

COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2), PART III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/modifications thereof)

To,
The Board of Directors,
Rossell Techsys Limited,
Jindal Towers, Block B, 4th Floor,
21/1A/3, Darga Road, Kolkata,
West Bengal, India, 700017.

Dear Sir/Madam,

Practicing Company Secretary's Certificate on the compliance with the requirements under Regulation 163(2) of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (the "SEBI ICDR Regulations"), in relation to proposed preferential issue of 25,72,898 (Twenty-Five Lakh Seventy-Two Thousand Eight Hundred and Ninety-Eight) Equity Shares of Face Value of Rs. 2/- (Rupees Two only) each ("Equity Shares") by Rossell Techsys Limited.

1. This certificate is issued in accordance with the terms of our engagement *vide* letter dated September 16, 2026.
2. We have been requested by the Board of Directors of **Rossell Techsys Limited** ("the Company") having CIN: L29299WB2022PLC258641 and having its registered office at Jindal Towers, Block B, 4th Floor, 21/1A/3, Darga Road, Kolkata, West Bengal, India, 700017 to certify that:

The proposed preferential issue of 25,72,898 (Twenty-Five Lakh Seventy-Two Thousand Eight Hundred and Ninety-Eight) Equity Shares of face value of Rs. 2/- (Rupees Two only) each ("Equity Shares") with an issue price of Rs. 1,166/- (Rupees One Thousand One Hundred and Sixty-Six only) including a premium of Rs. 1,164/- (Rupees One Thousand One Hundred and Sixty-Four only) per Equity Share aggregating to an amount up to Rs. 299,99,99,068/- (Rupees Two Hundred Ninety-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand and Sixty-Eight Only) ("Proposed Preferential Issue") towards cash, to the below mentioned Non-Promoter category.

The Proposed Preferential Issue was approved at the meeting of Board of Directors of the Company held on September 18, 2026, subject to shareholders' approval in compliance with the requirements of "Chapter V - Preferential Issue" of the SEBI ICDR Regulations and the applicable provisions of the Companies Act, 2013 (the "Act") and rules framed thereunder. This certificate is required to be placed before the Extraordinary General Meeting of the Shareholders to be held on October 15, 2026, as per requirement of Regulation 163(2) of the SEBI ICDR Regulations. The Preferential offer shall be made to the following proposed Allottees: (hereinafter referred to as "Proposed Allottees")

BMP & Co. LLP

Regd. Off: 4th Floor, Aishwarya Sampurna, 79/1, Vani Vilas Road, Basavanagudi, Bengaluru - 560004,
☎: 9900901974 ✉: biswajit@bmpandco.com Web : www.bmpandco.com, LLPIN: AAI-4194



Sr. No	Name of the Proposed Allottees	Category	Permanent Account Number	Number of Equity Shares to be issued
1.	SBI Mutual Fund through its various schemes, i.e.:			
	i. SBI Conservative Hybrid Fund	Non-Promoter (Qualified Institutional Buyer)	AABTS6407Q	6,00,345
	ii. SBI ELSS Tax Saver Fund			6,00,343
	iii. SBI Infrastructure Fund			3,43,053
	iv. SBI MNC Fund			3,00,171
	v. SBI Balanced Hybrid Fund			2,14,408
	vi. Magnum Equity Ex-Top 100 Long Short Fund			2,57,289
2.	SBI Optimal Equity Fund – Long Term (a scheme of SBI Alternative Equity Fund)	Non-Promoter (Qualified Institutional Buyer)	ABDTS6933L	2,57,289
Total				25,72,898

3. The accompanying statement set out in **Annexure A** contains working for arriving at minimum issue price issued by BMP & Co. LLP, Practicing Company Secretaries and **Annexure B** hereto contains details of the Company's compliance with the SEBI ICDR Regulations in connection with the Preferential Issue (the “**Statement**”), prepared by the Management.

Management's Responsibility

4. The preparation of the accompanying Statement, including the preparation and maintenance of relevant supporting records and documents, is the responsibility of the Management of the Company. This responsibility includes designing, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis for preparation and making judgments and estimates that are reasonable in the circumstances.
5. Management is also responsible for providing all relevant information to SEBI, BSE Limited and/or NSE Limited.
6. The Management is also responsible for ensuring that the Company complies with the below requirements of the SEBI ICDR Regulations:
- a) Determination of the relevant date, being the date 30 days prior to the date on which the meeting of Shareholders is held to consider the proposed preferential issue.

