

Rose Merc.Limited

(CIN:L24110MH1985PLC035078)

Address:Office No:15/B/4, New Sion CHS SIES College, Behind D Mart,
Sion West ,Mumbai MH 400022, India

Email ID:rmltd1985@gmail.com Tele: 022-60602179 Website: www.rosemerc.in

19th June, 2023

To,

BSE Limited

Corporate relationship Department

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort

Mumbai- 400001

Scrip Code : 512115

Scrip ID : ROSEMER

Kind Att. Corporate Relationship Department

Subject: In Compliance of Regulation 30 of SEBI (LODR) Regulations, 2015 – Outcome of Board meeting

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we would like to intimate that the Board of Directors of the Company have, at their meeting held today, i.e., Monday, June 19th, 2023, inter alia, deliberated, discussed and approved the following

1. The offer, issuance and allotment of the following subject to approval of the shareholders in the ensuing General Meeting:
 - a. 2,95,000 Equity Warrants convertible into 2,95,000 equity shares of face value Rs. 10/- at a price determined in accordance with Chapter V of the SEBI ICDR Regulations on Preferential Basis to Non-promoters for cash read with the SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, is enclosed herewith as Annexure A
 - b. 7,00,000 Equity Shares of face value Rs. 10/- each at a price to 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 other than cash (by way of share swap) ie. against acquisition of 4,667 equity shares Fyopro Services Private Limited ("FYOPRO"), a company that wholly owns Outcry Entertainment Group read with earlier intimation dated 6th April, 2023 and the SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, is enclosed herewith as Annexure B
 - c. Proposal to acquire an equity stake of 51% in Abaca Care Private Limited ("ABACA").
51,000 Equity Shares of face value Rs. 10/- each at a price to 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 other than cash (by way of share swap) ie. against acquisition of

Rose Merc.Limited

(CIN:L24110MH1985PLC035078)

Address:Office No:15/B/4, New Sion CHS SIES College, Behind D Mart,

Sion West ,Mumbai MH 400022, India

Email ID:rmltd1985@gmail.com Tele: 022-60602179 Website: www.rosemerc.in

5,100 equity shares Abaca Care Private Limited ("ABACA"), a company incorporated in India read with the SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, is enclosed herewith as Annexure B

2. Incorporation of a Wholly Owned Subsidiary company in the name of Jadhav Rose Merc Sports Pvt Ltd or any name as per the approval of MCA with 49% shareholding of Rose Merc Limited to do business of owning sports league for wrestling and other contact sports.
3. The increase in authorized capital of the Company from Rs. 10,00,00,000 divided into 1,00,00,000 equity shares of Rs. 10/- to Rs. 15,00,00,000 divided into 1,50,00,000 equity shares of Rs. 10/- each and subsequent amendment of Capital Clause in Memorandum of Association due to increase in Authorised Capital of Company subject to approval of the shareholders in the ensuing General Meeting
4. Amendments to the Main Objects clause of the Company's Memorandum of Association to incorporate events management and related activities as an additional and new business line for growth of company subject to approval of the shareholders in the ensuing General Meeting. Further details of said amendments in MOA as required under Regulation 30 read with Part A of the Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 is enclosed herewith as Annexure C
5. Appointment of Mr. Uday Tardalkar (DIN: 00205409) as an Additional Independent Director of the company as per recommendation of Nomination and Remuneration Committee with effect from 19th June, 2023.. The required details pursuant to SEBI (Listing Obligations and Disclosure Requirements), 2015 are enclosed as Annexure D and proposal to regularize him at the ensuing Annual General Meeting.
6. Appointment of Mr. Omprakash Brijnath Singh (DIN: 07204004) as Additional Independent Director of the company as per recommendation of Nomination and Remuneration Committee with effect from 19th June, 2023.. The required details pursuant to SEBI (Listing Obligations and Disclosure Requirements), 2015 are enclosed as Annexure D and proposal to regularize him at the ensuing Annual General Meeting.
7. Proposal to regularize Ms. Vaishali Parkar Kumar (DIN: 09159108) at the ensuing Annual General Meeting. The required details pursuant to SEBI (Listing Obligations and Disclosure Requirements), 2015 are enclosed as Annexure D.
8. Proposal to regularize Mr. Avinash Madhav Sonawane (DIN: 10101936) at the ensuing Annual General Meeting. The required details pursuant to SEBI (Listing Obligations and Disclosure Requirements), 2015 are enclosed as Annexure D.

