



**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

August 14, 2024

To
BSE Limited,
Corporate Relationship Department
PhirozeJeejeebhoy Towers,
Dalal Street, Fort
Mumbai – 400 001

BSE Scrip Code: 512115 Scrip ID: ROSEMER

Kind Attn: Corporate Relationship Dept.

Sub.: In Compliance of Regulation 30 and 33 of the SEBI (LODR) Regulations, 2015 – Outcome of Board Meeting - Unaudited Financial Results for the quarter ending 30th June, 2024

Dear Sir/ Madam,

Pursuant to Regulations 30 and 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we would like to intimate that the Board of Directors of the Rose Merc Limited (“the Company”) have, at their meeting held today, i.e., Wednesday, August 14, 2024, inter alia, transacted following businesses:

1. Considered and approved the Unaudited Standalone and Consolidated Financial Results for the quarter ending 30th June, 2024 read with the Auditor’s Limited Review Report.

Accordingly, we are submitting herewith the Unaudited Standalone and Consolidated Financial Results for the quarter ending 30th June, 2024 along with the Auditor’s Limited Review Report.

2. The Board has Considered and approved subject to the approval of the shareholders the offer, issue and allotment of 1,71,000 Equity Warrants convertible into 1,71,000 equity shares of face value Rs. 10/- at a price of Rs. 240/- per share (including premium of Rs. 250/- per share) or such higher price as may be determined in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI ICDR Regulations), on a Preferential Basis to Non-promoters, for cash consideration
3. The Board has Considered and approved subject to the approval of the shareholders of the Company, grant of options under RML Employee Stock Option Plan II 2023 to eligible employee/(s) in excess of 1% of the equity shares paid up capital of the Company, as recommended by the Compensation Committee as follows:
 - (a). Upto 7,50,000 employee stock options to Mr. Purvesh Krishna Shelatkar, Executive Director designated as Executive Chairman;



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4. Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company has fixed Monday, September 23, 2024 as the “RECORD DATE” for the purpose of ascertaining the eligibility of the shareholders for payment of Final Dividend for the financial year 2023-2024, if declared, as recommended by Board at its Board Meeting held on May 14, 2024 and for the 40th Annual General Meeting.
5. Pursuant to section 91 of the companies Act 2013 and Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 24, 2024 to Monday, September 30, 2024(both days inclusive) for the purpose of ascertaining the eligibility of the shareholders for payment of Final Dividend for the financial year 2023-2024, if declared and for the 40th Annual General Meeting of the Company.

The details regarding the issuance of securities as required pursuant to the SEBI Master Circular issued vide circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are set out in Annexures to this letter.

The meeting commenced at 03:30 PM and concluded at 08:00 PM.

Please take the same on record and oblige.

Thanking You
Yours faithfully,
For ROSE MERC LIMITED

Vaishali Parkar Kumar
Executive Director
DIN: 09159108



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ANNEXURE

Disclosure of Event and Information pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

1. Grant of ESOP under RML Employee Stock Option Plan II 2023 beyond 1% of the paid-up capital of the Company

Sr. No.	Particulars of Securities	Details of Securities												
a)	Type of securities proposed to be issued	RML Employee Stock Option Plan II 2023												
b)	Type of issuance	ESOP												
c)	Total number of securities proposed to be issued or the total amount for which the securities will be issued	Upto 7,50,000 (Seven Lakh Fifty Thousand) employee stock options												
d)	Issue Price	To be decided by the Compensation Committee on the date of the grant of options.												
e) In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):														
i)	Investors and their corresponding subscription of No. of Warrants / Equity Shares	<table border="1"><thead><tr><th>Sr. No.</th><th>Name of the ESOP Grantee</th><th>No. Of Employee Stock Options to be granted</th><th>Category</th></tr></thead><tbody><tr><td>1</td><td>Mr. Purvesh Krishna Shelatkar</td><td>Upto 7,50,000</td><td>Non- Promoter</td></tr><tr><td></td><td>Total</td><td>7,50,000</td><td></td></tr></tbody></table>	Sr. No.	Name of the ESOP Grantee	No. Of Employee Stock Options to be granted	Category	1	Mr. Purvesh Krishna Shelatkar	Upto 7,50,000	Non- Promoter		Total	7,50,000	
		Sr. No.	Name of the ESOP Grantee	No. Of Employee Stock Options to be granted	Category									
		1	Mr. Purvesh Krishna Shelatkar	Upto 7,50,000	Non- Promoter									
	Total	7,50,000												



