023

Place: Delhi



**Harsh Mohan Gupta**

**Director**

**DIN: 00065973**

**Address: 18, Avenue  
Ashok, Rajokri,  
Delhi 110038**

## Annexure-A

### Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

#### 1) Details of contracts or arrangements or transactions not at arm's length basis :

(a)	Name(s) of the related party and nature of relationship	The Company has not entered in to any contract or arrangement or transactions with its related parties <b>which is not at arm's length</b> during the financial year 2022-23.
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts / arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

#### 2) Details of material contracts or arrangement or transactions at arm's length basis :

(a)	Name(s) of the related party and nature of relationship	The Company has not entered in to any <b>material contract or arrangement or transactions</b> with its related parties during the financial year 2022-23.
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts / arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Date(s) of approval by the Board	
(f)	Amount paid as advances, if any	

Date: 26<sup>th</sup> May, 2023  
Place: Delhi

  
**Harsh Mohan Gupta**  
Director  
DIN: 00065973  
Address: 18, Avenue  
Ashok, Rajokri,  
Delhi 110038

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## LIST OF SHAREHOLDERS AS ON 31.03.2023

S. No.	Name of the Shareholders	No. of Equity Shares	Face Value of Per Equity Shares(Rs.)	Percentage
1.	Rossell India Limited	48,800	2	97.6
2.	Mr. Harsh Mohan Gupta (Nominee of Rossell India Limited)	200	2	2.4
3.	Mr. Rishab Mohan Gupta (Nominee of Rossell India Limited)	200	2	
4.	Mrs. Vinita Gupta (Nominee of Rossell India Limited)	200	2	
5.	Ms. Samara Gupta (Nominee of Rossell India Limited)	200	2	
6.	Mr. Digant Mahesh Parikh (Nominee of Rossell India Limited)	200	2	
7.	Ms. Zeena Philip (Nominee of Rossell India Limited)	200	2	
	<b>Total</b>	<b>50,000</b>		

For Rossell Techsys Limited

**Harsh Mohan Gupta**

**Director**

**DIN: 00065973**

**Address: 18, Avenue Ashok,**

**Rajokri, Delhi 110038**

CIN: U29299WB2022PLC258641

**Independent Auditors' Report****To the Members of Rossell Techsys Limited****Report on the Audit of the Financial Statements****Opinion**

We have audited the accompanying financial statements of Rossell Techsys Limited ("the Company"), which comprise of the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section in our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence and ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



## Management's Responsibility for the Financial Statements

The Company's Management and Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements to give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors of the Company are also responsible for overseeing the Company's reporting process.

## Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company had adequate internal financial controls system with reference to financial statement and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management and Board of Directors.



- Conclude on the appropriateness of management's and Board of Directors use of the going concern basis of accounting in respect of financial statement and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained upto the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. A. As required by Section 143(3) of the Act, based on our audit we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;



# KHANDELWAL RAY & CO.

CHARTERED ACCOUNTANTS

64/55B, BELGACHIA ROAD,

BELGACHIA,

KOLKATA - 700 037

Phone : 2243-8018

E-mail : khand.ray@hotmail.com

- d. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of the written representations received from the Directors as on March 31, 2023 taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2023 from being appointed as a Director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- B. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a) There is no pending litigation as on 31st March 2023 on the Company.
- b) The Company does not have any contracts including derivative contracts during the year ended 31st March 2023.
- c) This is the year of incorporation of the Company. This clause is not applicable.
- d) (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
  - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or
  - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries
- (iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (d)(i) and (d)(ii) contain any material mis-statement.
- e) The Company is yet to start its operations. Thus, no dividend has been declared.



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E-mail : khand.ray@hotmail.com

- C. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, no remuneration was paid by the Company to its directors during the year.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.



Place : Kolkata  
Date : 26<sup>th</sup> May, 2023

For Khandelwal Ray & Co.,  
Chartered Accountants  
(Registration No.302035E)

A handwritten signature in black ink, appearing to read "Pinaki Sarkar".