Rose Merc.Limited

(CIN:L24110MH1985PLC035078)

Address:Office No:15/B/4, New Sion CHS SIES College, Behind D Mart,
Sion West ,Mumbai MH 400022, India

Email ID:rmltd1985@gmail.com Tele: 022-60602179 Website: www.rosemerc.in

9. RML Employee Stock Option Plan II, 2023 ('RML ESOP II - 2023') recommended by the Compensation Committee subject to approval of the shareholders in the ensuing General Meeting

10. Alteration of Articles of Association of the Company subject to shareholders' approval in the ensuing General Meeting to incorporate amendments as provided herein below-

Article 97 - Chairman or Vice- Chairman of the Board

(i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their member to be Chairperson of the meeting.

11. Draft notice convening General Meeting of the Members of the Company to be held on Saturday, 3rd August, 2023 through Other Audio Visual Means ("OAVM").

The meeting commenced at 5.00 p.m. and concluded at 8.20 p.m

Please take the same on record and oblige.

For **ROSE MERC LIMITED**

Nooruddin Mohammed Shaikh

Wholetime Director

DIN: 09660481

Date:19-06-2023

Place: Mumbai

Rose Merc.Limited

(CIN:L24110MH1985PLC035078)

Address:Office No:15/B/4, New Sion CHS SIES College, Behind D Mart,
Sion West ,Mumbai MH 400022, India

Email ID:rmltd1985@gmail.com Tele: 022-60602179 Website: www.rosemerc.in

Annexure A

Sr. No.	Particulars	Remarks																											
1	Type of securities proposed to be issued	Equity Warrants convertible into Equity Shares of face value Rs. 10/- per share.																											
2	Type of issuance	Preferential Issue																											
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Upto 2,95,000 Equity Convertible Warrants of face value Rs. 10/- per share.																											
4	Names of the investors	<table border="1"><thead><tr><th>Sr. No.</th><th>Name</th><th>No. of warrants to be issued</th></tr></thead><tbody><tr><td>1</td><td>Uday Sait</td><td>50,000</td></tr><tr><td>2</td><td>Suhas Kale</td><td>50,000</td></tr><tr><td>3</td><td>Tony Lalchand Nawani</td><td>5,000</td></tr><tr><td>4</td><td>Gaurav Tripathi</td><td>25,000</td></tr><tr><td>5</td><td>Renu Kharti</td><td>15,000</td></tr><tr><td>6</td><td>Chaitanya Vaidya</td><td>1,00,000</td></tr><tr><td>7</td><td>Dattatray Rajaram Jadhav</td><td>50,000</td></tr><tr><td></td><td>Total</td><td>2,95,000</td></tr></tbody></table>	Sr. No.	Name	No. of warrants to be issued	1	Uday Sait	50,000	2	Suhas Kale	50,000	3	Tony Lalchand Nawani	5,000	4	Gaurav Tripathi	25,000	5	Renu Kharti	15,000	6	Chaitanya Vaidya	1,00,000	7	Dattatray Rajaram Jadhav	50,000		Total	2,95,000
Sr. No.	Name	No. of warrants to be issued																											
1	Uday Sait	50,000																											
2	Suhas Kale	50,000																											
3	Tony Lalchand Nawani	5,000																											
4	Gaurav Tripathi	25,000																											
5	Renu Kharti	15,000																											
6	Chaitanya Vaidya	1,00,000																											
7	Dattatray Rajaram Jadhav	50,000																											
	Total	2,95,000																											
5	Issue Price	Issue at price of upto Rs. 100/- (including premium of Rs. 90/-) each subject to Chapter V of SEBI ICDR Regulations and Valuation Report as may be required.																											

