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

September 22, 2026

To

BSE Limited
20th Floor, P.J. Towers,
Dalal Street,
Mumbai - 400001.
BSE Scrip Code: 544294

National Stock Exchange of India Limited
Exchange Plaza, C-1,
Block G, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051
Symbol: ROSSTECH

Subject: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') – Notice of Extraordinary General Meeting ('EGM') of Rossell Techsys Limited ('the Company').

Dear Sir/ Ma'am,

This is to inform you that the Extraordinary General Meeting ('EGM') of the Members of the Company is scheduled to be held on Thursday, October 15, 2026 at 10:30 A.M. (IST) through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') in compliance with the provisions of the Companies Act, 2013 and rules made thereunder read with relevant Circulars issued by the Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI') in this regard, for seeking approval of the Members of the Company on the following resolution:

S. No.	Particulars	Resolution
1	To approve the issuance, offer and allotment of Equity Shares by way of Preferential Issue	Special Resolution

In accordance with the aforesaid circulars, we hereby enclose the Notice of the EGM ("Notice") which is being sent through electronic mode to all those members whose email addresses are registered with the Company/Registrar & Share Transfer Agent ("RTA") or Depository Participant(s).

Further, in connection with the EGM, we wish to inform you the following:

Particulars	Details
Cut-off date for determining Members entitled to vote through remote e-voting or during the AGM	Thursday, October 08, 2026
Commencement of remote e-Voting	From 09:00 A.M. (IST) on Monday, October 12, 2026
End of remote e-Voting	Up to 05:00 P.M. (IST) on Wednesday, October 14, 2026

+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

The Notice of the EGM is enclosed and is also being uploaded on the website of the Company at https://rosselltechsys.com/investor-relations/shareholder-information/

Kindly acknowledge and take the same on records.

Thanking You,
Yours faithfully,

For **Rossell Techsys Limited**

KRISHNAPPAYYA DESAI Digitally signed by KRISHNAPPAYYA DESAI Date: 2026.09.22 15:41:27 +05'30'

Krishnappayya Desai
Company Secretary & Compliance Officer
Membership No.: A61281

Encl: As above

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the 01/2026-27 Extraordinary General Meeting ("**EGM**") of the members of Rossell Techsys Limited (the "**Company**") will be held on Thursday, 15 October 2026 at 10:30 A.M. hours (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following special business:

This EGM is being convened in accordance with the provisions of Sections 100 and 101 of the Companies Act, 2013 and the rules made thereunder.

TO APPROVE THE ISSUANCE, OFFER AND ALLOTMENT OF EQUITY SHARES BY WAY OF PREFERENTIAL ISSUE

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 (the "**Act**") read with: (i) Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014; and (ii) Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ((i) and (ii), collectively referred to as the "**Rules**") and Chapter V (Regulations 158 to 170) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI SAST Regulations**"), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange (Non-debt Instruments) Rules, 2019, as amended, and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Reserve Bank of India, Ministry of Corporate Affairs, Government of India, the Securities and Exchange Board of India ("**SEBI**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the provisions of the Listing Agreements entered into by the Company with BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") (collectively, known as the "**Stock Exchanges**") and subject to (i) such approvals as may be required; , and (ii) such conditions as may be prescribed by any of them while granting any such approval, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include any duly authorised committee thereof), consent of the members of the Company be and is hereby accorded to create, offer, issue and allot, on a preferential basis, in one or more tranches:

"25,72,898 (Twenty-Five Lakh Seventy-Two Thousand Eight Hundred and Ninety-Eight) fully paid-up equity shares of face value of Rs. 2/- (Rupees two only) each ("**Equity Shares**") at a price of Rs. 1,166/- (Rupees One Thousand One Hundred and Sixty-Six only) per Equity Share (including a premium of Rs. 1,164/- per Equity Share), for cash consideration aggregating to Rs. 299,99,99,068 (Rupees Two Hundred Ninety-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand and Sixty-Eight Only.), to the following proposed allottees (hereinafter referred to as the "**Proposed Allottees**"), who are not promoters and who do not belong to the promoter(s) and the promoter group of the Company, on such terms and conditions as may be determined by the Board, in accordance with the SEBI ICDR Regulations and other applicable laws, to the following person:

S. No.	Name of Proposed Allottee	Category	Maximum No. of Equity Shares to be issued	% of shareholding	Aggregate consideration (based on the above issue price) (Rs.)
1.	SBI Mutual Fund through its various schemes, i.e.: i. SBI Conservative Hybrid Fund ii. SBI ELSS Tax Saver Fund iii. SBI Infrastructure Fund iv. SBI MNC Fund v. SBI Balanced Hybrid Fund vi. Magnum Equity Ex-Top 100 Long Short Fund	Non promoter (Qualified Institutional Buyer)	23,15,609	5.75%	270,00,00,094
2.	SBI Optimal Equity Fund – Long Term (a scheme of SBI Alternative Equity Fund)	Non promoter (Qualified Institutional Buyer)	2,57,289	0.64%	29,99,98,974
Total			**25,72,898**	**6.39%**	**299,99,99,068**

The Equity Shares so issued and allotted shall be fully paid up and ranking *pari passu* in all respects with the existing equity shares of the Company (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT the issue and allotment of the Equity Shares to the Proposed Allottees by way of preferential issue shall, *inter alia*, be subject to the following terms and conditions:

a. the allotment of the Equity Shares to the Proposed Allottees shall only be made in dematerialised form and the said shares shall be subject to lock-in for such period as may be prescribed under Regulation 167 of the SEBI (ICDR) Regulations;
b. the Equity Shares so offered and issued to the Proposed Allottees by the Company shall be for cash consideration only;
c. consideration for the Equity Shares shall be paid by the Proposed Allottees to the Company, from the bank account of the respective Proposed Allottees, on or before the time of allotment of the Equity Shares;
d. the Equity Shares so offered, issued and allotted, shall not exceed the number of Equity Shares as approved herein above;
e. the Equity Shares allotted to the respective Proposed Allottees shall rank *pari passu* with the existing Equity Shares in all respects (including with respect to dividend and voting rights) and shall be subject to the MoA and AoA of the Company;
f. the Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (fifteen) days from the date of the special resolution approving the preferential issue or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, as amended from time to time, or where the allotment of the Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory / statutory authority (including but not limited to the in-principle approval of the Stock Exchanges for the

issuance of the Equity Shares to the Proposed Allottee on a preferential basis), the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval; and

g. the Equity Shares offered, issued and allotted, will be listed on the BSE and NSE and, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.

Without prejudice to the generality of the above, the Preferential Issue shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottees for application of Equity Shares pursuant to this preferential issue be kept by the Company in a separate bank account and the same be utilized after filing the Return of Allotment as per the Companies Act, 2013**.**

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient, including without limitation:

(a) filing of Form MGT-14 with the Registrar of Companies within the prescribed time in respect of this Special Resolution;
(b) making applications to the Stock Exchanges for obtaining in-principle approval and final listing and trading approval for the Equity Shares so allotted, in compliance with Regulation 28 of the SEBI LODR Regulations;
(c) complying with all disclosure obligations under Regulations 29, 30 and 31 of the SEBI LODR Regulations and any other applicable provisions thereunder;
(d) making all requisite filings, applications and submissions with SEBI, the Stock Exchanges, the Registrar of Companies, the Reserve Bank of India and/or any other regulatory or governmental authority as may be required;
(e) issuing offer letters in Form PAS-4 and maintaining records in Form PAS-5 as prescribed under the Act and the rules made thereunder and making allotment of Equity Shares post the receipt of monies;
(f) filing of Form PAS-3 (Return of Allotment) with the Registrar of Companies within fifteen days of the allotment of Equity Shares;
(g) opening and operating a separate bank account in accordance with the provisions of Section 42 of the Act;
(h) executing all such deeds, documents, instruments, applications, agreements and writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto;
(i) appointing such professionals, intermediaries and advisors, including merchant bankers, legal advisors and other intermediaries as may be required in connection with the Preferential Issue and finalizing the terms and conditions of their appointment;
(j) seeking consents and approvals from the Company's lenders, if applicable, and from concerned statutory and regulatory authorities;
(k) accept and appropriate the proceeds of the Preferential Issue in accordance with the applicable laws; and
(l) delegate all or any of their powers conferred under this resolution, as may be deemed necessary and permissible under applicable laws, to the officials of the Company;

RESOLVED FURTHER THAT in accordance with the provisions of Regulation 161 of Chapter V of the SEBI ICDR Regulations the "Relevant Date" for the purpose of determination of the floor price for the preferential issue of specified Equity Shares is Tuesday, September 15, 2026, being the date 30 days prior to the date of Extraordinary General Meeting i.e., Thursday, October 15, 2026.