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- b) Determination of the minimum price of equity shares being:
- A. Not less than 10 trading days' Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the relevant date;
- B. Regulation 164(4) states that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue - **The Articles of Association of the Company does not provide for a method of determination for valuation of shares which results in a floor price higher than that determined under ICDR Regulations.**
- C. Regulation 166A states that the preferential issue, which will result in allotment of more than five percent of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, and the same shall require a Valuation Report from an Independent Registered Valuer for determining the price. – **As the proposed Preferential issue shall result in more than 5% of the post issue paid-up share capital of the Company on diluted basis, the Company has obtained valuation report from the registered valuer.**
- c) Compliance of the applicable laws and ensuring the authenticity of documents and Information furnished.
- d) Compliance with the requirements of the SEBI ICDR Regulations.

Practicing Company Secretary's Responsibility

7. Pursuant to the requirements of Regulation 163(2) of Chapter V of the SEBI ICDR Regulations, as amended, it is our responsibility to provide limited assurance that the proposed preferential issue of Equity Shares to the Proposed Allottees as mentioned above, are being made in accordance with the requirements of "**Chapter V- Preferential Issue**" of the SEBI ICDR Regulations to the extent applicable and applicable provisions of the Act and rules framed thereunder.

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company ("**Management**"), as required under the aforesaid Regulations, we have verified that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue. More specifically, we have performed the following procedures to confirm the compliance with required conditions:

- a) Reviewed the Memorandum of Association and Articles of Association of the Company.
- b) Reviewed the present capital structure including the details of the authorised, subscribed, issued, paid up share capital of the Company along with the shareholding pattern.

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- c) Obtained and read a certified copy of resolutions of the Board of Directors of the Company (the "Board") dated September 18, 2026 approving the issue of 25,72,898 (Twenty-Five Lakh Seventy-Two Thousand Eight Hundred and Ninety-Eight) Equity Shares for cash, to following allottees:

S No	Name of the Proposed Allottees	Category (Promoter/ Non - Promoter)	No. of equity shares	Issue Price (in Rs.)	Investment Amount (in Rs.)
1.	SBI Mutual Fund through its various schemes, i.e.:				
	i. SBI Conservative Hybrid Fund	Non-Promoter (Qualified Institutional Buyer)	6,00,345	1,166	70,00,02,270
	ii. SBI ELSS Tax Saver Fund		6,00,343		69,99,99,938
	iii. SBI Infrastructure Fund		3,43,053		39,99,99,798
	iv. SBI MNC Fund		3,00,171		34,99,99,386
	v. SBI Balanced Hybrid Fund		2,14,408		24,99,99,728
	vi. Magnum Equity Ex-Top 100 Long Short Fund		2,57,289		29,99,98,974
2.	SBI Optimal Equity Fund – Long Term (a scheme of SBI Alternative Equity Fund)	Non-Promoter (Qualified Institutional Buyer)	2,57,289	1,166	29,99,98,974
Total			25,72,898	1,166	299,99,99,068

- d) Reviewed the list of Proposed Allottees.

- e) Obtained and read the notice dated September 18, 2026 of the Extraordinary General Meeting that is proposed to be held on October 15, 2026 containing the proposed special resolution and the corresponding explanatory statement under Section 102 of the Act seeking approval of the members of the Company for preferential issue of 25,72,898 Equity Shares of Face Value of Rs. 2/- each ("Equity Share") with an issue price of Rs. 1,166/- (Rupees One Thousand One Hundred and Sixty-Six only) including a premium of Rs. 1,164/- (Rupees One Thousand One Hundred and Sixty-Four only) per Equity Share.



f) Read notice dated September 18, 2026, of the Extraordinary General Meeting to verify the following disclosure in explanatory statement as required under Companies Act, 2013 & the Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014 and regulation 163(1) of the SEBI ICDR Regulations:

