



**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 : L24110MH1985PLC035078

To

Date: 3<sup>rd</sup> August, 2023

The General Manager

Department of Corporate Services BSE Limited

P. J. Towers, Dalal Street,

Mumbai — 400001

Dear Sir/Madam,

**Sub:Acquistion (including agreement to acquire)**

**Ref: Rose Mere Limited. (Security Id: ROSE MER, Code: 512115)**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Part A of the Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 we wish to inform you that the shareholders in their meeting held on Thursday, August 03, 2023, through Video Conferencing ("VC")/Other Audio Visual Means ("OVAM") have approved the offer, issuance and allotment of 7,51,000 Equity Shares, brief disclosure of which is as below:

1. 7,00,000 Equity Shares of face value Rs. 10/- each of the Company, in dematerialized form, on Preferential allotment basis, to non-promoter at a price of Rs.100/- (Rupees One Hundred Only) per equity share (including premium of Rs.90/- (Rupees Ninety Only) per equity share), for consideration other than cash (by way of share swap) ie. against acquisition of 4,667 equity shares Fyopro Services Private Limited ("FYOPRO"), further disclosure as per SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, is enclosed herewith as **Annexure A**
2. 51,000 Equity Shares of face value Rs. 10/- each of the Company, in dematerialized form, on Preferential allotment basis, to non-promoter at a price of Rs.100/- (Rupees One Hundred Only) per equity share (including premium of Rs.90/- (Rupees Ninety Only) per equity share) for consideration other than cash (by way of share swap) ie. against acquisition of 5,100 equity shares Abaca Care Private Limited ("ABACA"), further disclosure as per SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, is enclosed herewith as **Annexure A**

**Annexure A**



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Sr. No.	Details to be disclosed - Acquisition (including agreement to acquire)	Point No. 1	Point No. 2
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 1. A total revenue of Rs.2.92 cr Lakhs 2. Net profit of Rs. 23.19 Lakhs 3. 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. 1. A total revenue - NIL 2. Net loss of Rs. 46,001 3. 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	This acquisition would allow our company to partner with the leading and fast-growing	This acquisition would allow our company to partner with the leading and fast-growing market



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	(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);	event management company, talent promotion, product launches, promotional advisors, creative branding, and experiential marketing campaigns for promotion activity	of organic healthcare products
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	Rs. 51,00,000
I	Percentage of shareholding / control acquired and / or number	46.67%	51%



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	of shares acquired;		
J	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	Brief Background – Fyopro is a leading and fast-growing event management company, talent promotion, product launches, promotional advisors, creative branding, and experiential marketing campaigns for promotion activity. Date of Incorporation – 21/07/2020 <b>Turnover of last 3 years-</b> 2020-2021- Rs. 48,85,211 2021-2022- Rs. 93,88,713 2022-2023-Rs. 2,92,00,000	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 applicable
K	Country in which the acquired entity has presence	India	India
L	Any other significant information in brief	-	-

Kindly acknowledge and take on record the same

**For ROSE MERC LIMITED**

**NOORUDDIN MOHAMMED SHAIKH**

**Wholetime Director**

**DIN: 09660481**

Place :Mumbai

Date: 3<sup>rd</sup> August,2023