RESOLVED FURTHER THAT any one or more of the Directors of the Company and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) of the Board, any Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

By order of the Board of Directors

For Rossell Techsys Limited

Sd/-
Krishnappayya Desai
Company Secretary and Compliance Officer
ACS – 61281

Place: Bangalore
Date: 18 September 2026
Registered Office:
Jindal Towers, Block 'B',
4th Floor, 21/1A/3, Darga Road,
Kolkata – 700 017
CIN: L29299WB2022PLC258641

NOTES

1. The Explanatory Statement under Section 102 of the Companies Act, 2013 (the "**Companies Act**"), as amended, in respect of the special business is annexed herewith and forms part of the notice.

2. Since the EGM is being held through VC/OAVM, the facility for appointment of proxies by members under Section 105 of the Companies Act is not available. Accordingly, the Proxy Form and Attendance Slip are not annexed to this Notice and the requirement to annex a route map of the venue is also not applicable.

3. Pursuant to section 113 of the Companies Act, in the case of corporate member intending to appoint their authorised representative(s), it is requested to send a certified copy of the board resolution, power of attorney or such other valid authorization, to participate and vote on its behalf at the meeting by e-mail to **investors@rosselltechsys.com** with a copy marked to **evoting@nsdl.co.in**.

4. The register of Directors and Key Managerial Personnel (KMP) and their shareholding, maintained under Section 170 of the Companies Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, will be available electronically for inspection by the members during the EGM. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of EGM, i.e. October 15, 2026.

5. Pursuant to Section 20(2) of the Companies Act read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their shareholders electronically.

6. The Ministry of Corporate Affairs ("**MCA**") has vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as "**MCA Circulars**") permitted the holding of the EGM without the physical presence of the members at a common venue. Accordingly, in compliance with the Circulars, the EGM of the Company is being held through VC. The deemed venue for the EGM shall be Registered Office of the Company.

7. The attendance of the members attending the EGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.

8. In compliance with the aforesaid MCA Circulars, Notice of the EGM as well as the weblink for joining the meeting is being sent only through electronic mode to those members whose email addresses are registered with the Company.

9. Those shareholders whose email Ids are not registered, are requested to register their email Id with the Company, by providing their Name, Address, email ID, PAN, DPID/Client Id or Folio Number and Number of shares held by them by sending an email to **investors@rosselltechsys.com**, **investor.helpdesk@in.mpms.mufg.com, ranjan.mitra@in.mpms.mufg.com** and **rana.roychowdhury@in.mpms.mufg.com.**

10. In compliance with Section 108 of the Companies Act, read with the corresponding rules, Regulation 44 of the SEBI LODR Regulations, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (**NSDL)** for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by NSDL. The manner of voting remotely by members holding shares in dematerialized mode and for members who have not registered their email addresses is provided in the 'Instructions to vote electronically using NSDL e-voting system' section which forms part of this Notice.

11. Members holding shares as on cut-off date, i.e. Thursday, October 08, 2026, may cast their votes electronically. The e-voting period commences on Monday, October 12, 2026, at 09:00 A.M. (IST) and ends on Wednesday, October 14, 2026, at 05:00 P.M. (IST). The e-voting module will be disabled by NSDL thereafter. Members will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to the shares held by them in the Company as on the cut-off date, i.e. Thursday, October 08, 2026. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.

12. In case of joint holders, the member whose name appears as first holder in the order of names as per the Register of Members of the Company as on cut-off date i.e. Thursday, October 08, 2026, will be entitled to vote at the EGM.

13. The facility for voting during the EGM will also be made available. Members present in the EGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the EGM.

