

REDROSE VANIJYA LLP

Regd. Office: Room No.303, 3rd Floor, Gate No.-2, Poddar Court, 18, Rabindra Sarani, Kolkata-700001

LLPIN: ACL-8811

Email: redrosevanijya@gmail.com; Tel: 033-40647374

Date: 19th February, 2025

BSE Ltd. 1 st Floor, New Trading Wing, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001 Email: corp.relations@bseindia.com	National Stock Exchange of India Limited (NSE) Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Email: takeover@nse.co.in	CC: The Company Secretary, RSWM Limited, Kharigram, P B 28, Gulabpura, Bhilwara, Rajasthan, 311021 Email: rswm.investor@lnjbhilwara.com
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Dear Sir/ Madam,

Subject: Disclosure under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011 ("Takeover Regulations").

Please find enclosed a disclosure under Regulation 29(2) of the Takeover Regulations disclosing acquisition pursuant to a scheme of arrangement not directly involving the target company i.e. RSWM Limited.

Kindly take the same on record.

Thanking you

Yours faithfully,

**For Redrose Vanijya LLP
(Formerly known as Redrose Vanijya Private Limited)**

RIJU

JHUNJHUNWALA

**(Riju Jhunjhunwala)
Designated Partner
DPIN: 00061060**

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JHUNJHUNWALA
Date: 2025.02.19
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Encl: As above

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Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations")

Name of the Target Company (TC)	RSWM Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Redrose Vanijya LLP (Formerly known as Redrose Vanijya Private Limited) ("Acquirer")		
Whether the acquirer belongs to Promoter/Promoter group	Yes, pursuant to Scheme of Arrangement		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited (NSE) and BSE Limited (BSE)		
Details of the acquisition/ disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total Diluted share/ voting capital of the TC(**)
Before the acquisition under consideration, holding of:			
a) Shares carrying voting rights	Nil	NA	NA
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	Nil	NA	NA
c) Voting rights (VR) otherwise than by shares	Nil	NA	NA
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	Nil	NA	NA
e) Total (a+b+c+d)	Nil	NA	NA
Details of acquisition/ sale			
a) Shares carrying voting rights acquired/ sold	1,46,65,817	31.14	31.14
b) VRs acquired/ sold otherwise than by shares	Nil	NA	NA
c) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/ sold	Nil	NA	NA
d) Shares encumbered / invoked/released by the acquirer	Nil	NA	NA
e) Total (a+b+c+/-d)	1,46,65,817	31.14	31.14
After the acquisition/ sale , holding of::			
a) Shares carrying voting rights	1,46,65,817	28.95	28.95
b) Shares encumbered with the acquirer	Nil	NA	NA
c) VRs otherwise than by shares	Nil	NA	NA
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	NA	NA
e) Total (a+b+c+d)	1,46,65,817	31.14	31.14

Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue/ preferential allotment / inter-se transfer etc).	Acquisition pursuant to the Scheme (as defined hereinafter). ⁽¹⁾
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	17 th February, 2025
Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs. 47,10,16,840 divided into 4,71,01,684 Equity Shares of Rs. 10 each
Equity share capital/ total voting capital of the TC after the said acquisition / sale	Rs. 47,10,16,840 divided into 4,71,01,684 Equity Shares of Rs. 10 each
Total diluted share/voting capital of the TC after the said acquisition	Rs. 47,10,16,840 divided into 4,71,01,684 Equity Shares of Rs. 10 each

Notes:

1. Bharat Investment Growth Limited, Dreamon Commercial Private Limited, Investors India Limited, India Textfab Marketing Limited, Kalati Holdings Private Limited, LNJ Financial Services Limited, N. R. Finvest Private Limited, Purvi Vanijya Niyojan Limited and Raghav Commercial Limited ("**Amalgamated Companies**") are disclosed as members of the promoter and promoter group of the TC and hold 1,46,65,817 equity shares of the TC representing 31.14% of the fully paid up equity share capital of the TC.

Pursuant to a Scheme of Arrangement of M/s Alankrit Vyapaar Private Limited, M/s Captain Trade & Agencies Private Limited, M/s Dreamon Commercial Private Limited, M/s Emersec Holdings Private Limited, M/s Jemco Vanijya Private Limited, M/s Jet (India) Private Limited, M/s M. L. Finlease Private Limited, M/s Nikita Electrotrades Private Limited, M/s Purvi Vanijya Niyojan Limited, M/s Raghav Commercial Limited, M/s Shashi Commercial Company Limited, M/s Strength Fincap Markets Private Limited, M/s Bharat Investment Growth Limited, M/s Giltedged Industrial Securities Limited, M/s Investors India Limited, M/s India Textfab Marketing Limited, M/s Kalati Holdings Private Limited, M/s LNJ Financial Services Limited, M/s N R Finvest Private Limited, M/s Shrasti Marketing Private Limited and M/s Uttri Investments Private Limited with Redrose Vanijya Private Limited ("**Scheme**"), as sanctioned by the Hon'ble National Company Law Tribunal, Kolkata Bench vide its Order dated 24th October, 2024 read with Corrigendum Order dated 01st January, 2025, the Amalgamated Companies along with the other transferor companies involved in the Scheme have been amalgamated with Redrose Vanijya Private Limited and consequently, Redrose Vanijya Private Limited has indirectly acquired 31.14% of the voting rights on the equity shares held by the Amalgamated Companies in the TC.

2. Subsequently, Redrose Vanijya Private Limited has been converted into Limited Liability Partnership ("LLP") under the name and style of M/s Redrose Vanijya LLP vide certificate of incorporation dated 06th February, 2025 with the LLP Identification Number ACL-8811. Therefore, the above holding would be held by M/s Redrose Vanijya LLP.

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

**For Redrose Vanijya LLP
(Formerly known as Redrose Vanijya Private Limited)**

RIJU

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(Riju Jhunjhunwala)
Designated Partner
DPIN: 00061060

Date: 19th February, 2025