Rose Merc.Limited

(CIN:L24110MH1985PLC035078)

Address:Office No:15/B/4, New Sion CHS SIES College, Behind D Mart,

Sion West ,Mumbai MH 400022, India

Email ID:rmltd1985@gmail.com Tele: 022-60602179 Website: www.rosemerc.in

Annexure B

Sr. No.	Details to be disclosed - Acquisition (including agreement to acquire)	Point No. 1 (b)	Point No. 1 (c)
A	Name of the target entity, details in brief such as size, turnover etc.	Fyopro Services Private Limited During the financial year 2022-23, the Group achieved <ol style="list-style-type: none">1. A total revenue of Rs.2.92 cr2. Net profit of Rs. 23.19 Lakhs3. Net worth of Rs. -31.88 Lakhs	Abaca Care Private Limited Abaca Care Private Limited is a newly incorporated Company and has no revenue as on date. <ol style="list-style-type: none">1. A total revenue - NIL2. Net loss of Rs. 46,0013. Net worth of Rs. 53,999
B	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"	The acquisition will not fall within related party transaction and the promoter/promoter group/group companies of the Company have no interest in the entity whose shares are being purchased.	The acquisition will not fall within related party transaction and the promoter/promoter group/group companies of the Company have no interest in the entity whose shares are being purchased.
C	Industry to which the entity being acquired belongs;	Entertainment and Media Industry	Organic healthcare
D	Objects and effects of acquisition (including but not limited to, disclosure of	This acquisition would allow our company to partner with the leading and fast-growing E-commerce platform developers, event management company,	This acquisition would allow our company to partner with the leading and fast-growing market of organic healthcare products

Rose Merc.Limited

(CIN:L24110MH1985PLC035078)

Address:Office No:15/B/4, New Sion CHS SIES College, Behind D Mart,
Sion West ,Mumbai MH 400022, India

Email ID:rmltd1985@gmail.com Tele: 022-60602179 Website: www.rosemerc.in

	reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	talent promotion, product launches, promotional advisors, creative branding, advertising, and experiential marketing campaigns for promotion activity.	
E	Brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable	Not Applicable
F	Indicative time period for completion of the acquisition;	Not applicable.	Not applicable.
G	Nature of consideration - whether cash consideration or share swap and details of the same;	Share Swap – The Purchase Consideration shall be discharged by issue of 7,00,000 equity shares of Re.10 each, at a premium of Rs. 90 per equity share (“Consideration Shares”) of Rose Merc Limited, as full and final payment in respect of the proposed Transaction subject to prevailing law and negotiations amongst the parties to the Agreement.	Share Swap – The Purchase Consideration shall be discharged by issue of 51,000 equity shares of Re.10 each, at a premium of Rs. 90 per equity share (“Consideration Shares”) of Rose Merc Limited, as full and final payment in respect of the proposed Transaction subject to prevailing law and negotiations amongst the parties to the Agreement.
H	Cost of acquisition or the price at which the shares are acquired;	Rs. 7,00,00,000 As per the valuation report tabled before the Board	Rs. 51,00,000 As per the valuation report tabled before the Board
I	Percentage of shareholding / control acquired and / or number of shares acquired;	46.67%	51%
J	Brief background about the entity acquired in terms of products/line of business acquired, date of	Brief Background – Fyopro is a leading and fast-growing E-commerce platform developers, event management company, talent promotion, product launches, promotional advisors,	Brief Background- The Company is in to developing of homeopathy pain relief products. Date of Incorporation – 17/05/2023 Turnover of last 3 years – Not

Rose Merc.Limited

(CIN:L24110MH1985PLC035078)

Address:Office No:15/B/4, New Sion CHS SIES College, Behind D Mart,
Sion West ,Mumbai MH 400022, India

Email ID:rmltd1985@gmail.com Tele: 022-60602179 Website: www.rosemerc.in

	incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	creative branding, advertising, and experiential marketing campaigns for promotion activity. Date of Incorporation – 21/07/2020 Turnover of last 3 years- 2020-2021- Rs. 48,85,211 2021-2022- Rs. 93,88,713 2022-2023-Rs. 2,92,00,000	applicable
K	Country in which the acquired entity has presence	India	India
L	Any other significant information in brief	-	-

Annexure C

Sr. No.	Amendments in the Memorandum of Association of the Company Adoption of new line(s) of business	
1.	Industry or area to which the new line of business belongs to	Event Management and Sports related event/ business
2.	Expected benefits	Better synergies of scale as we will be managing events and sports league creating our own IP.
3.	Estimated amount to be invested	INR 1,50,00,000