14. The Company has appointed CS Pramod SM (Membership No.: F7834, COP No.: 13784) or in his absence CS Biswajit Ghosh (Membership No.: F8750, COP No.: 8239), partners of M/s. BMP & Co. LLP, a Practicing Company Secretaries firm, Bengaluru as scrutinizers to scrutinize the e-voting process in a fair and transparent manner.

15. The Scrutinizer will submit his report on or before Monday, October 19, 2026, i.e. two working days from date of the EGM, to the Chairperson of the Board (the "**Chairperson**") or to any other person authorized by the Chairperson after completion of the scrutiny of the e-voting (including remote e-voting and voting at EGM). The Scrutinizer's decision on the validity of votes cast will be final. The result declared along with the Scrutinizer's report shall be placed on the Company's website at www.rosselltechsys.com. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE and NSE and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com.

16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to their Depository Participants ("DPs") as the shares are held in electronic form

E-VOTING INSTRUCTIONS:

1. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for the members.

2. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.rosselltechsys.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

3. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act read with MCA Circular issued from time to time

4. In accordance with the provisions of Section 108 of the Companies Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI LODR Regulations, 2015, the Company is providing to its members the facility to cast their votes on all resolutions set forth in the Notice of the EGM by way of:

   - **Remote e-voting** prior to the EGM, and
   - **E-voting during the EGM** through electronic means.

   The Company has engaged the services of National Securities Depository Limited (**NSDL)** to provide the e-voting facility. The instructions for remote e-voting and e-voting during the EGM are provided in the Notice.

Members who have cast their votes through remote e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their votes again during the meeting. For any technical assistance with e-voting, shareholders may contact NSDL at evoting@nsdl.co.in or call 1800-1020-990

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Monday, October 12, 2026, at 09:00 A.M. (IST) and ends on Wednesday, October 14, 2026, at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, October 08, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, October 08, 2026.

How do I vote electronically using NSDL e-Voting system?
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system
A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode
In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote

	during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example,, if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pramod@bmpandco.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Falguni Chakraborty at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@rosselltechsys.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to rosselltechsys.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that

the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@rosselltechsys.com . The same will be replied by the company suitably.

6. Members who are attending the Meeting in person and would like to express their views/have questions, may register themselves as a speaker by sending their request in advance mentioning their name, demat account number/ folio number, e-mail id, mobile number at investors@rosselltechsys.com & rana.roychowdhury@in.mpms.mufg.com up to October 08, 2026, (5:00 P.M. IST). The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM. Members are requested to share their questions if any in advance on investors@rosselltechsys.com & rana.roychowdhury@in.mpms.mufg.com. In case of any query and/or help, in respect of attending EGM kindly contact the Company at investors@rosselltechsys.com & Registrar and Transfer Agents are MUFG Intime India Private Limited at C-101, 247 Park, L. B. S. Marg, Vikhroli (W), Mumbai – 400 083, Tel No: +91 22 49186000, e-mail: rana.roychowdhury@in.mpms.mufg.com, Website: MUFG Intime India Private Limited.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013 (the "**Companies Act**"), Regulation 163(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**"), sets out all material facts relating to agenda item accompanying notice:

TO APPROVE THE ISSUANCE, OFFER AND ALLOTMENT OF EQUITY SHARES BY WAY OF PREFERENTIAL ISSUE

The proposed Preferential Issue shall be made in terms of the provisions of Chapter V of the SEBI ICDR Regulations and applicable provisions of the Companies Act. The approval of the members of the Company is accordingly being sought by way of a 'Special Resolution' under Section 42 and 62(1)(c) of the Companies Act, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations, 2018.

