



**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: March 13, 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 subscription to 51% shares of Abaca CarePrivate Limited by Rose Merc Limited

Dear Sir/Madam,

Reference is made to the intimation filed with the Stock Exchange on January 9, 2024, in relation to amongst others, the proposed acquisition of 51% share capital of AbacaCare Private Limited ("Abaca") by Rose Merc Limited ("*Rose Merc*").

In furtherance to the aforesaid intimation, we wish to inform the Stock Exchange that Rose Merc has executed a Subscription Letter dated March 12, 2024 ("*Subscription Letter*") with Abaca and its promoters to record the terms and conditions of the subscription by Rose Merc, to 10,408 equity shares of Abaca, representing 51% of the post issue share capital of Abaca, at a price of Rs. 490 each, for an aggregate amount of Rs.50,99,920.

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(s) of parties with whom the agreement is entered	<ul style="list-style-type: none">Rose Merc Limited (“Rose Merc”)Abaca CarePrivate Limited (“Abaca”)Dr.Arati ShahMahendra Dahisaria
2.	Purpose of entering into the agreement	To record the terms and conditions of the subscription by Rose Merc, to 10,408 equity shares of Abaca, representing 51% of the post issue share capital of Abaca, at a price of Rs.490 each, for an aggregate amount of Rs.50,99,920.
3.	Size of agreement	Rs.50,99,920
4.	Shareholding, if any, in the entity with whom the agreement is executed	Upon issue and allotment of Subscription Shares as agreed under the Subscription Letter, the shareholding of Rose Merc in Abaca will be 51% of the post issue share capital of Abaca.
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.50,99,920, 25%, being Rs.12,74,980 shall be paid by Rose Merc on the Closing Date (<i>as defined under the Subscription Letter</i>) and the balance of Rs.38,24,940 shall be paid within such timeline as mutually agreed between the Rose Merc and Abaca and as and when Abaca 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 Abaca.
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 Abaca, at a price of Rs.490 each.
9.	In case of loan agreements, details of lender/borrower, nature of the loan,	NA



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No	Particulars	Details
	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	
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 shall be entitled to appoint three (3) directors on the Board of Directors of Abaca.