CA Harsh Chandrakant Ruparelia

Registered Valuer – Securities or Financial Assets

(IBBI Registration No. IBBI/RV/05/2019/11106 and

Membership No. ICMAI RVO/S&FA/00054)

12th July 2022

To,

The Board of Directors **B M G Enterprises Limited** 1st Floor, DCM Bldg, 16 Barakhamba Road, New Delhi – 110 001, India	**The Audit Committee and the Board of Directors** **Rossell India Limited** Jindal Towers, Block – "B", 4th Floor, 21/1A/3, Darga Road, Kolkata – 700 017, West Bengal, India

Sub: Report on Recommendation of Share Exchange Ratio(s) for the proposed amalgamation of B M G Enterprises Limited with and into Rossell India Limited pursuant to the Draft Scheme of Amalgamation under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 read with rules & regulations framed thereunder ("Scheme")

Dear Sirs,

I refer to my engagement letter dated 6th July 2022, whereby CA Harsh Chandrakant Ruparelia, Registered Valuer – Securities or Financial Assets (hereinafter referred to as "the Valuer" or "I") has been appointed by the management of B M G Enterprises Limited [CIN: U51909DL1978PLC009050] (hereinafter referred to as "BMG" or "the Transferor Company") and Rossell India Limited [CIN: L01132WB1994PLC063513] (hereinafter referred to as "RIL" or "the Transferee Company) to issue a report containing recommendation(s) of Share Exchange Ratio for the proposed merger of B M G Enterprises Limited with and into Rossell India Limited pursuant to the Draft Scheme of Amalgamation ("Scheme") with effect from the Appointed Date, as defined

Phone No: +91 22 40144464
Cell No: +91 90043 57775
e-mail: harsh.ruparelia@yahoo.com

B/702, Jyoti Tower,
Kandivali Jyoti Park CHS Ltd,
Opp. Anand Ashram,
S.V. Road, Kandivali (West),
Mumbai – 400 067

HARSH C RUPARELIA Digitally signed by HARSH C RUPARELIA Date: 2022.07.12 12:02:45 +05'30'

ROSSELL INDIA LTD. JINDAL TOWERS KOL-17 21/A/3, DARGA ROAD

& regulations framed thereunder for the proposed amalgamation of B M G Enterprises Limited ("BMG" or "the Transferor Company") with and into Rossell India Limited ("RIL" or "the Transferee Company") in accordance with provisions of Section 2(1B) of the Income-tax Act, 1961. The merger is proposed to take effect from the Appointed Date i.e., 1st July 2022. As a consideration for the proposed Scheme, equity shareholders of BMG will be issued equity shares and preference shares of RIL.

1.2 In this regard, CA Harsh Chandrakant Ruparelia, Registered Valuer – Securities or Financial Assets has been appointed by the Companies for recommendation of Share Exchange Ratio for the proposed Scheme. The recommendation to arrive at the Share Exchange Ratio is considering 30th June 2022 as the Valuation Date.

2. BACKGROUND

2.1 B M G ENTERPRISES LIMITED

2.1.1 BMG was incorporated on 6th June 1978 under the erstwhile provisions of the Companies Act, 1956. The registered office of BMG is currently situated at 1st Floor, DCM Bldg, 16 Barakhamba Road, New Delhi – 110 001, India. I have been given to understand that the Transferor Company has filed an application for shifting its registered office from the National Capital Territory of Delhi to the State of West Bengal with the proposed registered office address at Jindal Towers, Block – "B", 4th Floor, 21/1A/3, Darga Road, Kolkata – 700 017, West Bengal, India.