Necessary information or details in respect of the proposed Preferential Issue of Equity Shares in terms of Section 42 and 62(1)(c) of the Companies Act read with rules made thereunder and Chapter V of the SEBI ICDR Regulations are as under:

(a) Particulars of the offer including date of passing of the Board resolution, kind of securities offered, total/maximum number of securities to be issued and the Issue Price

The Board of Directors of the Company at their meeting held on Friday, September 18, 2026, subject to the approval of the shareholders of the Company and such other approvals as may be required, had approved the 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 on a preferential basis, for cash consideration, in the following manner:

S. No.	Name of Proposed Allottee	No. of Equity Shares	Amount (in Rs.)
1.	SBI Mutual Fund through its various schemes, i.e.: i. SBI Conservative Hybrid Fund ii. SBI ELSS Tax Saver Fund iii. SBI Infrastructure Fund iv. SBI MNC Fund v. SBI Balanced Hybrid Fund vi. Magnum Equity Ex-Top 100 Long Short Fund	23,15,609	270,00,00,094
2.	SBI Optimal Equity Fund – Long Term (a scheme of SBI Alternative Equity Fund)	2,57,289	29,99,98,974
Total		**25,72,898**	**299,99,99,068**

The terms and conditions of the Preferential Issue of Equity Shares are as stated in Resolution

(b) Objects of the Preferential Issue

The Board of Directors of the Company, at its meeting held on 18 September 2026, has approved the preferential issue and allotment of Equity Shares to the Proposed Allottee, subject to the approval of the members of the Company by way of a Special Resolution. The objects of the preferential issue are;

1. Strengthening the balance sheet of the Company by repayment and/or prepayment of existing borrowings
2. General corporate purposes

Utilisation of Issue Proceeds

The funds raised through the preferential issue shall be utilized for strengthening the balance sheet of the Company by repayment and/or prepayment of existing borrowings and for general corporate purposes. The Board is of the view that the preferential issue is in the best interests of the Company and its stakeholders.

Objects of an issue	Estimated Amount in Rs.	Utilisation timeline
Strengthening the balance sheet of the Company by repayment and/or prepayment of existing borrowings	At least 230,00,00,000/-	within 6 months from receipt of Listing & Trading Approvals
General corporate purposes	Up to 699,999,068/-	Within 12 months from receipt of Listing & Trading Approvals

There may be variation not exceeding +/- 10% in the estimated amounts specified against each of the objects in the above given table.

The above-mentioned fund requirements are based on internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business. The Company may have to revise its estimates from time to time on account of various factors beyond its control, such as financial, market and sectoral conditions, competitive environment, business performance and strategy and interest or exchange rate fluctuations. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of the management.

Till such time the Issue Proceeds are fully utilized, the Company shall keep the same in bank deposits and/or mutual funds and/or other shorts terms funds deposits in scheduled commercial banks or any other investment as permitted under applicable laws and as may be decided by the Board of Directors of the Company.

(c) Monitoring of Utilization of Funds

As the issue size is more than Rs. 100,00,00,000/- (Rupees One Hundred Crore only), in accordance with Regulation 162A of the SEBI ICDR Regulations, the Company has appointed CARE Edge Advisory & Research Limited, as the Monitoring Agency to oversee the use of Issue Proceeds from the Preferential Issue by the Company till 100% (hundred percent) of such Issue Proceeds have been utilized.

The monitoring agency shall submit its report to the Company in the format specified in Schedule XI of SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized.

The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency as specified in Schedule XI of SEBI ICDR Regulations.

The Company shall, within 45 (forty-five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

(d) Basis on which price has been arrived at:

The issue price of the Equity Shares has been determined in accordance with the pricing provisions set forth in Regulation 164(4) read with Regulation 166A of the SEBI ICDR Regulations. In terms thereof, the price of equity shares to be allotted on a preferential basis by a listed entity shall not be less than the 10 trading days' volume weighted average price of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Further, Articles of Association of the Company do not provide for any method of determination for valuation of shares which results in Floor Price higher than determined price pursuant to SEBI ICDR Regulations.

The relevant date for the purpose of computing the floor price is 15 September 2026, being the date falling thirty (30) days prior to the date of the EGM, in terms of Regulation 161 of the SEBI ICDR Regulations.

Accordingly, the floor price computed in accordance with the SEBI ICDR Regulations is Rs. 1165.72/- per Equity Share. The issue price has been fixed at Rs. 1166/- per Equity Share (including a premium of Rs. 1164 per Equity Share), which is not less than the floor price so determined. The pricing certificate dated September 18, 2026, is issued by M/s. BMP & Co. LLP, Practicing Company Secretaries, certifying compliance with the floor price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI ICDR Regulations.

