



4th November, 2022

To,
The Manager
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

Kind Attn: Mr. Manish Krishnani

Sub: Scheme of Amalgamation between BMG Enterprises Limited ("the Transferor Company") and Rosell 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") - Requirement for obtaining the No Objection Letter under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Application Number 31908

Dear Sirs,

We are in receipt of your letter ref. no. NSE/LIST/31908 dated 1st November, 2022 and note that you are maintaining your stand and in your view, requirement of Part I A (3) (b) of SEBI Master Circular is not being complied with.

Be that as it may, in this connection, we draw your kind attention towards our letter dated 18th October, 2022. Paragraphs 7 to 9 of the said letter read as under:

7. In view of above, we request you to re consider our proposition and allow us the no objection to move forward with the scheme with such clauses and undertaking incorporated within the Scheme and providing us the window to dilute before the scheme becomes effective.

Without prejudice to the above, in case of the Stock Exchanges are desirous of sale of shares by Promoter Group in Rosell India Limited, such that their shareholding on fully diluted basis is below 75%, the group shall comply with the same.

8. However as per SEBI (Prohibition of Insider Trading) Regulations, 2015 Schedule B Clause 4 sub-clause (1) currently, the Company is under its trading restriction period i.e., from the end of the quarter to till 48 hours after the declaration of half yearly Unaudited Financial Results which is proposed to be approved by the Board on November 14, 2022. Therefore, the trading window shall open on and from November 17, 2022, post which the promoters shall be in a position to sell their shares in Rosell India Limited.

9. Further as per Regulation 167 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, we understand that BMG Enterprise which is the allottee is also eligible to sell its Equity Shares from its pre-preferential



CONTINUATION



holding since the period of 90 days and the lock-in thereof has been completed with effect from 16th September, 2022.

Since you are not agreeing with our plea, we do hereby confirm that we shall reduce the Promoter's Holding on a fully diluted basis to a level below 75% on and after 17th November, 2022 as stated in Paragraph 8 above by selling the required number of Equity Shares out of Present promoters' holding. We confirm having received the required consent from the Promoters.

Accordingly, we shall be grateful if you could favour us with the required extension of time to meet your requirement.

For **Rossell India Limited**

Nirmal Kumar Khurana
Company Secretary