2.1.2 The Authorised, Issued, Subscribed and Paid-up Share Capital of BMG as on date is as under:

Particulars	**Amount in Rs.**
Authorised Share Capital	
5,00,000 Equity Shares of Rs. 100/- each	5,00,00,000
Total	**5,00,00,000**
Issued, Subscribed and Paid-up Share Capital	
92,332 Equity Shares of Rs.100/- each, fully paid-up	92,33,200
Total	**92,33,200**

(This space has been intentionally left blank)

HARSH C RUPARELIA Digitally signed by HARSH C RUPARELIA Date: 2022.07.12 12:03:13 +05'30'

ROSSELL INDIA LTD. JINDAL TOWERS KOL-17 21/1A/3, DARGA ROAD

Issued, Subscribed and Paid-up Share Capital	
3,66,96,475 Equity Shares of Rs. 2/- each, fully paid-up	7,33,92,950
10,00,000, 0.1% Compulsorily Convertible Preference Shares of Rs. 10/- each, fully paid-up	1,00,00,000
Total	**8,33,92,950**

2.2.3 The summary of equity shareholding pattern of RIL as 31st March 2022 is as under:

Sr. No.	Category of the Shareholder	No. of equity shares held	Shareholding (%)
1	Promoter	2,74,90,233	74.91
2	Public	92,06,242	25.09
	Total	**3,66,96,475**	**100.00**

2.2.4 RIL is primarily engaged in the following business activities:

- Cultivation, Manufacture and Sell of Bulk Tea – The Company owns Tea Estates in Assam; and
- Engineering and Manufacturing in Aerospace and Defense Services

The equity shares of RIL are listed on the BSE Limited ("BSE"), the National Stock Exchange of India Limited ("NSE").

3. SOURCES OF INFORMATION

For the purpose of the recommendation of the Share Exchange Ratio, I have relied upon the following information provided by the management of the Companies:

(a) Audited Financial Statements of the Companies for the year ended 31 March 2021;

(b) Audited Financial Statements of BMG for the year ended 31 March 2022;

(c) Unaudited Financial Statements of RIL for the year ended 31 March 2022;

(d) Unaudited Financial Statements of BMG for the period ended 30 June 2022;

(e) Latest shareholding pattern of the Companies, as duly certified;

(f) Draft Scheme of Amalgamation (as duly certified by the Management of the Companies);

(g) Memorandum and Articles of Association of the Companies;

HARSH C RUPARELIA Digitally signed by HARSH C RUPARELIA Date: 2022.07.12 12:03:40 +05'30'

ROSSELL INDIA LTD. JINDAL TOWERS KOL-71 21/A/3, DARGA ROAD

including interest and penalties discharged by RIL but would not have been borne or payable by RIL, in the form and manner as may be agreed amongst RIL and the shareholders of BMG, which may devolve upon RIL during the pendency of the Scheme or post the Scheme. Thus, as a result of the proposed amalgamation, RIL will not bear any loss, liabilities, cost, charges and expenses due to any such disputes or litigations or any other actions of BMG, being the Transferor Company. Further, the Management of the Companies have given an undertaking that the terms of preference shares, equity shareholders of BMG and investments held by BMG shall not be changed during the pendency of the Scheme. In case, the terms of the preference shares held by BMG in RIL are modified, the terms of issue of preference shares, pursuant to the Scheme shall stand modified to that effect and to the end and intent that shareholders of RIL shall not be prejudicially affected on account of any corporate actions or otherwise undertaken by BMG;

(c) The equity shares and preference shares held by BMG in RIL will be cancelled and extinguished pursuant to the Scheme becoming effective and equal no. of shares with same terms and rights attached thereto (including but not limited to preference shares) in the Transferee Company in proportion to their holding in the Transferor Company shall be issued to the equity shareholders of the Transferor Company as a part of the Scheme. Thus, for every fresh issue of shares by RIL as a part of the Scheme, there is corresponding cancellation of an existing share (equity or preference), as held by BMG;

(d) Further, there would be no change in the aggregate promoters' shareholding in the Transferee Company and hence, shall not affect the interest of any of the shareholders of the Transferee Company. Accordingly, valuation approaches as indicated in the format as prescribed under Para I(A)(4) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 have not been undertaken as they are not relevant with respect to the Proposed Scheme;