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ii)	Post Allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;	NA
iii)	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	NA
iv)	Tenure/ Conversion	As per Terms specified in the RML Employee Stock Option Plan II 2023

2. Issue of upto 1,71,000 Equity Convertible Warrants

Sr. No	Particulars of Securities	Details of Securities																								
a)	Type of securities proposed to be issued	Equity Warrants convertible into Equity Shares of face value Rs. 10/- per																								
b)	Type of issuance	Preferential Issue																								
c)	Total number of securities proposed to be issued or the total amount for which the securities will be issued	Upto 1,71,000 Equity Convertible Warrants convertible into equivalent number of Equity Shares of face value Rs. 10/- per share.																								
d)	Issue Price	Rs. 250/- per security (including premium of Rs. 240/- per security) or such higher price as may be determined in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations")																								
e) In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):																										
i)	Investors and their corresponding subscription of No. of Warrants / Equity Shares	<table border="1"><thead><tr><th>Sr. No.</th><th>Name of the Investors</th><th>No. of Equity Warrants proposed to be subscribed</th><th>Category</th></tr></thead><tbody><tr><td>1</td><td>Mohammed Hanif Kasim Shaikh</td><td>8,000</td><td>Non- Promoter</td></tr><tr><td>2</td><td>Thanveer Parayil Aboobaker</td><td>8,000</td><td>Non- Promoter</td></tr><tr><td>3</td><td>Promod Govind Agare</td><td>5,000</td><td>Non- Promoter</td></tr><tr><td>4</td><td>Mui Wi Goh</td><td>1,50,000</td><td>Non- Promoter</td></tr><tr><td colspan="2">Total</td><td>1,71,000</td><td></td></tr></tbody></table>	Sr. No.	Name of the Investors	No. of Equity Warrants proposed to be subscribed	Category	1	Mohammed Hanif Kasim Shaikh	8,000	Non- Promoter	2	Thanveer Parayil Aboobaker	8,000	Non- Promoter	3	Promod Govind Agare	5,000	Non- Promoter	4	Mui Wi Goh	1,50,000	Non- Promoter	Total		1,71,000	
Sr. No.	Name of the Investors	No. of Equity Warrants proposed to be subscribed	Category																							
1	Mohammed Hanif Kasim Shaikh	8,000	Non- Promoter																							
2	Thanveer Parayil Aboobaker	8,000	Non- Promoter																							
3	Promod Govind Agare	5,000	Non- Promoter																							
4	Mui Wi Goh	1,50,000	Non- Promoter																							
Total		1,71,000																								
ii)	Post Allotment of securities - outcome of the	NA																								



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	subscription, issue price / allotted price (in case of convertibles), number of investors;	
iii)	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	NA
iv)	Tenure/ Conversion	<p>In case of Equity Warrants Convertible into Equity shares: -</p> <p>a. The tenure of the convertible securities of the issuer shall be eighteen months from the date of their allotment.</p> <p>b. An amount equivalent to at least twenty-five per cent of the consideration determined in terms of regulation 164 shall be paid against each warrant on the date of allotment of warrants and the balance seventy-five per cent. of the consideration shall be paid at the time of allotment of the equity shares pursuant to exercise of options against each such warrant by the warrant holder.</p> <p>In case if the warrant holders do not exercise the option to convert the warrants into equity shares within the above stated period of 18 months than such warrants (to the extent not converted) shall lapse and the initial sum of twenty five percent of offer price paid on such warrants shall be forfeited by the Company.</p>

ROSE MERC LIMITED

CIN: L24110MH1985PLC035078

Registered Office: 15/B/4, New Sion CHS SIES College, Behind D Mart, Sion West Sion Mumbai Mumbai MH 400022 IN

Unaudited Standalone Statement of Financial Results for the Quarter Ended 30-06-2024