Further, the proposed preferential issue shall result in allotment of more than 5% of the post issue fully diluted share capital of the issuer, accordingly, a valuation report from an independent registered valuer in terms of Regulation 166A of the SEBI ICDR Regulations, 2018 is obtained from Nikhil Chandak, an independent registered valuer, having registration no. IBBI/RV/07/2019/11801 and address at 304, Garnet Palladium, Off W.E. Highway, B/H Express Zone, Goregaon East, Mumbai 400063.

The said Reports are available for inspection on the Company's website at https://rosselltechsys.com/investor-relations/shareholder-information/.

(e) Relevant Date

In terms of Regulation 161(a) of the SEBI ICDR Regulations, the "relevant date" for the purpose of determining the floor price for the preferential issue of Equity Shares is 15 September 2026, being the date falling thirty (30) days prior to the date of the EGM, i.e., 15 October 2026.

(f) Amount which the company intends to raise by way of such securities

The Company intends to raise an aggregate amount of up to Rs. 299,99,99,068 (Rupees Two Hundred Ninety-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand and Sixty-Eight Only) by issuance of 25,72,898 (Twenty-Five Lakh Seventy-Two Thousand Eight Hundred and Ninety-Eight) fully paid-up equity shares of face value of Rs. 2/- (Rupees two only) each ("**Equity Shares**") at a price of Rs. 1,166/- (Rupees One Thousand One Hundred and Sixty-Six only) per Equity Share (including a premium of Rs. 1,164/- per Equity Share), for cash consideration.

(g) Identity of Proposed Allottees and Ultimate Beneficial Owners

The details of the Proposed Allottees, including their identity and ultimate beneficial ownership, are set out in the table below:

S. No.	Name and address if the Proposed Allottee	No. of Shares	% of Post-Issue Capital	Identity of Natural person who are the Ultimate Beneficial Owner
1.	SBI Mutual Fund through its various schemes, i.e.: i. SBI Conservative Hybrid Fund ii. SBI ELSS Tax Saver Fund iii. SBI Infrastructure Fund iv. SBI MNC Fund v. SBI Balanced Hybrid Fund vi. Magnum Equity Ex-Top 100 Long Short Fund Address: 9th Floor, Crescenzo, Plot C-38 & 39, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051	23,15,609	5.75%	N/A since the Proposed Allottee is a Mutual Fund
2.	SBI Optimal Equity Fund – Long Term (a scheme of SBI Alternative Equity Fund) Address: 9th Floor, Crescenzo, Plot C-38 & 39, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051	2,57,289	0.64%	N/A since the Proposed Allottee is SEBI Registered Alternative Investment Fund. This exemption is as per Rule 8 of the Companies (Significant Beneficial Owners) Rules, 2018

(h) Pre-Issue and Post-Issue Shareholding Pattern

The pre-issue and post-issue shareholding pattern of the Company is set out below:

S. No.	Category	Pre Issue Shareholding		Post Issue Shareholding	
		No of shares held	% of share holding	No of shares held	% of share holding
A	**Promoters' holding:**				
1	Indian:				
	Individual	19,911,405	52.82	19,911,405	49.44
	Bodies Corporate	116,171	0.30	116,171	0.28
	Any Other (Trust)	200	0.00	200	0.00
	Sub Total	20,027,776	53.12	20,027,776	49.73
2	Foreign Promoters	6,323,340	16.77	6,323,340	15.70
	Sub Total (A)	**26,351,116**	**69.90**	**26,351,116**	**65.43**
B	**Non- Promoters' holding:**				
1	Institutional Investors	2,465,350	6.54	5,038,248	12.51
2	Non-Institution:				
	Bodies Corporate	1,343,815	3.56	1,343,815	3.33
	Directors and Relatives	11	0.00	11	0.00
	Indian Public	6,277,394	16.65	6,277,394	15.58
	Others (Including NRIs)	1,258,789	3.33	1,258,789	3.12
	Sub Total (B)	**11,345,359**	**30.09**	**13,918,257**	**34.56**
	Grand Total	**37,696,475**	**100.00**	**40,269,373**	**100.00**

(i) Change in Control

The preferential issue and allotment of Equity Shares to the Proposed Allottees will not result in a change of control of the Company within the meaning of Regulation 2(1)(e) of the SEBI SAST Regulations. The management and control of the Company shall continue to remain with the existing Promoter and Promoter Group.