- the objects of the proposed preferential issue;
 - the maximum number of Equity Shares to be issued;
 - the intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer;
 - the shareholding pattern of the issuer before and after the proposed preferential issue;
 - the time frame within which the proposed preferential issue shall be completed;
 - the identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees except in the case of listed company, mutual fund, scheduled commercial bank, Insurance company registered with the Insurance Regulatory and Development Authority of India where the regulation exempts disclosure of ultimate beneficial owner of such proposed allottees;
 - the percentage of post preferential issue capital that may be held by the allottees and change in control, if any, in the issuer consequent to the preferential issue;
 - undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so;
 - undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.
 - disclosures specified in Schedule VI of the SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower.
 - the current and proposed status of the allottees post the preferential issues namely, non-promoter group and promoter group.
- i) to verify the tenure of the convertible securities of the Company that it shall not exceed eighteen months from the date of their allotment - Not Applicable.



- ii) to verify the lock-in period as required under regulation 167 of the regulations is mentioned in the Explanatory Statement annexed to the EGM notice. (The lock in period of pre-preferential holding should be from September 15, 2026 (Relevant Date) till 90 days from the date of trading approval, however, as the pre-preferential shareholding of the proposed allottees are nil, the lock in requirement should not be applicable.
- iii) to verify the terms for payment of consideration and allotment as required under regulation 169 of the regulations.
- g) Computation of the minimum issue price of Equity Shares to be allotted in Preferential issue is in accordance with the Regulations. The Minimum Issue Price for the proposed Preferential issue of the Company, based on Chapter V of SEBI ICDR Regulations, has been worked out at Rs. 1,165.72/- (Rupees One Thousand One Hundred Sixty-Five and Seventy-Two Paise only) per Equity Share.
- h) With respect to compliance with minimum price for proposed preferential issue in accordance with Regulation 164 read with Regulation 166A of the SEBI ICDR Regulations, we have issued our certificate dated September 18, 2026.
- i) Noted the Relevant Date is September 15, 2026, being 30 days prior to the date on which the resolution is to be passed.
- j) Board/shareholders' resolution and statutory registers to verify that promoter(s) or the promoter group has not failed to exercise any warrants of the Company which were previously subscribed by them - **Not Applicable**
- k) Valuation report of Independent Registered Valuer for pricing of infrequently traded shares - **Not Applicable.**
- l) Confirmation of payment of Annual listing fees for the financial year 2026-2027 in respect of equity shares of the Company listed on BSE Limited.
- m) Confirmed that Pre-Preferential Issue shareholding of the Proposed Allottees in the Company is held in dematerialized form: Not applicable, as no shares were held by the Proposed Allottees, prior to the proposed preferential issue.
- n) Reviewed the statutory registers of the Company and list of shareholders issued by RTA:
 - a) to note that the equity shares are fully paid up;
 - b) all equity shares held by the Proposed Allottees in the Company are in dematerialised form – Not applicable, as no shares were held by the Proposed Allottees, prior to the proposed preferential issue.

BMP & Co. LLP

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- o) Reviewed the disclosures under the SEBI (Prohibition of Insider Trading) Regulations, 2015 & the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, if any, made by Proposed Allottees during the 90 trading days preceding the relevant date – Not applicable, as no shares were held by the Proposed Allottees, prior to the proposed preferential issue.
- p) Reviewed the details of buying, selling and dealing in the equity shares of the Company by the Proposed Allottees, ~~promoter group~~ during the 90 trading days preceding the relevant date – Not applicable, as no shares were held by the Proposed Allottees, prior to the proposed preferential issue.
- q) Obtained confirmation from the Registrar and Transfer Agent (RTA) of the Company that none of the Proposed Allottees have sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date i.e., September 15, 2026, and till the date of execution of this certificate – Not applicable, as no shares were held by the Proposed Allottees, prior to the proposed preferential issue.
- r) Verified the Permanent Account Number ("PAN") of Proposed Allottees subscribing to the Preferential Issue from the copy of PAN card; and
- s) Conducted relevant management inquiry and obtained representation from the Management in this regard.

Conclusion

8. Based on our examination of such information/documents, explanation and written representations furnished to us by the management and employees of the Company and to the best of our knowledge and belief, we hereby certify that proposed preferential issue is being made in accordance with the requirements of the Chapter V of the SEBI ICDR Regulations to the extent applicable and applicable provisions of the Act and rules framed thereunder except with respect special resolution of shareholders which is expected to be passed in the Extraordinary General Meeting to be held on October 15, 2026. Accordingly, we confirm that the proposed preferential issue is being made in accordance with the requirements contained in SEBI ICDR Regulations.



