



Date: September 1, 2025

To,
BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400001

BSE Script Code: 512115;
Scrip ID: ROSEMER

Kind Attention: Corporate Relationship Department

Subject: Intimation pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in relation to second amendment agreement to the share subscription agreement dated December 22, 2024 executed in relation to acquisition of 30.07% stake in Emirates Holding FZ LLC.

Dear Sir/Madam,

Reference is made to the intimations filed with the Stock Exchange on (i) December 23, 2024, pursuant to which Rose Merc Limited ("**Rose Merc**") had informed the Stock Exchange about execution of a share subscription agreement ("**SSA**") by and between Rose Merc, Mohammed Hanif Kasim Shaikh and Emirates Holding FZ LLC ("**Emirates**") to record the terms and conditions of the acquisition by Rose Merc of 30.07% shares of Emirates, (ii) March 27, 2025, pursuant to which Rose Merc informed the Stock Exchange about the acquisition of 30.07% stake in Emirates and Emirates being a board controlled subsidiary of Rose Merc and (iii) March 28, 2025 pursuant to which Rose Merc informed the Stock Exchange about the execution of the amendment agreement to the SSA to amend certain understanding recorded in the SSA.

In furtherance to the aforesaid intimations, we now wish to intimate the Stock Exchange that Rose Merc and the other parties to the SSA have entered into a second amendment agreement to the SSA ("**Second Amendment Agreement**") to amend certain understanding recorded in the SSA. We have set out the requisite disclosures in relation to the Second Amendment Agreement 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

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.

Details of the Second Amendment Agreement

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") Mohammed Hanif Kasim Shaikh Emirates Holding FZ LLC ("Emirates")
2.	Nature of agreement	Second Amendment Agreement executed on August 29, 2025 (" Amendment Agreement ") to the Share Subscription Agreement dated December 22, 2024, executed by and between Rose Merc, Mohammed Hanif Kasim Shaikh and Emirates.
3.	Purpose of entering into the agreement	To amend certain understanding and terms in relation to the acquisition by Rose Merc of 30.07% shares in Emirates.
4.	Date of execution of the agreement	August 29, 2025
5.	Details of amendment and impact thereof	Pursuant to the Second Amendment Agreement, the Parties have agreed to amend the terms of payment of the subscription amount under the SSA.
6.	Size of agreement	AED 10,869,540
7.	Shareholding, if any, in the entity with whom the agreement is executed	The shareholding of Rose Merc in Emirates Holding is 30.07% of the post issue share capital of Emirates.
8.	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.	Rose Merc has nominated and appointed majority directors on the Board of Directors of Emirates and, as such, Emirates is the board controlled subsidiary of Rose Merc.
9.	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 Emirates.



**ROSE MERC
LIMITED**

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15/B/4, New Sion Chs Swami Vallabhdas Road,
Opp SIES College, Behind Dmart Store,
Sion West, Mumbai-22.

GSTIN : 27AACCR3663B1ZM
CIN : L93190MH1985PLC035078

No	Particulars	Details
10.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;	NA
11.	In case of issuance of shares to the parties, details of issue price, class of shares issued	AED 252,780 per share (<i>based on the post issue valuation of Emirates</i>)
12.	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
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.	Rose Merc has nominated and appointed Mr. Purvesh Shelatkar and Ms Vaishali Parkar as the nominee directors of Rose Merc on the Board of Emirates.