(Rs. In Lakh except per share data)

Particulars	Quarter Ended			Year Ended
	30/06/2024	31/03/2024	30/06/2023	31/03/2024
A	Date of start of reporting period	01/04/2024	01/01/2024	01/04/2023
B	Date of end of reporting period	30/06/2024	31/03/2024	30/06/2023
C	Whether results are audited or unaudited	Unaudited	Audited	Unaudited
Part I				
I	Revenue From Operations			
	Net sales or Revenue from Operations	4.25	176.41	59.90
II	Other Income	0.59	20.72	-
III	Total Income (I + II)	4.84	197.13	59.90
IV	Expenses			
(a)	Cost of materials consumed	-	-	-
(b)	Purchases of stock-in-trade	213.16	1.00	0.18
(c)	Changes in inventories of finished goods, work-in-progress and stock-in-trade	(213.16)	0.01	55.42
(d)	Employee benefit expense	18.37	23.84	4.83
(e)	Finance Costs	-	0.04	-
(f)	Depreciation and amortisation expense	0.11	0.20	0.21
(g)	Other Expenses	16.38	27.48	37.42
	Total expenses	34.86	52.57	98.06
V	Profit (loss) before Exceptional and Extraordinary Items and tax (III-IV)	(30.02)	144.55	(38.16)
VI	Exceptional items			
VIII	Profit (loss) before Tax (VII-VIII)	(30.02)	144.55	(38.16)
X	Tax Expense			
(a)	Current Tax	-	2.43	-
	(Less):- MAT Credit	-	-	(5.86)
	Current Tax Expense Relating to Prior years	-	-	-
(b)	Deferred Tax (Asset)/Liabilities	(0.16)	0.02	(0.02)
XI	Net Profit/Loss for the period from Continuing Operations (IX-X)	(29.86)	142.10	(38.14)
XII	Profit (Loss) from Discontinuing Operations	-	-	-
XIII	Tax Expenses of Discontinuing Operations	-	-	-
XIV	Net Profit (Loss) from Discontinuing Operations after tax (XII-XIII)	-	-	-
XV	Profit (Loss) for the period (XI+XIV)	(29.86)	142.10	(38.14)
XVI	Other Comprehensive Income			
a.	i). Amount of item that will not be reclassified to profit or loss	-	-	-
	ii). Income tax relating to items that will not be reclassified to profit or loss	-	-	-
b.	i). Item that will be reclassified to profit or loss	-	-	-
	ii). Income tax relating to items that will be reclassified to profit or loss	-	-	-
XVII	Total Comprehensive income	0.00	0.00	0.00
	Total Comprehensive income [Comprising Profit for the Period (After tax) and Other comprehensive income] (XV+XVII)	(29.86)	142.10	(38.14)
XVIII	Details of equity share capital			
	Paid-up equity share capital (Face Value of Rs. 10/- per equity share)	450.48	443.18	281.60
	Face value of equity share capital (Per Share)	Rs. 10/-	Rs. 10/-	Rs. 10/-
	Other Equity			
XIX	Earnings per share (Not Annualized for Year ended)			
(a)	Earnings per share Continuing Operation (Not Annualised for Year ended)			
	Basic earnings per share before extraordinary items	(0.66)	3.61	(1.50)
	Diluted earnings per share before extraordinary items	(0.66)	2.51	(1.50)
(b)	Earnings per share Discontinuing Operation (Not Annualised for Year ended)			
	Basic earnings per share after extraordinary items	0.00	0.00	0.00
	Diluted earnings per share after extraordinary items	0.00	0.00	0.00
(c)	Earnings per share (Not Annualised for Year ended)			
	Basic earnings per share before extraordinary items	(0.66)	3.61	(1.50)
	Diluted earnings per share before extraordinary items	(0.66)	2.51	(1.50)

Notes:-

Notes to Unaudited Standalone financials results for the year ended 30th June 2024:

1	The unaudited standalone financial results are prepared in accordance with the Indian Accounting Standards 34 "Interim Financial Reporting" as prescribed under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards Amendment Rules 2016.
2	The figures for the corresponding previous period have been regrouped / reclassified wherever necessary, to make them comparable.
3	The Audit Committee has reviewed the above results and the Board of Directors has approved the above results and its release at their respective meetings held on 14th August, 2024.
4	The Company has single reportable business segment. Hence, no separate information for segment wise disclosure is given in accordance with the requirements of Indian Accounting Standard (Ind AS) 108 - "Operating Segments".

