

ROSSELL INDIA LIMITED



Annexure M

To,
Manager - Listing Compliance
National Stock Exchange of India
Limited 'Exchange Plaza'. C-1, Block
G, Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051
Symbol: ROSSELLIND
Scrip Code: 533168

Dear Sir/Madam,

This is with reference to compliance with provisions of Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") read with the SEBI circular no. SEBI/LAD/NRO/GN/2016-17/030 dated February 15, 2017 read with SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and CFD/DIL3/CIR/2017/26 dated March 23, 2017 and SEBI Master circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021. In connection with the same, we state as under:

1. BMG Enterprises Limited ("BMG" or "Transferor Company") holds 2,37,63,795 Equity Shares and 10,00,000 Compulsorily Convertible Preference Shares in Rossell India Limited ("RIL" or "Transferee Company").
2. The Compulsorily Convertible Preference Shares were issued by RIL pursuant to in-principle approval from BSE Limited via E-letter no. LOD/PREF/VJ/FIP/2353/2022-23 dated June 23, 2022.
3. Upon amalgamation, the existing Equity and Compulsorily Convertible Preference Shares held by BMG (i.e. 2,37,63,795 Equity Shares of Rs. 2 each fully paid-up and 10,00,000 Compulsorily Convertible Preference Shares of Rs. 10 each fully paid-up) in the share capital of RIL shall stand cancelled and the shareholders of BMG would be entitled to the same number of Equity shares and Compulsorily Convertible Preference Shares of RIL (i.e. 2,37,63,795 Equity Shares of Rs. 2 each fully paid-up and 10,00,000 Compulsorily Convertible Preference Shares of Rs. 10 each fully paid-up) which they own indirectly through their holding in BMG.
4. All the shareholder of BMG are and will upon merger remain ultimate beneficial owners in RIL in the same ratio as they hold prior to the amalgamation, and the interest of public shareholders in RIL would remain unaffected.



CONTINUATION



5. In this regard, RIL has undertaken valuation from an Independent Registered Valuer namely CA Harsh Chandrakant Ruparelia, dated July 12, 2022 which is submitted along with the application filed with the stock exchanges as 'Annexure B'. The Management wishes to rely on the same.

Yours Faithfully,
For **Rossell India Limited**


Nirmal Kumar Khurana
Company Secretary



Date: 21st July, 2022
Place: Kolkata