



**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: February 6, 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 46.67% shares of Outcry Media Solutions Private Limited by Rose Merc Limited**

Dear Sir/Madam,

Reference is made to the intimations filed by Rose Merc Limited ("**Rose Merc**") with the Stock Exchange on August 03, 2023, and September 04, 2023, in relation to, amongst others, the proposed acquisition by Rose Merc, of 46.67% shares of Outcry Media Solutions Private Limited ("**Outcry**").

Reference is also made to the Share Purchase Agreement dated September 02, 2023 ("**SPA**"), executed by and between (i) Saurabh Chaudhary ("**Seller**"), (ii) Rose Merc (*as the Purchaser therein*), and (iii) Outcry to record the terms and conditions of the proposed acquisition of 46.47% shares of Outcry by Rose Merc.

In terms of the SPA, the Seller had agreed to sell 4,667 shares of Outcry, representing 46.67% of the then share capital of Outcry ("**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 Seller, of 7,00,000 equity shares of Rose Merc on preferential basis ("**Consideration Shares**").

Pending the satisfaction of the other conditions precedent under the SPA, the Seller had, on September 02, 2023, transferred the Sale Shares to Rose Merc as contemplated under Clause 3.1.11 of the SPA.

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, Rose Merc, the Seller and Outcry have executed a termination letter dated February 05, 2024, to record the termination of the SPA. Consequently, the SPA stands terminated in its entirety and the transactions contemplated under the SPA are void-ab-initio. We have set out the requisite disclosures in **Annexure A**.

Further, considering that pending the satisfaction of the other conditions precedent under the SPA the Seller had transferred the Sale Shares to Rose Merc, Rose Merc has, as a consequence of termination of the SPA, re-transferred the Sale Shares to the Seller ("**Re-Transfer**"). Subsequent to the Re-Transfer, the Seller continues to be the legal and beneficial owner of the relevant number of the Sale Shares.

We also wish to inform the Stock Exchange that Outcry and its promoters have approached Rose Merc to invest in Outcry. At the request of Outcry and its promoters, Rose Merc has agreed to invest Rs.7,00,16,000 towards



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subscription to 8,752 equity shares of Outcry, representing 46.67% of the post issue share capital of Outcry on a fully diluted basis, on terms and conditions recorded in the Subscription Letter dated February 05, 2024, executed by and between Rose Merc, Outcry and its promoter. We have set out the requisite disclosures in **Annexure B and Annexure C**.

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.*

*Disclosure in relation to Termination of SPA*

No	Particulars	Details
1.	Name of parties to the agreement	Rose Merc Limited Saurabh Chaudhary Outcry Media Solutions Private Limited
2.	Nature of the agreement	Share Purchase Agreement dated September 02, 2023, terminated pursuant to Termination Letter dated February 05, 2024 (" <b>Termination Letter</b> ")
3.	Date of execution of the agreement	Share Purchase Agreement dated September 02, 2023  Termination Letter dated February 05, 2024
4.	Details of amendment and impact thereof or reasons of termination and impact thereof	<p>Due to certain technical commercial difficulties, the parties to the SPA were unable to fulfil certain conditions and consummate the transactions contemplated under the SPA within the timelines agreed thereunder.</p> <p>In view of the aforesaid, the parties to the SPA have executed the Termination Letter, to record the termination of the SPA.</p> <p>The SPA stands terminated in its entirety and the transactions contemplated under the SPA are void-ab-initio.</p> <p>As a consequence of termination of the SPA, Rose Merc has, re-transferred the Sale Shares to the Seller. The Seller continues to be the legal and beneficial owner of the relevant number of the Sale Shares.</p>



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Annexure B

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*Disclosure in relation to acquisition of 46.67% in Outcry Media Solutions Private Limited*