For, Rose Merc Limited

VAISHALI PARKAR KUMAR
Whole time director & CFO
DIN: 09159108

Date :- 14th August, 2024
Place :- Mumbai

ROSE MERC LTD

CIN: L24110MH1985PLC035078

Registered Office: Office no:15/B/4, New Sion CHS, Opp SIES College, Behind D Mart, Sion West, Mumbai, Maharashtra, 400022

Statement of consolidated Unaudited Financial Results for the quarter and three months ended June 30, 2024

consolidated Statement of UnAudited Financial Results for the Quarter Ended 30-06-2024

(Rs. In Lakh except per share data)

Particulars		Quarter Ended			Year Ended
		30-06-2024	31-03-2024	30-06-2023	31-03-2024
A	Date of start of reporting period	01-04-2024	01-01-2024	01-04-2023	01-04-2023
B	Date of end of reporting period	30-06-2024	31-03-2024	30-06-2023	31-03-2024
C	Whether results are audited or unaudited	Unaudited	Audited	Unaudited	Audited
D	Reporting	Consolidated	Consolidated	Standalone	Consolidated
Part I					
I	Revenue From Operations				
	Net sales or Revenue from Operations	24.05	407.83	59.90	528.73
II	Other Income	0.60	54.78	-	54.78
III	Total Income (I + II)	24.65	462.61	59.90	583.51
IV	Expenses				
(b)	Purchases of stock-in-trade	213.16	1.00	0.18	1.00
(c)	Changes in inventories of finished goods, work-in-progress and stock-in-trade	(228.62)	(303.78)	55.42	(197.75)
(d)	Employee benefit expense	32.34	70.89	4.83	95.69
(e)	Finance Costs	-	0.13	-	0.17
(f)	Depreciation and amortisation expense	1.12	5.17	0.21	5.80
(g)	Other Expenses	47.65	522.75	37.42	641.10
	Total expenses	65.65	296.16	98.06	546.01
V	Profit (loss) before Exceptional and Extraordinary Items and	(41.00)	166.45	(38.16)	37.50
VI	Exceptional items				
VIII	Profit (loss) before Tax (VII-VIII)	(41.00)	166.45	(38.16)	37.50
X	Tax Expense				
(a)	Current Tax	-	5.86	-	5.86
	(Less):- MAT Credit		(5.91)		(5.91)
	Current Tax Expense Relating to Prior years	-	-	-	-
(b)	Deferred Tax (Asset)/Liabilities	-	0.02	(0.02)	-
XI	Net Profit/Loss for the period from Continuing Operations (IX-X)	(41.00)	166.48	(38.14)	37.55
XII	Profit (Loss) from Discontinuing Operaitons	-	-	-	-
XIII	Tax Expenses of Discontinuing Operations	-	-	-	-
XIV	Net Profit (Loss) from Discontinuing Operartions after tax (XII-XIII)	-	-	-	-
XV	Profit (Loss) for the period (XI+XIV)	(41.00)	166.48	(38.14)	37.55
XVI	Other Comprehensive Income				
	a. i). Amount of item that will not be reclassified to profit or loss				
	ii). Income tax relating to items that will not be reclassified to profit or loss				
	b i). Item that will be reclassified to profit or loss				
	ii). Income tax relating to items that will be reclassified to profit or loss				
XVII	Total Comprehensive income	0.00	0.00	0.00	0.00
	Total Comprehensive income [Comprising Profit for the Period (After tax) and Other comprehensive income] (XV+XVII)	(41.00)	166.48	(38.14)	37.55
XVIII	Details of equity share capital				
	Paid-up equity share capital (Face Value of Rs. 10/- per equity share)	450.48	443.18	281.60	443.18
	Face value of equity share capital (Per Share)	Rs. 10/-	Rs. 10/-	Rs. 10/-	Rs. 10/-
XIX	Earnings per share (Not Annualized for Year ended)				
(a)	Earnings per share Continuing Operation (Not Annualised for Year ended)				
	Basic earnings per share before extraordinary items	(0.91)	4.23	(1.50)	0.86
	Diluted earnings per share before extraordinary items	(0.91)	2.94	(1.50)	0.66
(b)	Earnings per share Discontinuing Operation (Not Annualised for Year ended)				
	Basic earnings per share after extraordinary items	0.00	0.00	0.00	0.00
	Diluted earnings per share after extraordinary items	0.00	0.00	0.00	0.00
(c)	Earnings per share (Not Annualised for Year ended)				
	Basic earnings per share before extraordinary items	(0.91)	4.23	(1.50)	0.86
	Diluted earnings per share before extraordinary items	(0.91)	2.94	(1.50)	0.66