(j) Percentage of Post-Preferential Issue Capital and Current/Proposed Status of Allottees

The percentage of post-preferential issue equity share capital that may be held by each Proposed Allottee and the change in control, if any, consequent to the preferential issue is as set out in the table above under the section on Pre-Issue and Post-Issue Shareholding Pattern. The current and proposed status of each Proposed Allottee post the preferential issue (i.e., whether promoter or non-promoter) is as follows:

Sr. No.	Name and address if the Proposed Allottee	Current Status	Proposed Status	Post-issue %
1.	SBI Mutual Fund through its various schemes, i.e.: i. SBI Conservative Hybrid Fund ii. SBI ELSS Tax Saver Fund iii. SBI Infrastructure Fund iv. SBI MNC Fund v. SBI Balanced Hybrid Fund vi. Magnum Equity Ex-Top 100 Long Short Fund Address: 9th Floor, Crescenzo, Plot C-38 & 39, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051	Non promoter (Qualified Institutional Buyer)	Non promoter (Qualified Institutional Buyer)	5.75%
2.	SBI Optimal Equity Fund – Long Term (a scheme of SBI Alternative Equity Fund) Address: 9th Floor, Crescenzo, Plot C-38 & 39, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051	Non promoter (Qualified Institutional Buyer)	Non promoter (Qualified Institutional Buyer)	0.64%

(k) The intent of subscription by Promoters, Directors, Key Managerial Personnel or Senior Management; contribution being made by the Promoters or Directors either as part of the preferential issue or separately in furtherance of the objects

None of the other Promoters, Directors, Key Managerial Personnel or Senior Management of the Company or their relatives intend to participate or subscribe to the Equity Shares under the Preferential Issue and they will not be making any contribution as part of the preferential issue.

(l) Lock-in Provisions

The Equity Shares allotted on a preferential basis shall be subject to lock-in in accordance with the provisions of Regulations 167 and 168 of the SEBI ICDR Regulations. In this case, the Equity Shares allotted to the Proposed Investee shall be locked-in for a period of six (6) months from the date of trading approval since the Proposed Allottee is not a Promoter(s) or part of the Promoter Group of the Company.

Further, the Proposed Allottee does not hold any Equity Shares in the Company prior to the preferential allotment.

(m) Practicing Company Secretary's Certificate

A certificate from BMP & Co LLP, dated September 18, 2026, practicing company secretaries, certifying that the preferential issue of Equity Shares is being made in accordance with the requirements of the SEBI ICDR Regulations, shall be placed before the members at the EGM in accordance with Regulation 163(2) of the SEBI ICDR Regulations. The said certificate shall also be hosted on Company website at https://rosselltechsys.com/investor-relations/shareholder-information/. A copy of the said certificate is available for inspection at the registered office of the Company during business hours on all working days up to and including the date of the EGM.

(n) Material Disclosures

The following material disclosures are made in accordance with Regulation 163 of the SEBI ICDR Regulations regarding the maximum dilution of equity that may result from the preferential issue:

(i) The existing issued, subscribed and paid-up equity share capital of the Company is Rs.7,53,92,950 consisting of 3,76,96,475 Equity Shares of face value of Rs. 2 each;
(ii) The proposed preferential issue of 25,72,898 equity shares shall result in a dilution of 6.39% of the pre-issue equity share capital of the Company;
(iii) The post-issue equity share capital of the Company shall be 8,05,38,746/- comprising 4,02,69,373 equity shares of face value Rs. 2/- each; and

(o) Allotment Timeline

In terms of Regulation 170(1) of the SEBI ICDR Regulations, the allotment of Equity Shares pursuant to the preferential issue shall be completed within a period of fifteen (15) days from the date of passing of the Special Resolution at the EGM; provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, the allotment shall be completed within fifteen (15) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, the Stock Exchanges or other concerned authorities. The Company shall file Form PAS-3 (Return of Allotment) with the Registrar of Companies within fifteen (15) days of the allotment of Equity Shares, in accordance with Section 39 of the Companies Act.