Pinaki Sarkar  
Partner

Membership No. 051449  
UDIN: 23051449BGRVTP4740

**Annexure - A to the Auditors' Report****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Rossell Techsys Limited ("the Company") as of 31<sup>st</sup> March, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls system over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted



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accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

## **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.



**For Khandelwal Ray & Co.,  
Chartered Accountants  
(Registration No. 302035E)**

**Pinaki Sarkar  
Partner**

**Membership No. 051449  
UDIN: 23051449BGRVTP4740**

Place : Kolkata  
Date : 26<sup>th</sup> May, 2023

## Annexure - B to the Auditors' Report

Referred to in paragraph I under Report on "Other Legal and Regulatory Requirements", section of our Report of even date:

- i. (a)(A) The Company has no Property, Plant and Equipment. Accordingly, the clause 3(i)(a)(A),(B),(b),(c),(d) are not applicable.  
  
(e) According to the information and explanation given to us and on the basis of our examination of the records of the Company there are no proceeding initiated or pending against the Company for holding any benami properties under the prohibition of Benami Properties Transaction Act,1988 and rules made there under.
- ii. (a) Since there is no inventory, clause 3(ii)(a) is not applicable.  
  
(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits, from Banks on the basis of security of current assets.
- iii. (a) According to information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to Companies, firms, Limited Liability Partnerships or any other Parties. Accordingly, clause 3(b) to (f) are not applicable.
- iv. In our opinion and according to the information and explanations given to us, the Company has no loans and investments.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Section 73 to Section 76 of the Companies Act 2013 and the Rules framed thereunder. Accordingly clause 3(v) of the order is not applicable.
- vi. The Company has not commence its operations or production, hence this clause is not applicable.
- vii. (a) According to the information and explanation given to us and on the basis of records of the Company examined by us, we are of the opinion that the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, service tax, goods and services tax, duty of custom and cess and other material statutory dues applicable to it.

There is no arrears outstanding statutory dues as at the last day of the financial year for a period of more than 6 months from the date they became payable.

- (b) According to the information and explanation given and records examined by us, there are no statutory dues, which have not been deposited on account of any dispute.



- viii. The Company has been incorporated in this financial year only. Accordingly, this clause is not applicable.
- ix. The Company has not taken any loan. Hence this clause 3(ix)(a) to (f) of the Order are not applicable.
- x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instrument during the year). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) The Company has not made any preferential allotment or private placement of share or convertible debentures during the year. However, the Equity Shares of the Company were allotted to the Subscribers to the Memorandum of Association.
- xi. (a) Best on examination of books and records of the Company, carried out by us and according to the information and explanations given to us, no fraud by the Company or any fraud on the Company has been noticed or reported.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations given to us, no complaint has been received from the whistle blower during the year.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi Company. Accordingly clause 3(xii) of the order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act 2013 where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. The Company has not commenced its operations. Accordingly, the Company does not have Internal Audit System. Accordingly, clause 3(xiv)(b) of the Order is not applicable.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company has not conducted any nonbanking financial and housing financial activities.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) The Group has only one CIC, the Ultimate Parent Company, as part of the Group. Accordingly, clause 3(xvi)(d) of the Order is not applicable.



# KHANDELWAL RAY & CO.

CHARTERED ACCOUNTANTS

64/55B, BELGACHIA ROAD,  
BELGACHIA,  
KOLKATA - 700 037  
Phone : 2243-8018  
E-mail : khand.ray@hotmail.com

- xvii. The Company has incurred cash losses in the financial year, this being the first year of financial statement and the Company is yet to start its operations.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly clause 3(xviii) of the order is not applicable.
- xix. The Company has not commenced its operations and hence this clause is not applicable.
- xx. The section 135(5) of the Companies Act 2013 is not applicable to the Company. Accordingly, clause 3(xx)(a) and (b) of the Order are not applicable



Place : Kolkata  
Date : 26<sup>th</sup> May,2023

For Khandelwal Ray & Co.,  
Chartered Accountants  
(Registration No. 302035E)

A handwritten signature in black ink, appearing to read "Pinaki Sarkar".

Pinaki Sarkar  
Partner

Membership No. 051449  
UDIN: 23051449BGRVTP4740

**Rossell Techsys Limited**  
Balance Sheet as at 31st March, 2023

Rs. in Lakhs

Particulars	Note No.	31st March, 2023
<b>I. ASSETS</b>		
<b>(1) Non-current assets</b>		
(a) Financial Assets		
(i) Other Financial Assets	5	0.10
<b>Total Non-Current Assets</b>		<b>0.10</b>
<b>(2) Current Assets</b>		
(a) Financial Assets		
(i) Cash and Cash Equivalents	6	1.00
<b>Total Current Assets</b>		<b>1.00</b>
<b>TOTAL ASSETS</b>		<b>1.10</b>
<b>II. EQUITY AND LIABILITIES</b>		
<b>(1) Equity</b>		
(a) Equity Share Capital	7	1.00
(b) Other Equity		(17.80)
<b>Total Equity</b>		<b>(16.80)</b>
<b>(2) Liabilities</b>		
<b>(a) Current Liabilities</b>		
(i) Other Current Liabilities	8	17.90
<b>Total Current Liabilities</b>		<b>17.90</b>
<b>Total Liabilities</b>		<b>17.90</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1.10</b>

