



**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

**Date: January 09, 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 the proposed acquisition of 51% shares of Abaca Care Private Limited by Rose Merc Limited**

**Dear Sir/Madam,**

Reference is made to the intimation filed by Rose Merc Limited ("**Rose Merc**") with the Stock Exchange on August 3, 2023, in relation to, amongst others, the proposed acquisition of 51% shares of Abaca Care Private Limited ("**Abaca**") by Rose Merc.

Reference is also made to the Share Purchase Agreement dated September 06, 2023 ("**SPA**"), executed by and between Rose Merc, Abaca and the then existing shareholders of Abaca ("**Sellers**") to record the terms and conditions of the proposed acquisition of 51% shares of Abaca by Rose Merc.

In terms of the SPA, the Sellers had agreed to sell 5,100 shares of Abaca, representing 51% of the share capital of Abaca ("**Sale Shares**") to Rose Merc for consideration other than cash, by way of a share swap transaction, against the issuance and allotment by Rose Merc to the Sellers, of 51,000 equity shares of Rose Merc on a preferential basis ("**Consideration**



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Shares"). The consideration for the aforesaid transaction as recorded in the SPA is Rs.51,00,000.

Due to certain technical commercial difficulties, the parties to the SPA have not been able to fulfil certain conditions precedent under the SPA and achieve a closure of the transactions contemplated thereunder.

We wish to inform the Stock Exchange that in view of the aforesaid, the parties to the SPA propose to rescind the transactions contemplated thereunder and terminate the SPA in its entirety.

We also wish to inform the Stock Exchange that Abaca and its promoters have approached Rose Merc to invest in Abaca. At the request of Abaca and its promoters, Rose Merc has agreed to invest ~Rs.51,00,000 towards subscription to certain equity shares of Abaca, representing upto 51% of the share capital of Abaca on terms and conditions mutually agreed between Rose Merc and Abaca under a written understanding proposed to be executed by the parties. The number of equity shares of Abaca to be issued and allotted to Rose Merc will be determined based on the valuation of Abaca to be arrived in terms of the applicable laws. We have set out the requisite disclosures in **Annexure A**.

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**



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**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.**

No	Particulars	Details
1.	Name of the Target Entity, details in brief such as size, turnover etc.	<p>Abaca Care Private Limited ("<i>Abaca</i>") is a company incorporated under the Companies Act, 2013 and having its registered office at Flat: 1401, Floor 14, Crystal Palace-B, DP Road 9, Powai, Mumbai 400076.</p> <p>Abaca is engaged in the business of, inter alia, manufacturing, formulating, processing, purchasing, exporting, importing, trading in ayurveda medicines, homeopathy, pharmaceutical, health care and allied products.</p> <p>Considering Abaca has been incorporated on May 17, 2023, it is yet to generate revenue.</p> <ol style="list-style-type: none"><li>1. A total revenue - NIL</li><li>2. Net loss of Rs. 46,001</li><li>3. Net worth of Rs. 53,999</li></ol>
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 Abaca.
3.	Industry to which the entity being acquired belongs	Organic healthcare



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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 investment would allow our company to partner with the leading and fast-growing market of organic healthcare products
5.	Brief details of any governmental or regulatory approvals required for the acquisition	Nil
6.	Indicative time period for completion of the acquisition	Within such timelines as mutually agreed between Rose Merc and Abaca and recorded under a written understanding to be executed between the parties.
7.	Nature of consideration - whether cash consideration or share swap and details of the same	Cash Consideration
8.	Cost of acquisition or the price at which the shares are acquired	Rs.51,00,000
9.	Percentage of shareholding/control acquired and/or number of shares acquired	Upto 51% of the share capital of Abaca
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover	Abaca is engaged in the business of, inter alia, manufacturing, formulating, processing, purchasing, exporting, importing, trading in ayurveda medicines, homeopathy, pharmaceutical, health care and allied products.  Date of Incorporation - May 17, 2023



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		Considering Abaca has been incorporated on May 17, 2023, it is yet to generate revenue.  1. A total revenue - NIL 2. Net loss of Rs. 46,001 3. Net worth of Rs. 53,999
11.	Country in which the acquired entity has presence and any other significant information	India

**For Rose Merc Limited**

**Vaishali Parkar Kumar**

**Executive Director**

**DIN: 09159108**