Restriction on Use

9. This Certificate is issued solely for the purpose placing it before the Extraordinary General Meeting of the shareholders of the Company and should not be used by any person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Certificate for any events or circumstances occurring after the date of this Certificate.

Place: Bengaluru
Date: October 10, 2026
UDIN: F007834H001805841



**For BMP & Co. LLP,
Company Secretaries**

Pramod S M
Designated Partner
FCS No.: 7834
CP No.: 13784

To,
The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P.J. Towers, Dalal Street,
Mumbai – 400 001.

To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051.

Dear Sir,

Sub: Application for “In-principle approval” prior to issue and allotment of upto 25,72,898 (Twenty-Five Lakh Seventy-Two Thousand Eight Hundred and Ninety-Eight) Equity shares of Face Value of Rs. 2/- (Rupees Two only) each on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. We, BMP & Co. LLP, Practicing Company Secretaries, hereby certify that the minimum issue price for the proposed preferential issue of equity shares (“**Preferential Issue**”) of **Rossell Techsys Limited** (hereinafter referred to as the “**Company**” or “**Issuer**”), based on the pricing formula prescribed under Regulation 164 read with Regulation 166A of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**ICDR Regulations**”), have been worked out at Rs. 1,165.72 /- (Rupees One Thousand One Hundred Sixty-Five and Seventy-Two Paise only) per Equity Share.
2. The relevant date for the purpose of said Minimum issue price was September 15, 2026 (“**Relevant Date**”), being the date, which is 30 days prior to the date where the meeting of shareholders is held to consider the proposed preferential issue i.e., October 15, 2026.
3. The workings for arriving at such minimum issue price is attached herewith as **Annexure-1**. The valuation report as issued by Mr. Nikhil Chandak, Registered Valuer bearing Reg. No. IBBI/RV/07/2019/11801 dated September 18, 2026 is attached herewith.
4. The Equity Shares of the Company are listed on BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”). The highest trading volume in respect of the Equity Shares of the Issuer during the preceding 90 trading days prior to the Relevant Date was 2,16,30,056 Equity Shares on NSE and hence, NSE is considered to be relevant “**Stock Exchange**”.
5. We hereby certify that the Articles of Association of the issuer does not provide for any method of determination for valuation of shares which results in a floor price higher than that determined under ICDR Regulations.
6. We hereby certify that the proposed allottees, as mentioned in the below table do not have shareholding in the Company prior to the proposed Preferential issue.



Sr. No.	Name of the Proposed Allottee	Permanent Account Number	Pre-Issue Shareholding (No. of Shares)	Number of Equity Shares to be issued	Post-Issue Shareholding (No. of Shares)
1.	SBI Mutual Fund through its various schemes, i.e.:				
	i. SBI Conservative Hybrid Fund	AABTS6407Q	Nil	6,00,345	6,00,345
	ii. SBI ELSS Tax Saver Fund			6,00,343	6,00,343
	iii. SBI Infrastructure Fund			3,43,053	3,43,053
	iv. SBI MNC Fund			3,00,171	3,00,171
	v. SBI Balanced Hybrid Fund			2,14,408	2,14,408
	vi. Magnum Equity Ex-Top 100 Long Short Fund			2,57,289	2,57,289
2.	SBI Optimal Equity Fund – Long Term (a scheme of SBI Alternative Equity Fund)	ABDTS6933L	Nil	2,57,289	2,57,289
TOTAL			Nil	25,72,898	25,72,898

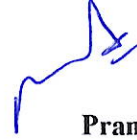
7. The workings for arriving at such minimum issue price have been attached herewith as **Annexure-1**.

This Certificate gives a reasonable assurance that based on the verification of the relevant books of accounts, documents, ICDR Regulations, historical data of the Issuer's share price & volume on the stock exchange, necessary workings produced before us and other relevant information and explanation required for issuance of this certificate by the management of the Company ("Management") and to the best of our knowledge and belief necessary for the purpose of issuing of this certificate.