(e) Upon the Scheme becoming effective, there is no additional consideration being discharged in the form of equity shares or securities or assuming liabilities of the Transferor Company by the Transferee Company. The consideration proposed to be discharged shall be in the form of same no. of shares held by the Transferor

HARSH C RUPARELIA Digitally signed by HARSH C RUPARELIA Date: 2022.07.12 12:04:06 +05'30'

ROSSELL INDIA LTD. JINDAL TOWERS KOLKATA 21/A/3, DARGA ROAD

position of the company, so forth. There may also be an element of value in the fact that the holding of the shares gives control of the company. If the asset is difficult to value, but is nonetheless of a money value, the best valuation possible must be made. Valuation is an art, not an exact science. Mathematical certainty is not demanded, nor indeed is it possible.'

5.2. The fair basis of Share Exchange Ratio under the Scheme would have to be determined after taking into consideration all the factors and approach mentioned hereinabove. It is however important to note that in doing so, I am not attempting to arrive at the absolute value per share of the Companies. Upon the Scheme becoming effective, shares held by BMG in RIL would be held directly by the shareholders of BMG, in the same proportion of their shareholding (in % terms) in BMG. Thereby, the beneficial shareholding of RIL would remain unchanged and the interest of the shareholders of RIL will effectively remain unchanged and shareholders interest would not be prejudicially affected, as a result of the Scheme. Hence, no relative valuation of the two entities is required to be undertaken to facilitate the determination of the Share Exchange Ratio.

5.3. Further, there would be no change in the aggregate promoters' shareholding in the Transferee Company and hence, shall not affect the interest of any of the shareholders of the Transferee Company for the reasons enlisted in Para 4 – Basis of Recommendation. Accordingly, valuation approaches as indicated in the format as prescribed under Para I(A)(4) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 have not been undertaken as they are not relevant with respect to the proposed Scheme. For the purpose of the current exercise, I have provided following weights to the valuation methodologies based on our basis of recommendation and other various factors relevant to the valuation exercise for recommendation of Equity Share Exchange Ratio and Preference Share Exchange Ratio:

Particulars	**B M G Enterprises Limited**		**Rossell India Limited**	
Methods	*Value per Share (INR)*	*Weights*	*Value per Share (INR)*	*Weights*
Asset Approach	NA	NA	NA	NA
Market Approach	NA	NA	NA	NA
Income Approach	NA	NA	NA	NA
Relative Value per share	**NA**		**NA**	

HARSH C RUPARELIA Digitally signed by HARSH C RUPARELIA Date: 2022.07.12 12:04:35 +05'30'

ROSSELL INDIA LTD. JINDAL TOWERS KOL-17 21/A/3, DARGA ROAD

In the event that the New Equity shares to be issued result in fractional entitlement, the Board of director of the Transferee Company shall be empowered to consolidate and/or round off such fractional entitlements into whole number of New Equity shares to nearest integer. However, in no event, the number of New Equity shares to be allotted by the Transferee Company to the equity shareholders of the Transferor Company shall exceed the total number of equity shares held by the Transferor Company in the Transferee Company. Also, in no event, the number of New Preference shares to be allotted by the Transferee Company to the equity shareholders of the Transferor Company shall exceed the total number of preference shares held by the Transferor Company in the Transferee Company.

6. EXCLUSIONS AND SCOPE LIMITATIONS

6.1. The report is subject to the scope limitations detailed hereinafter. As such, the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein.

6.2. I have been informed that, in the event that either of the Companies restructure their share capital by way of share split / consolidation / issue of bonus shares / merger / demerger / reduction of share capital before the Proposed Amalgamation becomes effective, the issue of shares pursuant to the Share Exchange Ratio recommended in this Report shall be adjusted accordingly to take into account the effect of any such corporate actions.