Notes:-**Notes to consolidated Audited financials results for the year ended 30th June 2024:**

- | | |
|---|--|
| 1 | These results have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") 34 interim Financial Reporting prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time. |
| 2 | The figures for the corresponding previous period have been regrouped / reclassified wherever necessary, to make them comparable. |
| 3 | The Audit Committee has reviewed the above results and the Board of Directors has approved the above results and its release at their respective meetings held on August 14 2024. |
| 4 | The Company has single reportable business segment. Hence, no separate information for segment wise disclosure is given in accordance with the requirements of Indian Accounting Standard (Ind AS) 108 - "Operating Segments". |

FOR Rose Merc Limited

VAISHALI PARKAR KUMAR
Whole time director & CFO
DIN: 09159108

Date :- 14.08.2024
Place :- Mumbai

Independent Auditor's Review Report on Quarterly Unaudited Standalone Financial Results of the Company pursuant to Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended)

**To The Board of Directors of
Rose Merc Limited**


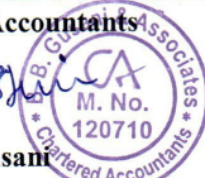
We have reviewed the accompanying Statement of Unaudited Standalone Financial Results of **Rose Merc Limited** ("the Company") for the quarter ended 30th June 2024 ("the Statement") being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended.

This Statement, which is the responsibility of the Company's management and approved by the Board of Directors at their meeting held on **14th August 2024**, has been prepared in accordance with recognition and measurement principles laid down in Indian Accounting Standards 34 "Interim Financial Reporting" (Ind AS 34), as prescribed under section 133 of the Companies Act, 2013 as amended, read with the relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Based on our review of the Statement conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

**For B B Gusani & Associates
Chartered Accountants**

**Bhargav Gusani
Proprietor
Membership No. 120710
Firm Regn. No. 140785W
UDIN: 24120710BJZWGN2731
Date: 14th August 2024
Place: Jamnagar**

Independent Auditor's Review Report on Quarterly Unaudited Consolidated Financial Results of the Company pursuant to Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended)

**To The Board of Directors of
Rose Merc Limited**

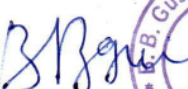
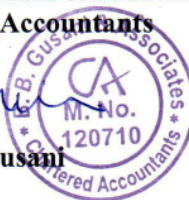
We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of **Rose Merc Limited** ("the Holding Company") and its subsidiaries company **Outcry Media Solutions Private Limited & Abaca Care Private Limited** for the quarter ended 30th June 2024 ("the Statement") being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended.

This Statement, which is the responsibility of the Company's management and approved by the Board of Directors at their meeting held on **14th August 2024**, has been prepared in accordance with recognition and measurement principles laid down in Indian Accounting Standards 34 "Interim Financial Reporting" (Ind AS 34), as prescribed under section 133 of the Companies Act, 2013 as amended, read with the relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

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Based on our review of the Statement conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

**For B B Gusani & Associates
Chartered Accountants**

Bhargav Gusani
Proprietor
Membership No. 120710
Firm Regn. No. 140785W
UDIN: 24120710BJZWGO9569
Date: 14th August 2024
Place: Jamnagar