

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

07th July, 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., Friday, July 7th, 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. 3,60,000 Equity Warrants convertible into 3,60,000 equity shares of face value Rs. 10/- (including the proposed issue of 3,05,000 Equity warrants approved by Board in their meeting held on 19th June, 2023) 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
2. Signed an exclusive commercial Ad time agreement with Bhakti World Radio Broadcasting Private Limited (“BWR”) for a period of 6 years wherein BWR has assign to Rose Merc Limited, all the Commercial Ad Time Inventory on, and arising from all or any of the media on the Digital Platform and permit Rose Merc Limited to purchase from, and/or to resell to, the advertisers, the Commercial Ad Time Inventory on the Digital Platform, and do such other actions in connection therewith, as decided by ROSE MERC, from time to time. This will generate new avenue of income for RoseMerc Ltd. Disclosure as required under Regulation 30 is enclosed herewith as Annexure C.
3. Approved the proposal to enter into a referral agreement with CapitalSquare Advisors Pvt. Ltd. for provision of financial advisory and consultancy services wherein Rose Merc Limited will introduce Corporates and HNI clients to CapitalSquare Advisors Pvt. Ltd.. This will generate new avenue of income for Rosemerc Ltd.

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Brief Background –CapitalSquare Advisors Pvt. Ltd. is a boutique financial services group headquartered in India providing services to its clientele spread across various industries and geographies.

4. Convening General Meeting of the Members of the Company to be held on Thursday, 3rd August, 2023 through Other Audio Visual Means ("OAVM"). Businesses to be transacted at Annual General Meeting of the company:
5. Directors Report along with the annexure thereto for the financial year ended as on March 31st 2023.
6. Secretarial Audit Report issued by Mr. Deepak Rane, Practicing Company Secretary (Certificate of Practice No.: 8717) for the financial year 2022-23.
7. Reference is made to the outcome of the Board meeting held on June 19, 2023, filed by the Company with the Exchange on June 19, 2023 ("Outcome"). Paragraph 1(b) of the Outcome shall be amended and restated as follows: "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) i.e. against acquisition of 4,667 equity shares Fyopro Services Private Limited ("FYOPRO"), a company that has acquired the event management business of a sole proprietorship concern, Outcry Entertainment, 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 C.

The meeting commenced at 05.00 p.m. and concluded at 07.00 p.m

Please take the same on record and oblige.

For **ROSE MERC LIMITED**

Nooruddin Mohammed Shaikh

Wholetime Director

DIN: 09660481

Date:07-07-2023

Place: Mumbai

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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 3,60,000 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 LalchandNawani</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>8</td><td>SaileshPethe</td><td>10,000</td></tr><tr><td>9</td><td>Vijaykumar Gaurat</td><td>5,000</td></tr><tr><td>10</td><td>Atul Jain</td><td>50,000</td></tr><tr><td></td><td>Total</td><td>3,60,000</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 LalchandNawani	5,000	4	Gaurav Tripathi	25,000	5	Renu Kharti	15,000	6	Chaitanya Vaidya	1,00,000	7	Dattatray Rajaram Jadhav	50,000	8	SaileshPethe	10,000	9	Vijaykumar Gaurat	5,000	10	Atul Jain	50,000		Total	3,60,000
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	Total	3,60,000																																				
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.																																				

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Annexure B

Sr No.	Particulars	Point no. 2
1.	Brief details of the Agreement	Exclusive commercial Ad time agreement with Bhakti World Radio Broadcasting Private Limited (“BWR”) for a period of 6 years wherein BWR shall assign to Rose Merc Limited, all the Commercial Ad Time Inventory on, and arising from all or any of the media on the Digital Platform and permit Rose Merc Limited to purchase from, and/or to resell to, the advertisers, the Commercial Ad Time Inventory on the Digital Platform, and do such other actions in connection therewith, as decided by ROSE MERC, from time to time, in its sole discretion for a consideration of INR 6,00,000/- per annum.
2.	Date of Board Meeting approving the Agreement	07/07/2023
3.	Whether the agreement is in the normal course of business? If no, provide reasons.	Ordinary Course of business
4.	Impact of the agreement on Management and control of the listed entity	-
5.	name(s) of parties with whom the agreement is entered	Bhakti World Radio Broadcasting Private Limited (“BWR”)
6.	Date on which the agreement was entered	07/07/2023
7.	purpose of entering into the agreement;	Additional source of income
8.	shareholding, if any, in the entity with whom the agreement is executed;	7.61%
9.	significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	-
10.	whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	No
11.	whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”;	No

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12.	in case of issuance of shares to the parties, details of issue price, class of shares issued;	-
13.	any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc;	-

Annexure C

Sr. No.	Details to be disclosed - Acquisition (including agreement to acquire)	Point No. 7
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
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.
C	Industry to which the entity being acquired belongs;	Entertainment and Media Industry
D	Objects and effects 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 acquisition would allow our company to partner with the leading and fast-growing event management company, talent promotion, product launches, promotional advisors, creative branding, and experiential marketing campaigns for promotion activity.

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E	Brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable
F	Indicative time period for completion of the acquisition;	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.
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
I	Percentage of shareholding / control acquired and / or number of shares acquired;	46.67%
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 Turnover of last 3 years- 2020-2021- Rs. 48,85,211 2021-2022- Rs. 93,88,713 2022-2023-Rs. 2,92,00,000
K	Country in which the acquired entity has presence	India
L	Any other significant information in brief	-