6.3. No investigation of the title of assets of the Companies has been made for the purpose of my recommendation and their claim to such rights has been assumed to be valid as represented by the management of the Companies. Therefore, no responsibility is assumed for matters of a legal nature.

6.4. The work does not constitute certification of the historical financial statements including the working results of the Companies referred to in this report. Accordingly, I am unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report.

6.5. A valuation of this nature involves consideration of various factors based on prevailing stock market, financial, economic and other conditions including those impacted by prevailing market trends in general and industry trends in particular. This report is issued on the understanding that the Companies have drawn my attention to all material information, which they are aware of concerning the financial position of the Companies and any other matter, which may have an impact on my opinion, including any significant changes that have

HARSH C RUPARELIA Digitally signed by HARSH C RUPARELIA Date: 2022.07.12 12:04:58 +05'30'

ROSSELL INDIA LTD. JINDAL TOWERS KOL-17 21/A/3, DARGA ROAD

6.12. The decision to carry out the transaction (including consideration thereof) lies entirely with the Management / Board of Directors of the Companies and my work and finding shall not constitute recommendation as to whether or not the Management / the Board of Directors of the respective Companies should carry out the transaction.

6.13. By its very nature, my work cannot be regarded as an exact science, the conclusions arrived at in many cases will of necessity be subjective and dependent on the exercise of individual judgement. Given the same set of facts and using the same assumptions / approach, opinions may differ due to application of the facts and assumptions / approach, formulaes used and numerous other factors. There is, therefore, no indisputable single or standard methodology / approach for arriving at my recommendation. Although the conclusions are in my opinion reasonable, it is quite possible that others may not agree.

6.14. Harsh Chandrakant Ruparelia, nor its employees or agents or any of them, makes any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the report is issued. All such parties expressly disclaim any and all liability for, or based on or relating to any such information contained in the report. I am not liable to any third party in relation to issue of this report. In no event, I shall be liable for any loss, damage, cost or expense arising in any way from any acts carried out by the Companies referred herein or any person connected thereto.

If you require any clarifications on the above, I would be happy to clarify the same. I am thankful to your team for kind co-operation and support during this assignment.

Thanking you,
Yours faithfully,

HARSH C RUPARELIA Digitally signed by HARSH C RUPARELIA Date: 2022.07.12 12:02:27 +05'30'

CA HARSH CHANDRAKANT RUPARELIA
REGISTERED VALUER – Securities or Financial Assets
IBBI Registration No. IBBI/RV/05/2019/11106
Membership No. ICMAI RVO/S&FA/00054
ICAI Membership No. 160171
Date: 12th July 2022
Place: Mumbai
UDIN: 22160171AMRBRL1515

ROSSELL INDIA LTD. JINDAL TOWERS KOL-71 21/A/3, DARGA ROAD

ROSSELL INDIA LIMITED

Annexure C

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

Dear Sir/ Madam,

Sub: Confirmation in respect of proposed Scheme of Amalgamation / Arrangement between BMG Enterprises Limited ('Transferor Company') and Rossell India Limited ('Transferee Company') and their respective Shareholders

With reference to the Scheme of Amalgamation between BMG Enterprises Limited ("the Transferor Company") and Rossell India Limited ("the Transferee Company") and their respective shareholders, we hereby confirm the following:

1. No material event impacting the valuation has occurred during the intervening period of filing the scheme documents with Stock Exchange and period under consideration for valuation;

2. Neither BMG Enterprises Limited nor Rossell India Limited has listed its debt on any Stock Exchange and hence, the requirement of declaration/details on any past defaults in relation to the listed debt obligations, does not apply;

For **Rossell India Limited**

ROSSELL INDIA LTD. JINDAL TOWERS KOL-17 21/A/3, DARGA ROAD

Nirmal Kumar Khurana
Company Secretary

Place: Kolkata
Date: 21st July, 2022