



Date: December 23, 2024

To,
BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai - 400001

Kind Attention: Corporate Relationship Department

BSE Script Code: 512115; Scrip ID: ROSEMER

Subject: Intimation pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in relation to subscription to 30.07% shares of Emirates Holding FZ LLC

Dear Sir/Madam,

Reference is made to the intimation filed with the Stock Exchange on October 11, 2024, pursuant to which Rose Merc Limited ("*Rose Merc*") had informed the Stock Exchange as part of the outcome of the Board meeting, in relation to amongst others, the proposed acquisition of Emirates Holding FZE by way of subscription to 43 shares of Emirates Holding FZE, representing 30.07% of the post issued share capital of the Company, computed on a fully diluted basis ("*Proposed Acquisition*").

In furtherance to the aforesaid intimation of October 11, 2024, we now wish to intimate the Stock Exchange that the Rose Merc has executed a share subscription agreement ("*SSA*") with Emirates Holding FZ LLC (*formerly known as Emirates Holding FZE*) to record the terms of the Proposed Acquisition. We have set out the requisite disclosures in relation to the Proposed Acquisition and the SSA in **Annexure A** and **Annexure B** respectively.

We also wish to inform the Stock Exchange that on account of the change in constitution of the target company, the name of the target company has changed from "*Emirates Holding FZE*" to "*Emirates Holding FZ LLC*" and the face value of the shares of the target company has changed from AED 500 to AED 1,500.

We request the Stock Exchange to take on record the aforesaid and acknowledge the receipt of the same.

Thanking You,
Yours Faithfully

For Rose Merc Limited

Vaishali Parkar Kumar
Executive Director
DIN: 09159108

Annexure A

Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

Details of the Proposed Acquisition

No	Particulars	Details
1.	Name of the Target Entity, details in brief such as size, turnover etc.	<p>Emirates Holding FZ LLC (formerly known as <i>Emirates Holding FZE</i>) ("Emirates Holding") is a company established and registered under the applicable laws of United Arab Emirates, having its registered office at Fujairah - Creative Tower, P.O. Box 4422 Fujairah.</p> <p>Emirates Holding is engaged in the business of, inter alia, marketing services, project management consultancy, event management and organization.</p> <p>Recently, on account of the change in constitution, the name of Emirates Holding has changed from "<i>Emirates Holding FZE</i>" to "<i>Emirates Holding FZ LLC</i>" and the face value of the shares of the target company has changed from AED 500 to AED 1,500.</p> <p>Emirates FZE has a turnover of 25 million AED (INR 56 crs approx) on FY 2023 and a net profit of 3.78 million AED (INR 8.5 crs)</p> <p>For FY 2022 turnover of 20 million AED (INR 43 crs) and net profit of 3.02 million AED (INR 6.8 crs approx).</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm"s length".	Not a related party transaction. The Promoter/ Promoter Group/Group Companies do not have any interest in Emirates Holding.
3.	Industry to which the entity being acquired belongs	Primarily into Marketing and Event Management



ROSE MERC LIMITED

तमसो ऽ मा ज्योतिर्गमय



15/B/4, New Sion Chs Swami Vallabhdas Road,
Opp SIES College, Behind Dmart Store,
Sion West, Mumbai-22.

GSTIN : 27AACCR3663B1ZM
CIN : L93190MH1985PLC035078

4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of Target Entity, if its business is outside the main line of business of the listed entity)	This acquisition would allow our company to partner with the leading and fast-growing market of marketing and event management in United Arab Emirates.
5.	Brief details of any governmental or regulatory approvals required for the acquisition	NIL
No	Particulars	Details
6.	Indicative time period for completion of the acquisition	In accordance with the provisions of the Share Subscription Agreement dated 22 nd December, 2024 of Abu Dhabi.
7.	Nature of consideration - whether cash consideration or share swap and details of the same	Cash Consideration of AED 10,869,540 (INR equivalent of Rs.249,999,420).
8.	Cost of acquisition or the price at which the shares are acquired	Cash Consideration of AED 10,869,540 (INR equivalent of Rs.249,999,420) (based on a pre money valuation of Emirates FZE of AED 25,278,000)
9.	Percentage of shareholding/control acquired and/or number of shares acquired	30.07% shares of Emirates Holding
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover	<p>Emirates FZE is engaged in the business of, inter alia, marketing services, project management consultancy, event management and organization.</p> <p>Date of Incorporation – August 12, 2012</p> <p>Recently, on account of the change in constitution, the name of Emirates Holding has changed from "Emirates Holding FZE" to "Emirates Holding FZ LLC" and the face value of the shares of the target company has changed from AED 500 to AED 1,500.</p> <p>Emirates FZE has a turnover of 25 million AED (INR 56 crs approx)on FY 2023and a net profit of 3.78 million AED (INR 8.5 crs)</p>



**ROSE MERC
LIMITED**

तमसो ऽ मा ज्योतिर्गमय



15/B/4, New Sion Chs Swami Vallabhdas Road,
Opp SIES College, Behind Dmart Store,
Sion West, Mumbai-22.

GSTIN : 27AACCR3663B1ZM
CIN : L93190MH1985PLC035078

		For FY2022 turnover of 20 million AED (INR 43 crs) and net profit of 3.02 million AED (INR 6.8 crs approx)
11.	Country in which the acquired entity has presence and any other significant information	United Arab Emirates

Annexure B

Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

Details of the Share Subscription agreement

No	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered	<ul style="list-style-type: none"> Rose Merc Limited ("Rose Merc") Mohammed Hanif Kasim Shaikh Emirates Holding FZ LLC ("Emirates Holding")
2.	Purpose of entering into the agreement	To record the terms and conditions of the subscription by Rose Merc, to 43 equity shares of Emirates Holding, representing 30.07% of the post issue share capital of Emirates Holding (" Shares "), for an aggregate amount of AED 10,869,540 (INR equivalent of Rs.249,999,420).
3.	Size of agreement	AED 10,869,540 (INR equivalent of Rs.249,999,420)
4.	Shareholding, if any, in the entity with whom the agreement is executed	Upon issue and allotment of Shares as agreed under the SSA, the shareholding of Rose Merc in Emirates Holding will be 30.07% of the post issue share capital of Emirates Holding.
5.	Significant terms of the agreement (<i>in brief</i>) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	The Shares shall be issued and allotted on the Issuance Date (<i>as defined in the SSA</i>) and the subscription amount shall be paid in terms of the SSA.
6.	Whether the said parties are related to promoter/ promoter group/ group companies in any manner. If yes, nature of relationship	Not a related party transaction. The Promoter/ Promoter Group/Group Companies do not have any interest in Emirates Holding.
7.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	NA
8.	In case of issuance of shares to the parties, details of issue price, class of shares issued	AED 252,780 per share (<i>based on the post issue valuation of Emirates Holding</i>)
9.	In case of loan agreements, details of lender/borrower, nature of the loan,	NA



ROSE MERC LIMITED

तमसो ऽ मा ज्योतिर्गमय



15/B/4, New Sion Chs Swami Vallabhdas Road,
Opp SIES College, Behind Dmart Store,
Sion West, Mumbai-22.

GSTIN : 27AACCR3663B1ZM
CIN : L93190MH1985PLC035078

No	Particulars	Details
	total amount of loan granted/taken, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders / by the borrowers for such loan or in case outstanding loans lent to a party or borrowed from a party become material on a cumulative basis	
10.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc..	Rose Merc will be entitled to appoint majority nominee directors on the Board of Emirates Holding.