

Date: 15th January, 2024,

**To,
The Corporate Relations Department,
Bombay Stock Exchange Limited,
PJ Tower, Dalal Street, Fort,
Mumbai-400001**

BSE Scrip Code: 512115 Scrip ID: ROSEMER

Subject: Outcome of Meeting of the Board held on 15th January, 2024

Dear Sir/Madam,

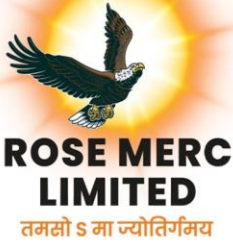
With regard to the captioned matter and pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we wish to inform you that at the meeting of the Board of Directors of Rose Merc Limited held on Monday January 15, 2024 commenced at 05.00 pm. at the Registered office of the Company situated at Office no: 15/B/4, New Sion CHS, Opp. SIES College, Behind D Mart, Sion West, Mumbai- 400022. The Board of Directors of the Company ("Board") considered, deliberated and discussed, approved / noted the following matters:

1. The Board of Directors considered and approved the offer, issue and allot, 53,750 Equity Warrants convertible into 53,750 equity shares of face value Rs. 10/- at a price of Rs. 150/- per share (including premium of Rs. 140/- 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 consideration for cash subject to approval of members through Postal Ballot process

This is in addition to the issue of 67,500 equity shares of the Company and 7,87,736 Equity Warrants convertible into 7,87,736 equity shares of face value Rs. 10/- approved by the Board in their meeting held on January 11, 2024 in Item 1(b) published in Board Meeting Outcome published on January 11, 2024. In view of the same, a total of 8,41,486 Equity Warrants convertible into 8,41,486 equity shares of face value Rs. 10/- subject to the approval of shareholders through postal ballot process.

The updated 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 **Annexure A** to this letter.

2. Approved the appointment of CS Deepak Rane, Practicing Company Secretary as scrutinizer for postal ballot process through electronic mode.
3. Approved the notice of postal ballot to obtain shareholder's approval.



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

GSTIN : 27AACCR3663B1ZM
CIN : L93190MH1985PLC035078

The meeting commenced at 05.00 PM and concluded at 05.30 PM.

**Thanking You,
Yours Faithfully,**

For Rose Merc Limited

**Vaishali Parkar Kumar
Executive Director
DIN: 09159108**

Encl: As Above



**ROSE MERC
LIMITED**

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Annexure A

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.

| Sr. No | Particulars of Securities | Details | | | | | | | | | | | | | | | | | | | | |
|--------|---|--|--|-----------------------|---|--|----------|---|-----------------------------|--------|--|--------------|---|----------------------------|--------|---|--------------|---|-----------------------------------|--------|---|--------------|
| a) | Type of securities proposed to be issued | 1. Equity Shares of face value Rs. 10/- per share 2. Equity Warrants convertible into Equity Shares of face value Rs. 10/- per share | | | | | | | | | | | | | | | | | | | | |
| 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 | 1. Upto 67,500 Equity shares of face value Rs. 10/- per share. 2. Upto 8,41,486 Equity Convertible Warrants convertible into equivalent number of Equity Shares of face value Rs. 10/- per share. | | | | | | | | | | | | | | | | | | | | |
| d) | Issue Price | Rs. 150/- per security (including premium of Rs. 140/- 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) | Name of 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 Shares subscribed proposed to be subscribed</th><th>No. of Equity Warrants proposed to be subscribed</th><th>Category</th></tr></thead><tbody><tr><td>1</td><td>Hitendra Vinayak Dahiwadkar</td><td>33,500</td><td></td><td>Non-Promoter</td></tr><tr><td>2</td><td>Swapna Hitendra Dahiwadkar</td><td>17,000</td><td>-</td><td>Non-Promoter</td></tr><tr><td>3</td><td>Indicare Hospital Private Limited</td><td>17,000</td><td>-</td><td>Non-Promoter</td></tr></tbody></table> | Sr.No | Name of the Investors | No. of Equity Shares subscribed proposed to be subscribed | No. of Equity Warrants proposed to be subscribed | Category | 1 | Hitendra Vinayak Dahiwadkar | 33,500 | | Non-Promoter | 2 | Swapna Hitendra Dahiwadkar | 17,000 | - | Non-Promoter | 3 | Indicare Hospital Private Limited | 17,000 | - | Non-Promoter |
| Sr.No | Name of the Investors | No. of Equity Shares subscribed proposed to be subscribed | No. of Equity Warrants proposed to be subscribed | Category | | | | | | | | | | | | | | | | | | |
| 1 | Hitendra Vinayak Dahiwadkar | 33,500 | | Non-Promoter | | | | | | | | | | | | | | | | | | |
| 2 | Swapna Hitendra Dahiwadkar | 17,000 | - | Non-Promoter | | | | | | | | | | | | | | | | | | |
| 3 | Indicare Hospital Private Limited | 17,000 | - | Non-Promoter | | | | | | | | | | | | | | | | | | |



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| | | | | | | |
|--|--|----|---|---|----------|--------------|
| | | 4 | Capital Square Financial Services Private Limited | - | 3,33,334 | Non-Promoter |
| | | 5 | Sunil Kumar Manocha | - | 1,66,667 | Non-Promoter |
| | | 6 | Geeta Manocha | - | 1,66,667 | Non-Promoter |
| | | 7 | Navin Vijay Kochhar | - | 33,334 | Non-Promoter |
| | | 8 | Vikas Pandurang Kolarkar | - | 50,000 | Non-Promoter |
| | | 9 | Vrushali Yogesh Supekar | - | 1,000 | Non-Promoter |
| | | 10 | Mahesh Vishnupant Mulay | - | 1,000 | Non-Promoter |
| | | 11 | Holkar Shrikant Arjun | - | 1,000 | Non-Promoter |
| | | 12 | Prashant P Sawant | - | 700 | Non-Promoter |
| | | 13 | Manoj Anchan | - | 33,334 | Non-Promoter |
| | | 14 | Oberai Hitesh G | - | 700 | Non-Promoter |
| | | 15 | Shlok Rathod | - | 50,000 | Non-Promoter |
| | | 16 | Riken Parmar | - | 1,250 | Non-Promoter |
| | | 17 | Ankita Apte | - | 1,250 | Non- |



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| | | | | | | Promoter |
|------|--|-------------|--|-----------------|--|--------------|
| | 18 | Megha Darji | - | 1,250 | | Non-Promoter |
| | Total | | 67,500 | 8,41,486 | | |
| 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 | | <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> | | | |