

ROSSELL INDIA LIMITED



25th August, 2023

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 Meeting of the Equity Shareholders of Rosell India Limited convened pursuant to the direction of the Hon'ble National Company Law Tribunal, Kolkata Bench ('Hon'ble Tribunal' / 'NCLT') vide their Order dated 13th July, 2023

Further to our letter dated 24th July, 2023, kindly be advised that pursuant to the direction of the Hon'ble National Company Law Tribunal, Kolkata Bench ('**Hon'ble Tribunal**' / "**NCLT**") vide their Order dated 13th July, 2023 in the Company Application (CAA) No.133/KB/2023 ('**Order**') and in compliance with applicable provisions of the Companies Act, 2013 ('**Act**') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), the meeting of the Equity Shareholders of the Rosell India Limited was conducted on Friday, 25th August, 2023, at 11:00 A.M. through two-way video conferencing/other audio-visual means ('**VC/OAVM**') ('**Meeting**') to approve the proposed Scheme of Amalgamation between BMG Enterprises Limited ("**The Transferor Company**") and Rosell India Limited ("**The Transferee Company**" or "**Company**") and their respective shareholders ('**Scheme**'). The e-voting results shall be declared within two working days and the same along with the Consolidated Scrutinizers Report shall be advised to you immediately thereafter.

In terms of Regulation 30 read with Para A, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended we enclose the summary of the proceedings of said convened Meeting.

You are requested to take the above on records.

Yours faithfully,
For **ROSSELL INDIA LTD.**

NIRMAL KUMAR KHURANA
DIRECTOR (FINANCE) AND
COMPANY SECRETARY



Encl: As above



Summary of Proceedings of the Meeting of Equity Shareholders of Rossell India Limited (the Company) convened pursuant to the direction of the Hon'ble National Company Law Tribunal, Kolkata Bench ('NCLT' or 'Tribunal') on Friday, 25th August 2023 at 11:00 AM through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

The Meeting of the Equity Shareholders of the Company convened pursuant to the directions of the NCLT vide their order dated 13th July, 2023 in the Company Application (CAA) No. 133/ KB /2023, was held today, i.e., Friday, 25th August, 2023, at 11:00 A.M. through two-way video conferencing/other audio-visual means ('VC/OAVM') ('Meeting'). Mr. N. K. Khurana, Director (Finance) and Company Secretary [D(F)/CS] opened the proceedings and welcomed all the Members of the Company, Chairman as well as Scrutinizer present.

The D(F)/CS informed the Members that Tribunal has appointed Mr. Rahul Auddy (Mr. Auddy), as the Chairman and Ms. Neha Somani as the Scrutinizer for this Meeting. With quorum being present, he handed over the proceedings to Chairman, to conduct the Meeting.

Mr. Auddy chaired the proceedings of the Meeting and introduced himself to the Members. The requisite quorum being present as advised by the D(F)/CS, the Meeting was called to order by the Chairman.

The Chairman apprised the Members that this Meeting was conducted through VC/OAVM facility pursuant to the NCLT Orders. He explained the general instructions to the Members regarding participation in the Meeting.

The Members were further apprised that pursuant to the provisions of the Companies Act, 2013, the rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility to the Members to cast their vote through remote e-voting which commenced from Tuesday, 22nd August, 2023 (9.00 a.m.) and ended on Thursday, 24th August, 2023 (5.00 p.m.). The Members were also informed that the facility for voting through e-voting system provided by NSDL was made available during the Meeting and shall continue for 30 minutes after the conclusion of the meeting for Members, who could not cast their vote prior to the Meeting.

Thereafter, with the consent of the Members, Chairman announced that the Notice convening the Meeting was taken as read. The only item of agenda viz. Approval of the Scheme of Amalgamation, as given in the Notice of Meeting was stated for information of the Members. The Chairman highlighted the rationale of the Scheme of Amalgamation (Scheme) as embodied in Annexure I to the Notice for the benefits of all Members attended.

At this stage, the Chairman invited Members who had pre-registered themselves as speakers, to raise queries, offer comments or seek clarifications (if any) on the Scheme of Amalgamation. A total of 5 Members raised various issues which covered, inter-alia, the benefits arising out of the said Scheme to the Shareholders as well as the Company.



CONTINUATION



The Chairman, thanked all the Members for raising meaningful and pertinent questions. The D(F)/CS of the Company responded to the queries raised by Members and provided clarifications / explanations, wherever required.

The Chairman advised the Members to continue to vote through electronic system, if not already voted through remote e-voting within next 30 minutes, as e voting shall be closed thereafter.

He stated that e-voting results shall be declared within two working days and the same along with the Consolidated Scrutinizers Report shall be advised to the Stock Exchanges. These shall also be uploaded on the website of the Company and on the website of NSDL, the e-voting agency.

At the end, the Chairman thanked all the members from attending this Meeting.

The Meeting was concluded by the D(F)/CS by extending a hearty vote of thanks to the Chair and Shareholders for attending this Meeting.

The meeting finally concluded at 11:25 A.M. followed by e-voting thereafter for 30 minutes.