This Certificate has been issued on specific request of the Management for submission to stock exchange for the purpose of obtaining in-principle approval prior to allotment of securities on preferential basis.

**For BMP & Co. LLP,
Company Secretaries**



Pramod SM
Designated Partner
FCS No.: 7834
CP No.: 13784

Place: Bengaluru
Date: October 10, 2026
UDIN: F007834H001805872

Annexure- 1

Date of passing special resolution at the Extra-Ordinary General Meeting	October 15, 2026
Relevant Date	September 15, 2026

A. Volume weighted average price (VWAP) of the equity shares of Rossell Techsys Limited quoted on the NSE during the 10 trading days preceding the relevant date (considering relevant date as September 15, 2026)

Days	Date of Trading Day	Aggregate Daily Turnover	Total Number of Shares Traded
1.	11-Sep-26	17,86,15,105.70	1,47,435
2.	10-Sep-26	9,95,63,380.20	82,882
3.	09-Sep-26	23,00,01,361.10	1,89,157
4.	08-Sep-26	48,81,30,934.20	4,07,001
5.	07-Sep-26	12,37,73,021.60	1,07,652
6.	04-Sep-26	26,95,60,031.20	2,34,989
7.	03-Sep-26	13,71,58,459.90	1,21,642
8.	02-Sep-26	18,68,43,138.30	1,64,242
9.	01-Sep-26	25,83,06,292.90	2,29,506
10.	31-Aug-26	19,18,88,625.45	1,71,715
	Total	2,16,38,40,350.55	18,56,221

Calculation of VWAP: Total of aggregate daily turnover over the period of 10 trading days in the scrip code/ Total number of shares traded during the 10 trading days.

$$\text{VWAP} = \frac{\text{Total Aggregate Daily Turnover}}{\text{Total Number of Shares Traded}}$$

$$\text{VWAP} = \frac{2,16,38,40,350.55}{18,56,221}$$

$$\text{VWAP} = \text{Rs. 1,165.72 /-}$$



- B.** Regulation 164(1) states that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue: **Articles of Association of the Company does not provide for a method of determination for valuation of shares which results in a floor price higher than that determined under ICDR Regulations.**

CONCLUSION

The Minimum Floor Price per Equity Shares as determined under Regulation 164 read with Regulation 166A under Chapter V of SEBI (ICDR) Regulations cannot be less than Rs. 1,165.72/- (Rupees One Thousand One Hundred Sixty-Five and Seventy-Two Paise only).

Place: Bengaluru
Date: October 10, 2026
UDIN: F007834H001805872

For BMP & Co. LLP,
Company Secretaries



Pramod SM
Designated Partner
FCS No.: 7834
CP No.: 13784

**ROSSELL TECHSYS LIMITED**

Corporate Office: No. 58-C, Road No. 2,
Hi-Tech Defence and Aerospace Park,
Behind KIADB Industrial Area, Devanahalli,
Bengaluru - 562165, Karnataka, India

CIN: L29299WB2022PLC258641

Annexure B

To,
BMP & Co. LLP,
Practicing Company Secretaries,
4th Floor, Aishwarya Sampurna, 79/1,
Vani Vilas Road, Basavanagudi,
Bengaluru – 560 004.

Dear Sir,

Sub: Confirmation of compliance with the requirements of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (the “SEBI (ICDR) Regulations”), in relation to proposed preferential issue of Equity Shares.

In connection with above, we, Rossell Techsys Limited (the “Company” / “Issuer”) hereby confirm and certify that:

1. The Board of Directors of the Company have decided Tuesday, September 15, 2026, as the “Relevant Date” being the date thirty days prior to the date on which the meeting of shareholders is expected to be held i.e., Thursday, October 15, 2026, to consider and approve the Preferential issue;
2. The Company has determined the minimum price of equity shares in terms of Regulation 164 read with Regulation 166A of the SEBI (ICDR) Regulations. The Company has obtained the valuation report from Mr. Nikhil Chandak, Independent Registered Valuer (IBBI Registered Valuer No. IBBI/RV/07/2019/11801) for determining the issue price of the equity shares;
3. The Board of Directors of the Company has at its meeting held on September 18, 2026, approved Notice convening the Extra-Ordinary General meeting of the Company for the Preferential Issue on October 15, 2026;
4. The proposed Preferential Issue is being made to person “Non-Promoter Group - QIB”;
5. The Company has obtained the Permanent Account Number of proposed allottee.
6. None of the Proposed Allottees are ineligible for allotment in terms of Regulation 159 of the SEBI (ICDR) Regulations;



