



**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: 11<sup>th</sup> 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 11<sup>th</sup> 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 Thursday January 11, 2024 commenced at 07.00 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 the following:
  - a. 67,500 Equity Shares of face value Rs. 10/- each 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.
  - b. 7,87,736 Equity Warrants convertible into 7,87,736 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.

The 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. The Board also took note of:
  - (i) the execution of the Termination Letter dated January 11, 2024, between the Company, Abaca Care Private Limited and the shareholders of Abaca Care Private Limited, to record the



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- termination of the Share Purchase Agreement dated September 06, 2023 ("SPA") executed between the aforesaid parties and
- (ii) the fact that the SPA was terminated due to certain technical commercial difficulties faced by the parties to the SPA, due to which the transactions contemplated under the SPA could not be completed as agreed between the parties.
3. Rose Merc has agreed to invest in CapitalSquare Advisors Private Limited by way of subscription to 56,855 equity shares of the Company, having a face value of Rs.10 each, at a price of Rs. 1758.90, amounting to Rs. Rs.10,00,02,260. at a pre money valuation of Rs.240 Crores for CapitalSquare Advisors Private Limited, as per valuation report tabled before the board of which 25% shall be paid by Rose Merc on the Closing Date (as defined hereinafter) and the balance 75% shall be paid by Rose Merc within such timeline as mutually agreed between Rose Merc and the Company, subject to the applicable laws and on terms and conditions set out in the Subscription Letter executed today between the parties. The Subscription Shares shall represent 4% of the fully diluted post issue share capital of the Company as on the Closing Date.
4. The Board decided to not go ahead with the grant of options at this point of time under RML Employee Stock Option Plan II 2023 and accordingly the said agenda was dropped.

The meeting commenced at 7.00 PM and concluded at 8.45 PM.

**Thanking You,  
Yours Faithfully,**

**For Rose Merc Limited**

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

**Encl: As Above**



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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 7,87,736 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><tr><td>4</td><td>CapitalSquare Financial Services Private</td><td>-</td><td>3,33,334</td><td>Non-Promoter</td></tr><tr><td>5</td><td>Sunil Kumar Manocha</td><td>-</td><td>1,66,667</td><td>Non-Promoter</td></tr><tr><td>6</td><td>Geeta Manocha</td><td>-</td><td>1,66,667</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	4	CapitalSquare Financial Services Private	-	3,33,334	Non-Promoter	5	Sunil Kumar Manocha	-	1,66,667	Non-Promoter	6	Geeta Manocha	-	1,66,667	Non-Promoter
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4	CapitalSquare Financial Services Private	-	3,33,334	Non-Promoter																																	
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		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
		<b>Total</b>		<b>67,500</b>	<b>7,87,736</b>	
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	In case of Equity Warrants Convertible into Equity shares: - a. The tenure of the convertible securities of the issuer shall be eighteen months from the date of their allotment. 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. c. 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.				