



22nd March, 2022

The Department of Corporate Services BSE Limited Ground Floor, P.J.Towers Dalal Street, Fort Mumbai – 400 001 Scrip Code : 533168	National Stock Exchange of India Ltd. Listing Department, Exchange Plaza, Bandra-Kurla Complex Bandra (E), Mumbai – 400 051 Symbol : ROSSELLIND
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Dear Sirs,

Sub: Outcome of the Board meeting under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 read with Part A, para A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we write to advise you that the Board of Directors of the Company at its Meeting held this morning i.e. 22nd March, 2022, inter alia, considered and approved the following, which are subject to the approval by the Members of the Company:

a. Reclassification of Authorised Share Capital of the Company:

Existing Share Capital of Rs.9,00,00,000 (Rupees Nine Crores) divided into 4,50,00,000 (Four Crores Fifty Lakhs) Equity Shares of Rs.2 each to

Reclassified Share Capital of Rs.9,00,00,000 (Rupees Nine Crores) divided into
(a) Rs.7,60,00,000 (Rupees Seven Crores Sixty Lakhs) divided into 3,80,00,000 Equity Shares of Rs.2 each and

(b) Rs.1,40,00,000 (Rupees One Crore Forty Lakhs) divided into 14,00,000 Preference Share of Rs.10 each

and consequential alteration in the Clause V of the Memorandum of Association of the Company, in accordance with the relevant Provisions of the Companies Act, 2013 and the Articles of Association of the Company;

b. Issuance of 10,00,000 0.01% Compulsorily Convertible Preference Shares of Rs.10 each, on preferential basis to BMG Enterprises Ltd., the Holding Company, in accordance with the Provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Companies Act, 2013 and any other applicable



CONTINUATION



laws. The relevant date for the purpose is fixed as 22nd March, 2022 i.e. the date of today's Meeting.

Further an Extraordinary General Meeting of the Members of the Company is being convened for seeking approval from Members through remote e-Voting process for the above businesses as well as for Re-appointment of Mr. Krishan Katyal, as an Independent Director on the Board as resolved in the Meeting of the Board held on 21st March, 2022;

In terms of SEBI circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015, we enclose the relevant details pertaining to the reclassification of Authorised Share Capital of the Company and Issuance of Compulsorily Convertible Preference Shares in **Annexure A & B**.

The Meeting commenced at 11:00 A.M. and concluded at 11.58 A.M.

The above is for your record and necessary dissemination.

Yours faithfully,
For **ROSSELL INDIA LTD**

(N K KHURANA)
DIRECTOR (FINANCE) and
COMPANY SECRETARY





Annexure A: Reclassification of Authorised Share Capital and Consequential Alteration of Capital Clause of Memorandum of Association of the Company

Existing Clause V of Memorandum of Association of the Company.	Proposed Clause V of Memorandum of Association of the Company.
The Authorised Share Capital of the Company is Rs.9,00,00,000 (Rupees Nine Crores) divided into 4,50,00,000 (Four Cores Fifty Lakhs) Equity Shares of Rs.2 each.	<p>The Authorised Share Capital of the Company is Rs.9,00,00,000 (Rupees Nine Crores) divided in the following manner:</p> <p>a) 3,80,00,000 (Three Crores Eighty Lakhs) Equity Shares of Rs.2 each aggregating to Rs.7,60,00,000(Rupees Seven Crores Sixty Lakhs); and</p> <p>b) 14,00,000 (Fourteen Lakhs) Preference Share of Rs.10 each aggregating to Rs.1,40,00,000 (Rupees One Crore Forty Lakhs).</p>





Annexure B: Issuance of 0.01% Compulsorily Convertible Preference Shares of Rs. 10 each (CCPS)

Particulars	Remarks												
Type of securities proposed to be issued (viz. Equity Shares, convertibles etc.)	0.01% Compulsorily Convertible Preference Shares of Rs.10 each (CCPS)												
Type of Issuance (further public offering, rights issue, depository receipts (ADR/GDR}, qualified institutions placement, Preferential allotment etc)	Preferential allotment												
Total number of securities proposed to be issued or total amount for which the securities will be issued	10,00,000 (Ten Lakhs) CCPS at an issue price of Rs. 152 per Equity Shares aggregating to Rs. 15,20,00,000 (Rupees Fifteen Crores Twenty Lakhs only)												
Additional details in case of preferential issue													
Name of investors	BMG Enterprises Limited, the Holding Company												
Post allotment of securities – Outcome of the subscription, issue price/allotment price (in case of convertibles), number of investors	<p>i.</p> <table border="1"> <thead> <tr> <th colspan="2">Pre-Preferential Allotment holding (As on 22nd March, 2022)</th> <th colspan="2">Post Preferential Allotment holding.</th> </tr> <tr> <th>Equity Shares</th> <th>CCPS</th> <th>Equity Shares</th> <th>CCPS</th> </tr> </thead> <tbody> <tr> <td>2,37,63,795</td> <td>NIL</td> <td>2,37,63,795</td> <td>10,00,000</td> </tr> </tbody> </table> <p>ii. Issue/allotment price – Rs. 152 per Share iii. Number of Investor -1;</p>	Pre-Preferential Allotment holding (As on 22 nd March, 2022)		Post Preferential Allotment holding.		Equity Shares	CCPS	Equity Shares	CCPS	2,37,63,795	NIL	2,37,63,795	10,00,000
Pre-Preferential Allotment holding (As on 22 nd March, 2022)		Post Preferential Allotment holding.											
Equity Shares	CCPS	Equity Shares	CCPS										
2,37,63,795	NIL	2,37,63,795	10,00,000										
In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Each CCPS is convertible into 1 Equity Share and the conversion can be exercised within a period of 18 months from the date of allotment, by the Proposed Allottee by sending prior notice to the Company of their intention for such conversion.												