In terms of our Report of even date

For Khandelwal Ray & Co.,  
Chartered Accountants  
Registration No. 302035E

*[Signature]*

**Pinaki Sarkar**  
Partner  
Membership No.051449

Place: Kolkata  
Date: 26th May, 2023



*[Signature]*

H. M. Gupta  
Director  
DIN:00065973  
Place: Delhi

*[Signature]*

Vinita Gupta  
Director  
DIN:00065994  
Place: Delhi  
Date: 26th May, 2023

**Rossell Techsys Limited**  
**Profit and Loss Statement for the period 6th December, 2022 to 31st March, 2023**

Particulars	Note No.	Rs. in Lakhs
		For the period 6th December, 2022 to 31st March, 2023
<b>Income</b>		
Revenue from operations		-
Other Income		-
<b>Total Income</b>		-
<b>Expenses</b>		
Cost of materials consumed		-
Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress		-
Employee benefits expense		-
Finance cost		-
Depreciation and amortization expense		-
Other expenses	9	17.80
<b>Total Expenses</b>		17.80
<b>Profit / (Loss) before tax</b>		(17.80)
Income Tax Expense		
(i) Current Tax		-
(ii) Deferred Tax		-
<b>Total Tax Expense</b>		-
<b>Net Profit / (Loss) for the Year</b>		(17.80)
<b>Other Comprehensive Income</b>		
Items that will not be reclassified to profit or loss		-
Items that will be reclassified to profit or loss		-
<b>Other Comprehensive Income for the period, net of tax</b>		-
<b>Total Comprehensive Income for the period</b>		(17.80)
Earning per Equity Share [Nominal Value per share : Rs.2]		
(1) Basic	10	(35.60)
(2) Diluted		(35.60)

In terms of our Report of even date

**For Khandelwal Ray & Co.,**  
Chartered Accountants  
Registration No. 302035E



**Pinaki Sarkar**  
Partner  
Membership No.051449

Place: Kolkata  
Date: 26th May, 2023




H. M. Gupta  
Director  
DIN:00065973  
Place: Delhi



Vinita Gupta  
Director  
DIN:00065994  
Place: Delhi  
Date: 26th May, 2023

**ROSSELL TECHSYS LIMITED**  
Cash Flow Statement for the year ended 31st March, 2023

Rs. in Lakhs  
For the period  
6th December, 2022  
to  
31st March, 2023

<b>A. Cash Flow from Operating Activities</b>	
Profit before Tax	(17.80)
Operating Profit before Working Capital Changes	(17.80)
- Adjustment for :	
Trade Receivables, Loans, Advances and Other Assets	(0.10)
Trade Payable, Other Liabilities and Provisions	17.90
	17.80
Cash Generated from Operations	-
Direct Taxes (Net of refund)	-
	-
<b>Net Cash Flow from Operating Activities</b>	-
<b>B. Cash Flow from Investing Activities :</b>	
<b>Net Cash Flow from Investing Activities</b>	-
<b>C. Cash Flow from Financing Activities</b>	
Proceeds from Issue of Equity Shares	1.00
<b>Net Cash Flow from Financing Activities</b>	1.00
<b>Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	1.00
Cash and Cash Equivalents at the beginning of the Period	-
<b>Cash and Cash Equivalents at the end of the Period</b> (Note 6)	1.00

Notes:

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Ind AS 7 - "Statement of Cash Flow".