Rose Merc.Limited

(CIN:L24110MH1985PLC035078)

Address:Office No:15/B/4, New Sion CHS SIES College, Behind D Mart,

Sion West ,Mumbai MH 400022, India

Email ID:rmltd1985@gmail.com Tele: 022-60602179 Website: www.rosemerc.in

Annexure D

Name of Director	Uday Tardalkar (DIN:00205409)	Avinash Madhav Sonawane (DIN: 10101936)	Ms.Vaishali Parkar Kumar (DIN: 09159108)	Mr.Omprakash Brijnath Singh (DIN: 07204004)
Reason for Change	Appointment as Additional Independent Director and proposed regularisation	Regularisation	Regularisation	Appointment as Additional Independent Director and proposed regularisation
Date of Appointment / Term of appointment	Date of Appointment: 19-06-2023 Regularisation at ensuing AGM	Date of Appointment: 13-04s-2023 Regularisation at ensuing AGM	Date of Appointment: 25-01-2023 Regularisation at ensuing AGM	Date of Appointment: 19-06-2023 Regularisation at ensuing AGM
Brief Profile	<p>Mr. Uday Tardalkar holds Bachelor of Commerce and L.L.B Degree from University of Mumbai. He has a vast experience of over 20 years in the industry.</p> <p>He is currently a Member of Grievance Redressal Committee (GRC) of National Stock Exchange (NSE), National Commodity & Derivatives Exchange Limited (NCDEX) Multi Commodities Exchange Limited (MCX) National</p>	<p>Mr. Avinash Sonawane has served with Maharashtra Police Service Commission since 1987 and retired as Deputy Superintendent of Police/ACP in January, 2019. He has been rewarded with 574 awards during his tenure. Post retirement, he had rendered his services for betterment and upliftment of Maharashtra state security corporation, Mumbai since November 2019. He has also worked</p>	<p>Ms. Vaishali Parkar Kumar holds Master's Degree in Finance from Mumbai University. She is multi – disciplined professional with over 15 years of experience in the field of Investments and Equity Research specializing across multiple sectors. She worked as SEBI approved Institutional Equity Research Analyst with various Financial Institutions in India including SBI Caps, Bank of Baroda Capital Markets, BNP Sharekhan.</p>	<p>Mr.Omprakash Brijnath Singh holds Master's Degree in Labour Studies (MLS) from MILS, University of Bombay, India (1997) with specialization in Human Resource Development and Industrial Relation and in Finance from Mumbai University. He has a vast experience of over 25 years in the industry. He is highly Experienced HR leader integrated with Business knowledge and Financial Acumen capable of</p>

Rose Merc.Limited

(CIN:L24110MH1985PLC035078)

Address:Office No:15/B/4, New Sion CHS SIES College, Behind D Mart,
Sion West ,Mumbai MH 400022, India

Email ID:rmltd1985@gmail.com Tele: 022-60602179 Website: www.rosemerc.in

	<p>Depository Services Ltd. (NSDL), Central Depository India Limited (CDSL), NSE Clearing Ltd, NCDEX Clearing Ltd. and MCX Clearing Corporation Limited.</p>	<p>Maharashtra state security corporation and contributed at the venue in tandem with reliance and MMRDA. He was spearheading the proceedings as Joint Director Operation at Maha Metro Mumbai and Mumbai Metro Rail, up until early June, 2022.</p>	<p>Since 2017, she worked extensively in the area of strategy, management consulting, private equity, financials and advisory domain and sustainability projects</p>	<p>handling all kinds of Business Challenges.</p> <p>At present, he is the Consulting Partner of Business Consultant where he supports clients on business strategies , Client acquisition , HR Operations & Processes in ITES and Energy vertical. He has also been a Director of Netco Converge Pvt. Ltd - a leading national player in the arena of Shared networks for the last mile Mobility (IBS) & Data (GPON) connectivity across the prominent Malls , Commercial Properties , Hospitals & Hotels in western India, NCR & Andhra Pradesh.</p>
<p>Whether related to Director and KMP</p>	<p>None</p>	<p>None</p>	<p>None</p>	<p>None</p>