ROSSELL TECHSYS LIMITED

Corporate Office: No. 58-C, Road No. 2,
Hi-Tech Defence and Aerospace Park,
Behind KIADB Industrial Area, Devanahalli,
Bengaluru - 562165, Karnataka, India

CIN: L29299WB2022PLC258641

7. As the Proposed Allottees does not hold Equity Shares of the Company, therefore requirement of Lock - in of pre-preferential holding of the Proposed Allottee is **not applicable**.
8. As the Proposed Allottees does not hold shares preceding the relevant Date, therefore the requirement that the proposed allottees has not sold any equity shares of the Company during the ninety trading days preceding the Relevant Date (Relevant Date being September 15, 2026) is **not applicable**.
9. The Company has appointed CARE Edge Advisory & Research Limited as its monitoring agency in terms of Regulation 162A of SEBI (ICDR) Regulations, 2018
10. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities Exchange Board of India (Listing Obligations Disclosure Requirements), 2015, as amended and any circular or notification issued by the Securities and Exchange Board of India thereunder;
11. The Company will file an application seeking in-principle approval for proposed Preferential Issue on the same day when the notice is being sent in respect of the general meeting seeking shareholders' approval for the proposed Preferential Issue;
12. The Company has no outstanding dues to the Securities and Exchange Board of India, Stock Exchange where the securities of the Company are listed (i.e., BSE Limited and National Stock Exchange of India Limited) and the Depositories (i.e., NSDL/CDSL)

For Rosell Techsys Limited

Krishnappayya Desai

Company Secretary and Compliance Officer
(ACS: 61281)



Date: September 18, 2026

Place: **Bengaluru**



+91 806 843 4500



investors@rosselltechsys.com



www.rosselltechsys.com

Registered Office:

Jindal Towers, Block 'B',
4th Floor, 21/1A/3, Darga Road,
Kolkata-700 017, West Bengal, India

To,
The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P.J. Towers, Dalal Street,
Mumbai – 400 001.

To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051.

Dear Sir,

Sub: Application for “In-principle approval” prior to issue and allotment of upto 25,72,898 (Twenty-Five Lakh Seventy-Two Thousand Eight Hundred and Ninety-Eight) Equity shares of Face Value of Rs. 2/- (Rupees Two only) each on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. We, BMP & Co. LLP, Practicing Company Secretaries, hereby certify that the minimum issue price for the proposed preferential issue of equity shares (“**Preferential Issue**”) of **Rossell Techsys Limited** (hereinafter referred to as the “**Company**” or “**Issuer**”), based on the pricing formula prescribed under Regulation 164 read with Regulation 166A of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**ICDR Regulations**”), have been worked out at Rs. 1,165.72 /- (Rupees One Thousand One Hundred Sixty-Five and Seventy-Two Paise only) per Equity Share.
2. The relevant date for the purpose of said Minimum issue price was September 15, 2026 (“**Relevant Date**”), being the date, which is 30 days prior to the date where the meeting of shareholders is held to consider the proposed preferential issue i.e., October 15, 2026.
3. The workings for arriving at such minimum issue price is attached herewith as **Annexure-1**. The valuation report as issued by Mr. Nikhil Chandak, Registered Valuer bearing Reg. No. IBBI/RV/07/2019/11801 dated September 18, 2026 is attached herewith.
4. The Equity Shares of the Company are listed on BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”). The highest trading volume in respect of the Equity Shares of the Issuer during the preceding 90 trading days prior to the Relevant Date was 2,16,30,056 Equity Shares on NSE and hence, NSE is considered to be relevant “**Stock Exchange**”.
5. We hereby certify that the Articles of Association of the issuer does not provide for any method of determination for valuation of shares which results in a floor price higher than that determined under ICDR Regulations.
6. We hereby certify that the proposed allottees, as mentioned in the below table do not have shareholding in the Company prior to the proposed Preferential issue.