In terms of our Report of even date

Dr Khandelwal Ray & Co.,  
Chartered Accountants  
Registration No. 302035E

Pinaki Sarkar  
Partner  
Membership No.051449

Place: Kolkata  
Date: 26th May, 2023



  
H. M. Gupta  
Director  
DIN:00065973  
Place: Delhi

  
Vinita Gupta  
Director  
DIN:00065994  
Place: Delhi  
Date: 26th May, 2023

**Rossell Techsys Limited****Statement of Changes in Equity for the period 6th December, 2022 to 31st March, 2023**

Rs. in lakhs

**A. Equity Share Capital**

Balance at the beginning on 6th December, 2022	-
Changes during the period	1.00
<b>Balance at the end on 31st March, 2023</b>	<b>1.00</b>

**B. Changes in Equity**

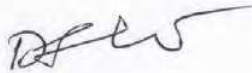
	Reserves and Surplus	Total
	Retained Earnings	
<b>As at 6th December, 2022</b>	-	-
Profit/(Loss) for the period	(17.80)	(17.80)
<b>As at 31st March, 2023</b>	<b>(17.80)</b>	<b>(17.80)</b>

**Nature and purpose of each Reserve****a) Retained Earnings**

Retained earnings represent accumulated profits/(Loss) earned by the Company and remaining unadjusted as on date.

In terms of our Report of even date

**For Khandelwal Ray & Co.,**  
Chartered Accountants  
Registration No. 302035E



**Pinaki Sarkar**  
Partner  
Membership No.051449

Place: Kolkata  
Date: 26th May, 2023



H. M. Gupta  
Director  
DIN:00065973  
Place: Delhi



Vinita Gupta  
Director  
DIN:00065994  
Place: Delhi  
Date: 26th May, 2023

## **Rossell Techsys Limited**

### **Significant Accounting Policies and Other Notes to the Financial Statement for the Period ended 31<sup>st</sup> March, 2023**

#### **1. Company Overview**

Rossell Techsys Limited (the Company) is a Public Limited Company incorporated and domiciled in India. The Company was incorporated on 6<sup>th</sup> December, 2022 under the Companies Act, 2013 with its registered office at Kolkata, West Bengal. As per main object of the Company, the Company shall engage in Engineering and Manufacturing in Aerospace and Defense Services. This Company was incorporated for taking over the existing undertaking of Rossell Techsys Division as per the Scheme of Arrangement (Note 13) already approved by the Board earlier and received NOC from Stock Exchanges/ SEBI. Accordingly, the Company has not taken up any Business Activity as yet.

#### **2. Basis of Preparation**

These financial statements have been prepared in accordance with Indian Accounting Standard (Ind AS) as per Companies (Indian Accounting Standards) Rules, 2015 (as amended) notified under Section 133 of the Companies Act, 2013 (the Act) and the other relevant provisions of the Act and Rules made thereunder.

#### **3. Basis of Measurement**

The financial statement has been prepared on the historical cost basis so far.

4. Since the Company has not taken up any Business Activity as yet, the Accounting Policies are still being worked out in accordance with Indian Accounting Standard (Ind AS) as per Companies (Indian Accounting Standards) Rules, 2015 (as amended) notified under Section 133 of the Companies Act, 2013 (the Act) and the other relevant provisions of the Act and Rules made thereunder. However, expenses on formation, demerger and company related expenses has been accounted for on accrual and prudent basis.



		31st March, 2023
5.	<b>OTHER FINANCIAL ASSETS</b>	
	Security Deposits	0.10
		<u>0.10</u>
6.	<b>CASH AND CASH EQUIVALENTS</b>	
	Balance with Banks - Current Accounts	1.00
		<u>1.00</u>
7.	<b>EQUITY SHARE CAPITAL</b>	
	<b>Authorized</b>	
	60,000,000 Equity Shares of Rs. 2 each	1,200.00
	<b>Issued, Subscribed and Paid Up</b>	
	50,000 Equity Shares of Rs. 2 each	1.00
A)	<b>Rights, Preferences and Restrictions attached to the Ordinary Share</b> The Company has only one class of shares referred to as Equity Shares having a par value of Rs. 2 per share. Each shareholder is eligible for one vote per share and is entitled to participate in Dividend, which may be proposed by the Board of Directors. In the event of liquidation, the Equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.	
B)	<b>Equity Shares held by Holding Company</b> Rossell India Limited and its nominees	50,000
C)	<b>Shareholders holding more than 5% of the aggregate Equity Share capital in the Company</b>	
	Name of the Shareholder	No. of Equity Shares and % of Holding
	Rossell India Limited and its nominees	50,000 100%
D)	<b>Reconciliation of Number of Shares</b>	
	Equity Shares outstanding at the beginning of the year	-
	Add: Equity Shares issued during the year	50,000
	Equity Shares outstanding at the end of the year	<u>50,000</u>
E)	<b>The Company has issued and allotted 50,000 Equity Shares of Rs. 2 each on 16th December, 2022 to the Subscribers of the Memorandum and Articles of Association of the Company.</b>	



