



12th July, 2022

The Department of Corporate Services BSE Limited Ground floor, P. J. Towers Dalal Street, Fort Mumbai – 400 001, India Scrip Code: 533168	National Stock Exchange of India Ltd. 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.: Outcome of Board Meeting – Scheme of Amalgamation between BMG Enterprises Limited and Rossell India Limited and their respective shareholders.

In compliance with Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI listing Regulations**”), read with SEBI Circular no. CIR/CFD/CMD/4/2015 dated September 9, 2015, we write to advise you that the Board of Directors of Rossell India Limited (“**Board**”) at its Meeting held this afternoon at its Registered Office of the Company (attended virtually by the Directors) has approved the Scheme of Amalgamation (“**Scheme**”) between BMG Enterprises Limited (“**Transferor Company**”) and Rossell India Limited (“**Transferee Company**”) and their respective shareholders pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions, if any, of the Companies Act, 2013, subject to the requisite approvals and sanction of the jurisdictional bench of National Company Law Tribunal (“**NCLT**”) and subject to the approval of the shareholders and / or the creditors of the Company, Central Government, or such other competent authority as may be directed by the NCLT.

Earlier, the Audit Committee had furnished its report to the Board recommending the Scheme. The Valuation Report for the Scheme has been provided by the Registered Valuer, CA Harsh Chandrakant Ruparelia, an Independent Valuer (“**Valuation Report**”). The Fairness Opinion on the Scheme has been furnished by M/s. Fedex Securities Private Limited, an independent merchant banker.



CONTINUATION

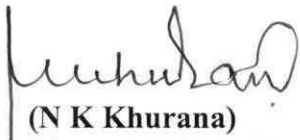


We enclose herewith the information (Annexure-1) pursuant to Regulation 30 of the Listing Regulations read with SEBI Circular no. CIR/CFD/CMD/4/2015 dated September 9, 2015 in the prescribed format.

The Meeting commenced at 16:00 Hours and concluded at 18:10 Hours.

This is for your information and records.

Yours faithfully,
For **Rossell India Limited**


(N K Khurana)

**Director (Finance) and
Company Secretary**



Encl.: As stated above

CONTINUATION**Annexure I**

Disclosure of information pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI listing Regulations**”), read with SEBI Circular no. CIR/CFD/CMD/4/2015 dated September 9, 2015.

1. Brief details of Transferor and Transferee Company (including area of business of the entities)

Transferor Entity: BMG Enterprises Limited (“**BMG**” or “**Transferor Company**”) is an unlisted Public Limited Company, incorporated on June 06, 1978, under the provisions of the Companies Act, 1956, having its registered office situated at 1st Floor, DCM Building, 16 Barakhamba Road, New Delhi – 110 001, India. The Transferor Company has filed an application with Registrar of Companies, Delhi for shifting its registered office from Delhi to Kolkata at Jindal Towers, Block - "B", 4th Floor, 21/1A/3, Darga Road, Kolkata – 700017, West Bengal, India. BMG is primarily engaged in holding investments. BMG holds 2,37,63,795 Equity Shares of Rs. 2/- each fully paid up, representing about 64.76% of the total paid up Equity Share Capital of the Transferee Company and 10,00,000 0.01% Compulsorily Convertible Preference Shares of Rs. 10/- each (“**CCPS**”) fully paid up in the Transferee Company.

Transferee Entity: Rossell India Limited (“**RIL**” or “**Transferee Company**”) is a listed Public Limited Company, incorporated on June 10, 1994, under the provisions of the Companies Act, 1956, having its registered office situated at Jindal Towers, Block - "B", 4th Floor, 21/1A/3, Darga Road, Kolkata – 700 017, West Bengal, India. The Equity Shares of the Transferee Company are listed on the BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”) (collectively “**Stock Exchanges**”). The CCPS of the Transferee Company not listed on any Stock Exchanges in India. RIL is primarily engaged in the business activities of cultivation, manufacture and selling of Bulk Tea. RIL owns 6 (six) Tea Estates in Assam. The aerospace and defence division of RIL is engaged in the business of providing interconnect solutions and Electrical panel assemblies, Test Solutions, and after market services in aerospace and defence sector.

(INR in lakhs)

Particulars	Net worth as on 31 st March, 2022	Total Income for the year 2021-2022
BMG Enterprises Limited	2,759.44	124.70
Rossell India Limited	24,612.96	30,328.59

2. Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms’ length”

BMG Enterprises Limited holds ~64.76% of the total Equity Shares of Rossell India Limited. Accordingly, the Scheme would fall within the ambit of Related Party Transactions.



CONTINUATION



Pursuant to the Scheme, Rossell India Limited will issue consideration by way of Equity Shares and Preference Shares to the shareholders of BMG Enterprises Limited as recommended by the Board relying on the Valuation Report obtained from CA Harsh Chandrakant Ruparelia, Registered Valuer, dated 12th July, 2022 and Fairness Opinion on the same obtained from Fedex Securities Private Limited, dated 12th July, 2022.