Sr. No.	Name of the Proposed Allottee	Permanent Account Number	Pre-Issue Shareholding (No. of Shares)	Number of Equity Shares to be issued	Post-Issue Shareholding (No. of Shares)
1.	SBI Mutual Fund through its various schemes, i.e.:				
	i. SBI Conservative Hybrid Fund	AABTS6407Q	Nil	6,00,345	6,00,345
	ii. SBI ELSS Tax Saver Fund			6,00,343	6,00,343
	iii. SBI Infrastructure Fund			3,43,053	3,43,053
	iv. SBI MNC Fund			3,00,171	3,00,171
	v. SBI Balanced Hybrid Fund			2,14,408	2,14,408
	vi. Magnum Equity Ex-Top 100 Long Short Fund			2,57,289	2,57,289
2.	SBI Optimal Equity Fund – Long Term (a scheme of SBI Alternative Equity Fund)	ABDTS6933L	Nil	2,57,289	2,57,289
TOTAL			Nil	25,72,898	25,72,898

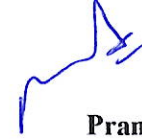
7. The workings for arriving at such minimum issue price have been attached herewith as **Annexure-1**.

This Certificate gives a reasonable assurance that based on the verification of the relevant books of accounts, documents, ICDR Regulations, historical data of the Issuer's share price & volume on the stock exchange, necessary workings produced before us and other relevant information and explanation required for issuance of this certificate by the management of the Company ("Management") and to the best of our knowledge and belief necessary for the purpose of issuing of this certificate.



This Certificate has been issued on specific request of the Management for submission to stock exchange for the purpose of obtaining in-principle approval prior to allotment of securities on preferential basis.

**For BMP & Co. LLP,
Company Secretaries**



Pramod SM
Designated Partner
FCS No.: 7834
CP No.: 13784

Place: Bengaluru
Date: October 10, 2026
UDIN: F007834H001805872

Annexure- 1

Date of passing special resolution at the Extra-Ordinary General Meeting	October 15, 2026
Relevant Date	September 15, 2026

A. Volume weighted average price (VWAP) of the equity shares of Rossell Techsys Limited quoted on the NSE during the 10 trading days preceding the relevant date (considering relevant date as September 15, 2026)

Days	Date of Trading Day	Aggregate Daily Turnover	Total Number of Shares Traded
1.	11-Sep-26	17,86,15,105.70	1,47,435
2.	10-Sep-26	9,95,63,380.20	82,882
3.	09-Sep-26	23,00,01,361.10	1,89,157
4.	08-Sep-26	48,81,30,934.20	4,07,001
5.	07-Sep-26	12,37,73,021.60	1,07,652
6.	04-Sep-26	26,95,60,031.20	2,34,989
7.	03-Sep-26	13,71,58,459.90	1,21,642
8.	02-Sep-26	18,68,43,138.30	1,64,242
9.	01-Sep-26	25,83,06,292.90	2,29,506
10.	31-Aug-26	19,18,88,625.45	1,71,715
	Total	2,16,38,40,350.55	18,56,221

Calculation of VWAP: Total of aggregate daily turnover over the period of 10 trading days in the scrip code/ Total number of shares traded during the 10 trading days.

$$\text{VWAP} = \frac{\text{Total Aggregate Daily Turnover}}{\text{Total Number of Shares Traded}}$$

$$\text{VWAP} = \frac{2,16,38,40,350.55}{18,56,221}$$

$$\text{VWAP} = \text{Rs. 1,165.72 /-}$$



- B.** Regulation 164(1) states that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue: **Articles of Association of the Company does not provide for a method of determination for valuation of shares which results in a floor price higher than that determined under ICDR Regulations.**

CONCLUSION

The Minimum Floor Price per Equity Shares as determined under Regulation 164 read with Regulation 166A under Chapter V of SEBI (ICDR) Regulations cannot be less than Rs. 1,165.72/- (Rupees One Thousand One Hundred Sixty-Five and Seventy-Two Paise only).

Place: Bengaluru
Date: October 10, 2026
UDIN: F007834H001805872

For BMP & Co. LLP,
Company Secretaries



Pramod SM
Designated Partner
FCS No.: 7834
CP No.: 13784

To,
The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P.J. Towers, Dalal Street,
Mumbai – 400 001.

To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051.

