

27th December, 2024

The Department of Corporate Services
BSE Limited
Ground Floor, P. J. Towers
Dalal Street, Fort
Mumbai – 400 001
Scrip: 533168

Dear Sirs,

Sub: Submission of Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 -Revised

With reference to your email received on 26th December, 2024 and further to my letter dated 24th September, 2024 on the subject matter, I as a Karta of M/s. Harsh Mohan Gupta & Son HUF, forming part of the Promoter Group/Person Acting in Concert enclose the revised disclosure made under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in respect of the acquisition of Equity Shares of Rossell India Limited, pursuant to the Scheme of Amalgamation between BMG Enterprises Limited (Transferor Company) and Rossell India Limited (Transferee Company) approved and sanction by the Hon'ble National Company Law Tribunal, Kolkata Bench Order dated 2nd August, 2024.

Kindly be advised that as per the direction of the Exchange, the aforesaid disclosure has been revised in the following manner:

	Original submission			Revised submission		
	Number	% w.r.t. total share/voting Capital Wherever applicable	% w.r.t. total diluted share/voting capital of the TC	Number	% w.r.t. total share/voting Capital Wherever applicable	% w.r.t. total diluted share/voting capital of the TC
After the acquisition, holding of acquirer along with PACs of						
a) Shares carrying voting rights	2,47,31,795	74.80%	74.80%	28,75,180	7.63%	7.63%
b) VRs otherwise than by equity shares	NIL	NIL	NIL	NIL	NIL	NIL
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) after acquisition	NIL	NIL	NIL	NIL	NIL	NIL
d) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others)	NIL	NIL	NIL	NIL	NIL	NIL
e) Total (a+b+c+d)	2,47,31,795	74.80%	74.80%	28,75,180	7.63%	7.63%

FORMAT FOR DISCLOSURES UNDER REGULATION 29(1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 -REVISED

Part A - Details of the Acquisition

1. Name of the Target Company (TC)	Rossell India Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Harsh Mohan Gupta & Son HUF <u>Person Acting in Concert</u> - Harsh Mohan Gupta - Rishab Mohan Gupta - Vinita Gupta - Samara Gupta - BMG Investments Private Limited - Harvin Estates Private Limited		
3. Whether the acquirer belongs to Promoter/Promoter Group	Yes		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
5. Details of the acquisition 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 acquirer along with PACs of:			
a) Shares carrying voting rights	NIL	NIL	NIL
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by equity shares	NIL	NIL	NIL
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)	NIL		
e) Total (a+b+c+d)	NIL	NIL	NIL
Details of acquisition			
a) Shares carrying voting rights acquired	28,75,180	7.63%	7.63%
b) VRs acquired otherwise than by equity shares	NIL	NIL	NIL
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	NIL	NIL	NIL
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	N.A.
e) Total (a+b+c+d)	28,75,180	7.63%	7.63%
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	28,75,180	7.63%	7.63%
b) VRs otherwise than by equity shares	NIL	NIL	NIL
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) after acquisition	NIL	NIL	NIL
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
e) Total (a+b+c+d)	28,75,180	7.63%	7.63%
6. Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Through off market – Acquired pursuant to the Scheme of Amalgamation sanctioned by the Hon'ble National Company Law Tribunal, Kolkata Bench order dated 2 nd August, 2024.		
7. Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Not Applicable		
8. Date of acquisition of/ date of receipt of intimation of allotment of shares /VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	21 st September, 2024		
9. Equity share capital / total voting capital of the TC before the said acquisition (Note Below)	Rs.7,53,92,950 (3,76,96,475 shares of Rs. 2 each)		
10. Equity share capital/ total voting capital of the TC after the said acquisition (Note Below)	Rs.7,53,92,950 (3,76,96,475 shares of Rs. 2 each)		
11. Total diluted share/voting capital of the TC after the said acquisition	Rs.7,53,92,950 (3,76,96,475 shares of Rs. 2 each)		

Note: In terms of the Order passed by the Hon'ble National Company Law Tribunal, Kolkata Bench on 2nd August, 2024 for approval and sanction of the Scheme of Amalgamation between BMG Enterprises Limited ("Transferor Company") and Rossell India Limited ("Transferee Company" or "Target Company"), 2,47,31,795 Equity Shares of the Transferee Company held by Transferor Company were cancelled and in lieu thereof 2,47,31,795 fully paid up Equity Shares of Rs.2 each of the Transferee Company were allotted to the Equity Shareholders of the Transferor Company in proportion of their holding in the Transferor Company.

Accordingly, the total Equity Share Capital of the Target Company after the acquisition of the Shares remains the same as before the said acquisition of the Shares.

For Harsh Mohan Gupta & Son HUF

Harsh Mohan Gupta

Karta

Date: 24th September, 2024