



Scheme of Amalgamation

Transferor Company – BMG Enterprises Limited, An unlisted Public Limited Company
Transferee Company – Rossell India Limited, A Listed Public Limited Company

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Amalgamation between BMG Enterprises Limited (“the Transferor Company”) and Rossell India Limited (“the Transferee Company”) and their respective shareholders under sections 230-232 read with section 66 and other applicable provisions of the Companies Act, 2013 (“Scheme” or “the Scheme”)

In connection with the above application, we hereby confirm that:

- a) The proposed scheme of amalgamation to be presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, Securities Contract (Regulations) Rules, 1957, RBI Act, 1934, The Depositories Act, 1996, Companies Act, 2013, the rules, regulations and guidelines made under these Acts, the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and the requirements of SEBI circulars and BSE Limited.
- b) In the explanatory statement to be forwarded by the Company to the shareholders under Section 230 or accompanying a proposed resolution to be passed under Section 66 of the Companies Act 2013, it shall disclose:
 - i) the pre and post- amalgamation (expected) capital structure and shareholding pattern and
 - ii) the “fairness opinion” obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the Company and unlisted Company.
 - iii) Information about unlisted Companies involved in the scheme as per the format provided for abridged prospectus of the SEBI ICDR Regulations, if applicable:
 - iv) The Complaint report as per Annexure III.
 - v) The observation letter issued by the stock exchanges
- c) The draft scheme of amalgamation together with all documents mentioned in Part – I(A)(8)(a) of SEBI Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 has been disseminated on Company’s website as per Website link given hereunder www.rossellindia.com/investor-information/



CONTINUATION



As per para 6.3 of the draft scheme the fractional entitlements, if any, shall be aggregated and held by the trust, nominated by the Board in that behalf, who shall sell such shares in the market at such price, within a period of 90 days from the date of allotment of shares, as per the draft scheme submitted to SEBI. **Not Applicable**

- d) The listed Company shall submit to the designated stock exchange a report from its Audit Committee and the Independent Directors certifying that the listed entity has compensated the eligible shareholders, within a period of 90 days from the date of allotment as per the draft scheme submitted to SEBI. Both the reports shall be submitted within 7 days of compensating the shareholders. **Not Applicable**
- e) The Company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- f) The Company shall obtain shareholders' approval by way of special resolution passed through e-voting. Further, the Company shall proceed with the draft scheme only if the vote cast by the public shareholders in favour of the proposal is more than the number of votes cast by public shareholders against it.
- g) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- h) There will be no alteration in the Share Capital of the unlisted transferor Company from the one given in the draft scheme of amalgamation.
- i) None of the promoters or directors of the Companies involved in the scheme is a fugitive economic offender.

For Rossell India Limited


Nirmal Kumar Khurana
Company Secretary



Place: Kolkata

Date: 21st July, 2022