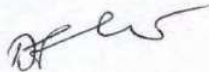
**Rossell Techsys Limited**  
**Notes to the Financial Statements**

Rs. in Lakhs

		31st March, 2023
<b>F) Shareholding of Promoters</b>		
Sl. No	Promotor Name	No. of Equity Shares and % of Total Shares
1	Rossell India Limited and its nominees	50,000 100.00%
	Total	50,000 100.00%
<b>% Change during the Year</b>		
	Rossell India Limited and its nominees	100.00%
<b>8. OTHER CURRENT LIABILITIES</b>		
	Due to Rossell India Ltd	17.74
	Liabilities for Expenses	0.12
	Statutory Dues	0.04
		17.90

In terms of our Report of even date

**For Khandelwal Ray & Co.,**  
 Chartered Accountants  
 Registration No. 302035E



**Pinaki Sarkar**  
 Partner  
 Membership No.051449

Place: Kolkata  
 Date: 26th May, 2023




**H. M. Gupta**  
 Director  
 DIN:00065973  
 Place: Delhi



**Vinita Gupta**  
 Director  
 DIN:00065994  
 Place: Delhi  
 Date: 26th May, 2023

9.	<b>OTHER EXPENSES</b>	0.34
	Legal and Professional Fees	0.40
	Auditors' Remuneration (Note below)	11.01
	Preliminary Expenses Written Off	6.03
	Demerger Expenses	0.02
	Miscellaneous Expenses	
		<u>17.80</u>
	Note: Break up of Auditors' Remuneration	0.10
	As Auditor	
	For Other Services	0.30
	Certification Job	<u>0.40</u>
10.	<b>EARNINGS PER SHARE</b>	
	Profit / (Loss) for the Period	(17.80)
	Weighted average number of Equity Shares outstanding for the purpose of Basic/ Diluted Earnings per Equity Share	0.50
	Earnings per Equity Share of Rs. 2 each	(35.60)
11.	<b>RELATED PARTY DISCLOSURE AS PER IND AS 24 FOR THE PERIOD 6TH DECEMBER, 2022 TO 31ST MARCH, 2023</b>	
	i) Holding Company Rossell India Limited Extend of holding of Equity Share - 100%	
	ii) Transactions/ balance with Holding Company Rossell India Limited	1.00
	Investment in Equity Shares by Holding Company	17.74
	Payable to Holding Company at the end of the year	



**Rossell Techsys Limited**  
**Notes to the Financial Statements**

**12. Financial Instruments by category**


Particulars	As at 31 <sup>st</sup> March, 2023				
	FVTPL	FVOCI	Amortized Cost	Total Carrying Value	Total Fair value
<b>Financial Assets</b>					
(i) Cash and Cash Equivalents	-	-	1.00	1.00	1.00
(ii) Other Financial Assets	-	-	0.10	0.10	0.10
<b>Total financial assets</b>	-	-	1.10	1.10	1.10
<b>Financial liabilities</b>					
<b>Total financial liabilities</b>	-	-	-	-	-

**13. Business Restructuring**

The Board of Directors of the Company at their Meeting held on 16th December, 2022 approved the Scheme of Arrangement between Rossell India Limited ("the Demerged Company") and Rossell Techsys Limited ("the Resulting Company") and their respective shareholders under the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 involving demerger of Rossell Techsys Division from the Demerged Company into the Resulting Company and cancellation and reduction of existing share capital of Resulting Company. The Appointed Date set out in the Scheme is 1st April, 2023 or such other date as the Hon'ble National Company Law Tribunal ("NCLT") or any other competent authority may approve. The Stock Exchanges have recently issued their No Objection/ Observation Letters for this Scheme and the required application to NCLT is in the process of being filed. The scheme shall be effective post receipt of necessary approvals by shareholders and creditors of the Companies, NCLT and such other statutory and regulatory approvals as may be required.

In terms of our Report of even date

**For Khandelwal Ray & Co.,**  
Chartered Accountants  
Registration No. 302035E



**Pinaki Sarkar**  
Partner  
Membership No.051449

Place: Kolkata  
Date: 26<sup>th</sup> May, 2023




H. M. Gupta  
Director  
DIN: 00065973  
Place: Delhi



Vinita Gupta  
Director  
DIN: 00065994  
Place: Delhi  
Date: 26<sup>th</sup> May, 2023