Dear Sir,

Sub: Application for “In-principle approval” prior to issue and allotment of 25,72,898 (Twenty-Five Lakh Seventy-Two Thousand Eight Hundred and Ninety-Eight) Equity Shares on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We, BMP & Co. LLP, Practicing Company Secretaries, have verified the relevant records and documents of Rossell Techsys Limited (“Company” or “Issuer”) with respect to the proposed preferential issue of equity shares (“**Preferential Issue**”) by the Company to the **Proposed Allottees**, as per Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**ICDR Regulations**”) and certify that:

- None of the proposed allottees has/have sold any equity shares of the Company during the 90 trading days preceding the relevant date. Further, proposed allottees are non-promoter group (comprising of QIB investors).
- The Proposed Allottees as mentioned below do not hold any equity shares of the Issuer for a period starting from the relevant date till the date of preferential allotment.

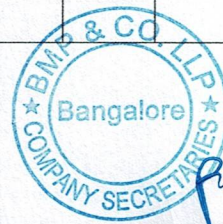
Sr. No.	Name of the Proposed Allottees	Category	No. of Equity Shares held
1.	SBI Mutual Fund through its various schemes, i.e.:		
	i. SBI Conservative Hybrid Fund	Non promoter (Qualified Institutional Buyer)	Nil
	ii. SBI ELSS Tax Saver Fund		Nil
	iii. SBI Infrastructure Fund		Nil
	iv. SBI MNC Fund		Nil
	v. SBI Balanced Hybrid Fund		Nil
	vi. Magnum Equity Ex-Top 100 Long Short Fund		Nil
2.	SBI Optimal Equity Fund – Long Term (a scheme of SBI Alternative Equity Fund)	Non promoter (Qualified Institutional Buyer)	Nil
Total			Nil

BMP & Co. LLP

- c) Since the Proposed Allottees do not hold shares in the Company, the lock-in for pre-preferential shareholding in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018, is not applicable. Further, sale/ pledge of pre-preferential holding from the Relevant Date i.e. September 15, 2026 till the date of lock-in is not applicable.

The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Sl. No	Name of Proposed Allottee	DP ID & Client ID	Pre-preferential holding	Lock-in details		Pledged with	Pledge end date
				From	To		
1.	SBI Mutual Fund through its various schemes, i.e.:						
	SBI Conservative Hybrid Fund	DP ID - IN303786 Client ID - 10001103	Nil	NA	NA	NA	NA
	SBI ELSS Tax Saver Fund	DP ID - IN303786 Client ID - 10000908	Nil	NA	NA	NA	NA
	SBI Infrastructure Fund	DP ID - IN303786 Client ID - 10001200	Nil	NA	NA	NA	NA
	SBI MNC Fund	DP ID - IN303786 Client ID - 10000916	Nil	NA	NA	NA	NA
	SBI Balanced Hybrid Fund	DP ID - IN303786 Client ID - 10016285	Nil	NA	NA	NA	NA
	Magnum Equity Ex-Top 100 Long Short Fund	DP ID - IN303786 Client ID - 10016269	Nil	NA	NA	NA	NA



2.	SBI Optimal Equity Fund – Long Term (a scheme of SBI Alternative Equity Fund)	DP ID - IN300142 Client ID - 10787267	Nil	NA	NA	NA	NA
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- d) None of the proposed allottee belonging to ~~promoter(s)~~ or the non-promoter category, is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
- e) The proposed Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the Company has complied with all legal and statutory formalities and no statutory authority has restrained the Company from issuing these proposed securities.
- f) The proposed Preferential Issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the Company. It is further confirmed that for the Preferential Issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AoA of the Company - The Articles of Association of the Company does not provide for a method of determination for valuation of shares which results in a floor price higher than that determined under ICDR Regulations.
- g) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2026-27 is more than 5% of the post issue fully diluted share capital of the issuer

OR

~~The total allotment to the allottee in the present preferential issue or in the same financial year i.e. 2026-2027 is less than 5% of the post issue fully diluted share capital of the issuer.~~

For BMP & Co. LLP,
Company Secretaries.




Pramod SM
Designated Partner
FCS No.: 7834
CP No.: 13784

Place: Bengaluru
Date: October 10, 2026
UDIN: F007834H001805938