Further, the Scheme is approved by the Audit Committee of Rossell India Limited, the Transferee Company as well as the Committee of Independent Directors of Rossell India Limited.

Also, kindly be advised that MCA vide Circular No. 30/2014 dated 17th July 2014 has clarified that transactions arising, inter-alia, out of Compromises, Arrangements and Amalgamation will not attract requirement of section 188 of the Companies Act, 2013.

Lastly, it is pertinent to note that the Shares held by BMG Enterprises Limited (~64.76%) in Rossell India Limited will be cancelled and the same number of Shares will be issued to the shareholders of BMG Enterprises Limited (proportionate to their shareholding in BMG Enterprises Limited), and therefore, there would not be any change in the promoter / promoter group shareholding of Rossell India Limited.

3. Details of the proposed Scheme

The draft Scheme of Amalgamation between BMG Enterprises Limited (“the Transferor Company”) and Rossell India Limited (“the Transferee Company”) and their respective shareholders under the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 (“Scheme”). The salient features of the proposed Scheme are, inter alia, as follows:

- i. The Appointed Date for the arrangement under the Scheme is 1st July, 2022.
- ii. BMG Enterprises Limited is a promoter company of Rossell India Limited i.e. the Shares of Rossell India Limited are held by BMG Enterprises Limited. Pursuant to the Scheme, Rossell India Limited shall issue same number of Shares as held by BMG Enterprises Limited to the shareholders of BMG Enterprises Limited.
- iii. The New Equity Shares of the Transferee Company shall be listed and/ or admitted to trading on the Stock Exchanges on which the existing Equity Shares of the Transferee Company are listed at that time. The Transferee Company shall enter into such arrangements and give such confirmation and/or undertakings as may be necessary in accordance with the applicable laws or regulations for complying with the formalities of the said Stock Exchanges.





- iv. The Scheme is subject to the requisite approvals and sanction of the jurisdictional bench of National Company Law Tribunal (“NCLT”) and subject to the approval of the Shareholders and / or the Creditors of the Company, Central Government, or such other competent authority as may be directed by the NCLT.

4. Rationale of the proposed Scheme

It is proposed to amalgamate the Transferor Company into the Transferee Company by this Scheme, as a result of which the Shareholders of the Transferor Company viz. the promoters of the Transferor Company (who are also the promoters of the Transferee Company) shall directly hold Shares in the Transferee Company and the following benefits shall, inter alia, accrue to the Companies:

- a) The merger will result in the promoter group of the Transferor Company directly holding shares in the Transferee Company, which will lead not only to simplification of the shareholding structure and reduction of shareholding tiers but also demonstrate the promoter group’s direct commitment to and engagement with the Transferee Company;
- b) The promoter group of the Transferee Company is desirous of streamlining its holding in the Transferee Company. As a step towards such rationalization, it is proposed to merge the Transferor Company into the Transferee Company;
- c) The promoters would continue to hold the same percentage of shares in the Transferee Company, pre and post the merger. There would also be no change in the financial position of the Transferee Company. All cost, charges and expenses relating to the Scheme would be borne out of the assets (other than Shares of the Transferee Company) of the Transferor Company. Any expense, exceeding the assets of the Transferor Company would be borne by the promoters directly;
- d) Further, the Scheme also provides that the Shareholders of the Transferor Company shall indemnify the Transferee Company and keep the Transferee Company indemnified for liability, claim, demand, if any, and which may devolve on the Transferee Company on account of this amalgamation.

5. Details of Change in Shareholding Pattern

Upon the Scheme becoming effective, the Transferee Company will issue New Equity shares and New Preference shares as mentioned in Point no. 6 below to the shareholders of Transferor Company as on the record date and all the Equity Shares and Preference Shares of the Transferor Company shall stand extinguished.



CONTINUATION**6. Share Exchange Ratio**

Particulars	Swap Ratio
For Equity shareholders of B M G Enterprises Limited.	2,37,63,795 fully paid-up Equity Shares of Rs.2 each of the Transferee Company shall be issued and allotted as fully paid up to the Equity Shareholders of the Transferor Company in proportion of their holding in the Transferor Company.
For Equity shareholders of B M G Enterprises Limited (with respect to Preference Shares held by BMG in RIL)	10,00,000 0.01% Compulsorily Convertible Preference Shares of Rs. 10 each of the Transferee Company shall be issued and allotted as fully paid up to the Equity Shareholders of the Transferor Company in proportion of their holding in the Transferor Company

In the event that the New Equity Shares to be issued result in fractional entitlement, the Board of Directors of the Transferee Company shall be empowered to consolidate and/or round off such fractional entitlements into whole number of New Equity shares to nearest integer. However, in no event, the number of New Equity Shares to be allotted by the Transferee Company to the Equity shareholders of the Transferor Company shall exceed the total number of Equity Shares held by the Transferor Company in the Transferee Company. Also, in no event, the number of New Preference Shares to be allotted by the Transferee Company to the Equity shareholders of the Transferor Company shall exceed the total number of Preference Shares held by the Transferor Company in the Transferee Company.

