

# ROSSELL INDIA LIMITED



25<sup>th</sup> August, 2022

<b>The Department of Corporate Services</b> BSE Limited Ground floor, P. J. Towers Dalal Street, Fort Mumbai – 400 001, India Scrip Code: 533168	<b>National Stock Exchange of India Ltd.</b> Listing Department, Exchange Plaza, Plot No. C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051, Symbol: ROSSELLIND
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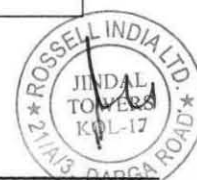
Dear Sirs,

**Sub.: Submission of No Objection Certificate (NOC) for the proposed Scheme of Amalgamation between BMG Enterprises Limited and Rossell India Limited and their respective shareholders.**

We write with reference to our application filed under Regulation 37 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the Composite Scheme of Amalgamation under Section 230 to 232 read with section 66 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, as may be applicable between BMG Enterprises Limited (“**Transferor Company**”) and Rossell India Limited (“**Transferee Company**”) and their respective shareholders (‘Scheme’ or ‘the Scheme’ or ‘this Scheme’), subject to necessary statutory, regulatory and/or corporate approvals, as applicable. In accordance with SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, the Company has obtained the No Objection Certificates (NOCs) from all i.e. 100% of the secured lenders in value i.e. HDFC Bank Limited, The Federal Bank Limited, Kotak Mahindra Bank Limited and Yes Bank Limited.

Accordingly, we enclose herewith NOCs from all the aforesaid Secured Lenders (lending scheduled commercial banks/ financial institutions) of the Company as on date. Further kindly be advised that the Company doesn't have any debenture issued at any time.

Bank Name	Working Capital Facility – fund/non-fund based (Rs. in Millions)	% in value of total limits	No Objection Certificates
HDFC Bank Limited	540.00	28.27	Attached
The Federal Bank Limited	770.00	40.32	Attached
Kotak Mahindra Bank Limited	150.00	7.85	Attached
Yes Bank Limited	450.00	23.56	Attached
<b>Total</b>	<b>1,910.00</b>	<b>100.00</b>	



CONTINUATION



Also, note that these NOCs are being uploaded on the website of the Company at [www.rossellindia.com/investor-information/](http://www.rossellindia.com/investor-information/) as required under the said SEBI circular dated November 23, 2021.

We request you to please take the same on record and provide us the No Objection Letter for the abovementioned Scheme of Amalgamation.

Yours faithfully,

For **Rossell India Limited**

  
**Nirmal Kumar Khurana**  
Company Secretary



Encl.: As stated above

Date: 05-08-2022

To  
Rossell India Ltd  
Jindal Towers, Block B, 4<sup>th</sup> Floor,  
21/1A/3, Darga Road,  
Kolkata-700017

**Sub: No Objection Certificate (NOC)****Ref: Scheme of Arrangement between Rossell India Ltd and BMG Enterprises Limited**

Dear Sir,

We, HDFC Bank Limited have No Objection to your application to the stock exchanges for seeking their NOC to the Scheme of Arrangement ('Scheme') between Rossell India Ltd ('The Transferee Company') and BMG Enterprises Ltd ('The Transferor Company')

Please Note that this NOC in accordance with the SEBI Master Circular no. SEBI/HO/CFD/DILI/CIR/P/2021/0000000665 Dated November 23, 2021. This NOC is not our Consent for the proposed Scheme of Arrangement and shall not affect the rights of our Bank to vote on the resolution at the meeting of creditors.

Kindly take the same on record.

Thanking You.

Yours Faithfully.

