

ROSSELL INDIA LTD



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Date: 20th July, 2022

The Department of Corporate Services BSE Limited Ground Floor, P. J. Towers Dalal Street, Fort Mumbai – 400 001 Scrip Code : 533168	National Stock Exchange of India Ltd. Listing Department, Exchange Plaza, Bandra-Kurla Complex Bandra (E), Mumbai – 400 051 Symbol: ROSSELLIND
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Dear Sir,

Sub: Compliance Report in terms of SEBI Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021.

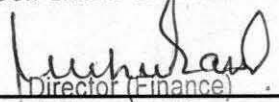
It is hereby certified that the draft Scheme of Arrangement/Amalgamation involving Rossell India Limited (Listed Company) (Transferee Company) and BMG Enterprises Limited (Unlisted Public Limited Company) (Transferor Company) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 (this Circular), including the following:

Sr. No.	Reference	Particulars	Status of Compliance
1	Regulations 17 to 27 of LODR	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied. The scheme does not violate, override or limit the provisions of securities law or requirements of the Stock Exchanges in any manner.
Requirements of this circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges.	Complied
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted	Will be complied to the extent

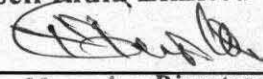
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(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied. Enclosed as item Serial no. 3 with the Application.
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied. Enclosed as item Serial no. 10 with the Application.
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	We shall seek approval of Public Shareholders through e-voting in the manner as required.

For Rossell India Limited

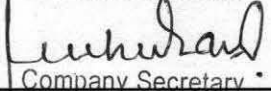

 Director (Finance)
Nirmal Kumar Khurana
 Director (Finance) – (CFO)

For Rossell India Limited


 Director
Harsh Mohan Gupta
 Managing Director

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement/amalgamation involving Rossell India Limited (Transferee Company) and BMG Enterprises Limited (Transferor Company) are in compliance with all the Accounting Standards applicable to a listed entity.

For Rossell India Limited


 Company Secretary
Nirmal Kumar Khurana
 Company Secretary

For Rossell India Limited


 Managing Director
Harsh Mohan Gupta
 Managing Director