(p) In-Principle Approval

The Company has made / shall make an application to BSE Limited and National Stock Exchange of India Limited for obtaining in-principle approval for the listing and admission of the Equity Shares proposed to be allotted on a preferential basis, in accordance with Regulation 28 of the SEBI LODR Regulations.

In terms of Regulation 160(f) of the SEBI ICDR Regulations, the Company shall make an application seeking in-principle approval to the Stock Exchanges on the same day when the notice has been sent in respect of the general meeting seeking shareholders' approval by way of special resolution.

(q) Listing

The Company will make applications to the BSE Limited and National Stock Exchange of India Limited at which the existing Equity Shares are already listed, for listing of the Equity Shares.

(r) Compliance with PAS-4 and PAS-5

The Company shall issue a private placement offer letter in Form PAS-4 to the Proposed Allottees and maintain records in Form PAS-5, in accordance with Section 42 of the Companies Act. The subscription monies received shall be kept in a separate bank account and utilized only for the objects stated herein.

(s) Compliance with SEBI LODR Regulations

The Company shall comply with all disclosure obligations under the SEBI LODR Regulations, including but not limited to the requirements of Regulation 29 (prior intimation to Stock Exchanges for Board meetings), Regulation 30 (disclosure of material events and information), and Regulation 31 (shareholding pattern) in connection with the preferential issue and allotment of Equity Shares.

(t) Re-computation of Issue Price

The Company shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI ICDR Regulations, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

(u) Dues toward SEBI, Stock Exchanges or Depositories

There are no outstanding dues of the Company payable towards SEBI, the Stock Exchanges or the Depositories as on the date of this Notice.

(v) Undertakings

(a) The Proposed Allottees have confirmed that they do not hold any Equity Shares in the Company prior to the preferential allotment ;
(b) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations;
(c) None of the Directors or Promoters of the Company are categorised as wilful defaulters or fraudulent borrowers by any bank or financial institution; and
(d) None of the Company's Promoters or Directors are fugitive economic offenders.
(e) the Proposed Allotment is not made to a Promoter or a person related to the Promoter of the Company.
(f) The Company will make an application to Stock Exchanges seeking its in-principle approval for the preferential issue, on the same day as dispatch of this notice.
(g) The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
(h) The Proposed Allottees are eligible to subscribe to the Preferential Allotment in terms of Regulation 159(1) of the SEBI ICDR Regulations.
(i) All equity shares held by the Proposed Allottees in the Company are in dematerialized form.
(j) The Company has obtained Permanent Account Numbers (PAN) of the Proposed Allottees.

(w) Number of Persons to Whom Allotment on Preferential Basis Has Already Been Made
During the year, no preferential allotment has been made to any person as of the date of this Notice.

(x) Principle Terms of Assets Charged as Securities
Not applicable. No assets of the Company are charged as securities for the Preferential Issue.

(y) Consideration Other Than Cash
Not applicable. The Company has not proposed to issue the Equity Shares for consideration other than cash.

(z) Directors' Interest or Concern

None of the Directors, Key Managerial Personnel of the Company, or their relatives are in any way interested or concerned, financially or otherwise, in the said resolution.

(aa) Board Recommendation

The Board of Directors of the Company, having considered the merits of the preferential issue and the benefits thereof to the Company, recommends the Special Resolution set out above in the accompanying Notice for the approval of the members of the Company.

(bb) Maximum number of securities to be issued:

The Company proposes to issue 25,72,898 Equity Shares to the Proposed Allottee, by way of the Preferential Issue

By Order of the Board of Directors
For ROSSELL TECHSYS LIMITED

Sd/-
Krishnappayya Desai
Company Secretary and Compliance Officer
ACS – 61281

Place: Bangalore
Date: 18 September 2026

Registered Office:
Jindal Towers, Block 'B',
4th Floor, 21/1A/3, Darga Road,
Kolkata – 700 017
CIN: L29299WB2022PLC258641