**HDFC BANK LTD.**

*Niraj Jain*  
**NIRAJ JAIN**  
EMERGING CORPORATES GROUP  
EMP. Code -N-14670  
HDFC BANK HOUSE, KOL-19



Corporate & Institutional Banking, Kolkata

CIB/SG/RIL-Merger-NOC/2022

06.08.2022

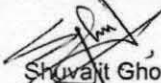
Rossell India Ltd  
Jindal Towers, Block B, 4<sup>th</sup> Floor  
21/1A/3, Darga Road, Kolkata- 700017

Dear Sir,

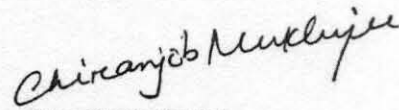
Reg: NOC for merger of BMG Enterprises Ltd with Rossell India Ltd

With regard to the above, we hereby confirm our No Objection in merger of BMG Enterprises Ltd(holding company) with Rossell India Ltd(subsidiary company), subject to the condition that similar NOCs is obtained from other lenders also.

For Federal Bank Ltd

  
Shuvait Ghosh  
Associate VP(Relationship)



  
Chiranjib Mukherjee  
Head(CIB-East)



Kotak Mahindra Bank

To

Date: 16.08.2022

Rossell India Limited  
Jindal Towers, Block- B 4<sup>th</sup> Floor,  
21/1A/3, Darga Road,  
Kolkata-700017

**SUB: No Objection Certificate (NOC)**

**Ref: Scheme of Arrangement between Rossell India Ltd and BMG Enterprises Limited**

**Dear Sir,**

We hereby state that Kotak Mahindra Bank Limited has NO OBJECTION to your application to the stock exchanges for seeking their NOC to the Scheme of Arrangement ("Scheme") between Rossell India Limited (The Transferee Company) and BMG Enterprises Ltd (The Transferor Company) subject to the condition that our right to recover the loan as well as our right on the security interest shall not be adversely affected in any manner on account of the proposed scheme of arrangement.

Please note that this NOC in accordance with the SEBI Master Circular no SEBI/HO/CFD/DILI/CIR/P/2021/0000000665 dated November 23, 2021. This NOC is not our consent for the proposed Scheme of Arrangement and shall not affect the rights of our Bank to vote on the resolution at the meeting of creditors.

Kindly take the same on record.

Thanking you,

Yours faithfully,



Kotak Mahindra Bank Limited.

**Kotak Mahindra Bank Ltd.**  
CIN: L65110MH1985PLC038137  
22, Camac Street, 5th Floor  
Block-B, Kolkata - 700016  
West Bengal

[www.kotak.com](http://www.kotak.com)

Registered Office:  
27 BKC, C 27, G Block,  
Bandra Kurla Complex,  
Bandra (E), Mumbai 400051,  
Maharashtra, India.



Dated: August 23, 2022

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

Dear Sir,

Subject: Issuance of 'NO OBJECTION CERTIFICATE' for Amalgamation Scheme between Rossell India Limited and BMG Enterprises Limited

We, Yes Bank Limited have No Objection with your application to the stock exchanges for seeking their NOC towards Amalgamation Scheme between Rossell India Limited ("Transferee Company") and BMG Enterprises Limited ("Transferor Company") subject to the condition that our right to recover the loan as well as our right on the security interest shall not be adversely affected in any manner on account of the proposed scheme.

Please note that this NOC in accordance with the SEBI Master Circular no. SEBI/ HO/ CFD/ DILI/ CIR/ P/2021/0000000665 dated November 23,2021. This NOC is not our consent for the proposed Amalgamation Scheme and shall not affect the rights of our bank to vote on the resolution at the meeting of creditors.

You may take note of the above and proceed accordingly.

Regards,

Authorized Signatory

Ground & Mezzanine Floor, Stephen House, situated at Dalhousie Square East, Kolkata-70001



SMS "Help" space <CUST ID>  
to +91 92233 90909



**YES TOUCH PhoneBanking Number:**

1800 1200 (Toll Free for Mobile & Landlines in India) +91 22 30993600 (When calling from Outside India)  
Toll Free number from USA / Canada: 1877 659 8044 UK: 808 178 5133 UAE: 8000 3570 3089



Email us at  
yestouch@yesbank.in

CIN - L65190MH2003PLC143249