No	Particulars	Details
1.	Name of the Target Entity, details in brief such as size, turnover etc.	<p>Outcry Media Solutions Private Limited (formerly known as <i>Fyopro Services Private Limited</i>) ("<b>Outcry</b>"), a company incorporated under the Companies Act, 2013, having its registered office at Oshiwara Industrial Center, B-341, Off New Link Road, Bhagat Singh II, Goregaon (West), Mumbai 400104.</p> <p>Outcry is engaged in the business of, inter alia, promoting, organizing, managing artists and celebrities at national and international events.</p> <p>Pursuant to a fresh Certificate of Incorporation issued by the Ministry of Corporate Affairs to Outcry on August 31, 2023, the name of Outcry has been changed from "<i>Fyopro Services Private Limited</i>" to "<i>Outcry Media Solutions Private Limited</i>".</p> <p>Turnover of Outcry during the last 3 years is set out below: 2020-2021- Rs. Nil 2021-2022- Rs. Nil 2022-2023-Rs. Nil</p> <p>[under the business purchase agreement Outcry (earlier known as <i>Fyopro Services Private Limited</i>) bought out business of proprietary firm M/S. Outcry entertainment having experience of ten years with revenue of past three years as 2020-2021- Rs. 48,85,211 and NP of Rs.5.70 lacs 2021-2022- Rs. 93,88,713 and NP of Rs25.90 lacs. 2022-2023 – Rs. 2,93,00,000 and NP of Rs 33.10 lacs.]</p>



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No	Particulars	Details
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 Outcry.
3.	Industry to which the entity being acquired belongs	Entertainment and Media Industry
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 acquisition would allow Rose Merc 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.
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 Outcry and recorded under Subscription Letter 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.7,00,16,000
9.	Percentage of shareholding/control acquired and/or number of shares acquired	Upto 46.67% of the post issue share capital of Outcry on a fully diluted basis.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover	Outcry 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 - July 21, 2020



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No	Particulars	Details
		<p>Turnover of Outcry during the last 3 years is set out below:</p> <p>2020-2021- Rs Nil 2021-2022- Rs. Nil 2022-2023-Rs. Nil</p> <p>[under the business purchase agreement Outcry (earlier known as Fyopro Services Private Limited) bought out business of proprietary firm M/S. Outcry entertainment having experience of ten years with revenue of past three years as 2020-2021- Rs. 48,85,211 and NP of Rs.5.70 lacs 2021-2022- Rs. 93,88,713 and NP of Rs25.90 lacs. 2022-2023 - Rs. 2,93,00,000 and NP of Rs 33.10 lacs.]</p>
11.	Country in which the acquired entity has presence and any other significant information	India



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### Annexure C

**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.**

**Disclosure in relation to execution of the Subscription Letter dated February 05, 2024**

No	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered	<ul style="list-style-type: none"><li>Rose Merc Limited</li><li>Outcry Media Solutions Private Limited ("Outcry")</li><li>Saurabh Chaudhary</li></ul>
2.	Purpose of entering into the agreement	To record the terms and conditions of the subscription by Rose Merc, to 8,752 equity shares of Outcry (" <b>Subscription Shares</b> "), representing 46.67% of the post issue share capital of Outcry on a fully diluted basis, at a price of Rs.8,000 each, for an aggregate amount of Rs.7,00,16,000.
3.	Size of agreement	Rs. 7,00,16,000
4.	Shareholding, if any, in the entity with whom the agreement is executed	46.67% of the post issue share capital of Outcry on a fully diluted basis.
5.	Significant terms of the agreement ( <i>in brief</i> ) 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.	The Subscription Shares shall be partly paid.  Out of the total subscription amount of Rs.7,00,16,000, 25%, being Rs.1,75,04,000 shall be paid by Rose Merc on the Closing Date ( <i>as defined under the Subscription Letter</i> ) and the balance of Rs.5,25,12,000 shall be paid within such timeline as mutually agreed between the Rose Merc and Outcry and as and when Outcry makes a call, subject to the applicable laws.
6.	Whether the said parties are related to promoter/ promoter group/ group companies in any manner. If yes, nature of relationship	Not a related party transaction. The Promoter/ Promoter Group/Group Companies do not have any interest in Outcry.
7.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	NA
8.	In case of issuance of shares to the parties, details of issue price, class of shares issued	Partly paid equity shares of Outcry, at a price of Rs.8,000 each.





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No	Particulars	Details
9.	In case of loan agreements, details of lender/borrower, nature of the loan, total amount of loan granted/taken, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders / by the borrowers for such loan or in case outstanding loans lent to a party or borrowed from a party become material on a cumulative basis	NA
10.	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..	Rose Merc has appointed three directors on the Board of Outcry Media Solutions Private Limited, namely : Vaishali Parkar Kumar - 09159108 Purvesh Krishna Shelatkar - 09838204 Adv. Shekhar Mennon - 02262964