

# BMG Enterprises Ltd.

Regd. Off.: Jindal Towers, Block 'B', 4<sup>th</sup> Floor, 21/1A/3 Darga Road, Kolkata – 700017  
Phone No.: 033-2283-4318; E-mail ID: bmgenterprises2018@gmail.com

21<sup>st</sup> November, 2022

The Department of Corporate Services BSE Limited Ground Floor, P. J. Towers Dalal Street, Fort Mumbai – 400 001	National Stock Exchange of India Ltd. Listing Department, Exchange Plaza, Bandra-Kurla Complex Bandra (E), Mumbai – 400 051	Rossell India Limited Jindal Towers, Block - "B", 4 <sup>th</sup> Floor, 21/1A/3, Darga Road Kolkata – 700 017
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Dear Sirs,

**Sub: Submission of Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

To abide by your requirement to bring down the Promoters' Post Diluted Shareholdings to a level below 75%, for obtaining your No Objection, in the matter of Application submitted under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Amalgamation between BMG Enterprises Limited (Transferor Company) and Rossell India Limited (Transferee Company) and their respective shareholders under sections 230-232 of the Companies Act, 2013, Kindly be advised that we as part of Promoters Group have offloaded on 17<sup>th</sup> November, 2022, 25,000 Equity Shares and on 18<sup>th</sup> November, 2022, 7,000 Equity Shares of Rossell India Ltd. out of 2,37,63,795 on the floor of the Stock Exchanges.

Accordingly, in terms of the provisions of Regulations 29(2) and 29(3) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, a disclosure enclosed in respect of the aforesaid sale/disposal of Equity Shares.

You are requested to kindly take the above information on your records.

Yours faithfully,  
For **BMG Enterprises Limited**

  
**Nirmal Kumar Khurana**  
Director  
DIN: 00123297



Encl.: As above

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## Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	ROSSELL INDIA LIMITED		
Name(s) of the acquirer/Seller and Persons Acting in Concert (PAC) with the acquirer/ Seller	<p>- BMG Enterprises Limited (Seller)</p> <p><b><u>Name of Person Acting in Concert(PAC):</u></b></p> <p>-BMG Enterprises Limited; (Seller)</p> <p>-BMG Investments Private Limited;</p> <p>-Harvin Estates Private Limited;</p> <p>-Mr. Harsh Mohan Gupta;</p> <p>-Mrs. Vinita Gupta;</p> <p>-Mr. Rishab Mohan Gupta</p> <p>-Ms. Samara Gupta</p>		
Whether the acquirer/Seller belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
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 (**)
<b>Before the acquisition/Sale under consideration, holding of :</b>			
a) Shares carrying voting rights	2,37,63,795	64.76	63.04
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	N.A	N.A.	N.A.
c) Voting rights (VR) otherwise than by shares	N.A	N.A.	N.A.
<b>d) Warrants/convertible securities#/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (# 0.01% Compulsorily Convertible Preference Shares)</b>	10,00,000	N.A.	2.65
e) Total (a+b+c+d)	2,47,63,795	64.76	65.69

CIN: U51909WB1978PLC256796



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<b>Details of acquisition/sale</b>			
a) Shares carrying voting rights acquired/sold	32,000	0.09	0.08
b) VRs acquired/sold otherwise than by shares	N.A.	N.A.	N.A.
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	N.A.	N.A.	N.A.
d) Shares encumbered / invoked/released by the acquirer	N.A.	N.A.	N.A.
e) Total (a+b+c+/-d)	32,000	0.09	0.08
<b>After the acquisition/sale, holding of:</b>			
a) Shares carrying voting rights	2,37,31,795	64.67	62.96
b) Shares encumbered with the acquirer	N.A.	N.A.	N.A.
c) VRs otherwise than by shares	N.A.	N.A.	N.A.
d) <del>Warrants/convertible securities</del> /any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC ( <b>#0.01% Compulsorily Convertible Preference Shares</b> ) after acquisition	10,00,000	N.A.	2.65
e) Total (a+b+c+d)	2,47,31,795	64.67	65.61
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Sale through Open Market		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	Sale 25,000 No. of Equity Shares on 17.11.2022 and Sale 7,000 No. of Equity Shares on 18.11.2022		
Equity share capital / total voting capital of the TC before the said acquisition / Sale	3,66,96,475		
Equity share capital/ total voting capital of the TC after the said acquisition / Sale	3,66,96,475		
Total diluted share/voting capital of the TC after the said acquisition/Sale	3,76,96,475		

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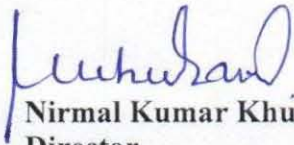
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(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under As per Regulation 31(1)(b) of SEBI(LODR) Regulations, 2015.

(\*\*) 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 BMG Enterprises Limited



**Nirmal Kumar Khurana**  
Director  
DIN: 00123297



Place: Kolkata  
Date: 21.11.2022

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