

Date: January 20, 2026

**To,
The Corporate Relations Department,
BSE Limited,
P J Tower, Dalal Street, Fort,
Mumbai-400001**

BSE Scrip Code: 512115 Scrip ID: ROSEMER

Subject: In Compliance of Regulation 30 of the SEBI (LODR) Regulations, 2015 – Outcome of Board Meeting held on Tuesday, January 20, 2026.

Dear Sir/ Madam

Pursuant to Regulations 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 Rose Merc Limited ("the Company") have, at their meeting held today, i.e., Tuesday, January 20, 2026 inter alia, transacted, discussed and approved following businesses:

1. Ratification of loans aggregating to ₹9,15,86,040 advanced by Emirates Holding FZ LLC, a Board-controlled subsidiary of the Company, to Mr. Mohammed Hanif Shaikh, Promoter, in tranches, on terms approved by the Audit Committee, and approval for further loans of up to ₹20,00,00,000 to be advanced by Emirates Holding FZ LLC to the Promoter, in tranches, on mutually agreed terms.
2. Proposed Investment in property upto Rs. 2 crores.
3. The sale / transfer of 3,500 equity shares held by the Company in Esperer Event Management Private Limited to an unrelated third party, on such terms and conditions as may be finalized by the management, and noted that upon completion of the transaction, Esperer Event Management Private Limited shall cease to be an associate of the Company.
4. The subscription to 4,800 equity shares of Abaca Care Private Limited, a subsidiary of the Company, for an aggregate consideration not exceeding ₹48,000, and noted that the transaction is with a Director of Abaca Care Private Limited and does constitute a Related Party Transaction.
5. The following companies have been identified as in operational and are proposed to be closed down or rose merc exits completely, namely:
 - A. Kaale and Rose Merc Advisors Private Limited (Subsidiary Company)
 - B. Hyderabad Sports Leagues Private Limited (Step down Subsidiary of Kaale and Rose Merc Advisors Private Limited)
 - C. Parshuram Creative Craft Private Limited (Associate Company)
6. Appointment of Ms. Eshwari Purvesh Shelatkar (DIN: 10973309) as an Additional Director of the Company with effect from Tuesday, 20 January 2026.
7. To Offer, issue and allot 2,41,500 Equity Warrants convertible into 2,41,500 equity shares of face value Rs. 10/- at issue price of Rs. 90/- per share (including premium of Rs. 80/- 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 cash consideration.



**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

The details required under Regulation 30 of the LODR Regulations read with the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are given below:

Kindly take the same on your records.

The Board Meeting commenced at 03:00 p.m. and concluded on 04:45 p.m.

**Thanking You,
Yours Faithfully,**

For Rose Merc Limited

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

Encl: As Above

Annexure I

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, the requisite details of the transaction are as under: -

Sr. No.	Particulars	Details
A.	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year;	Esperer Event Management Private Limited – an associate pursuant to Section 2(6) of Companies Act, 2013 and not an associate of our Company in accordance with the applicable Ind AS. Thus, Not Applicable.
B.	Date on which the agreement for sale has been entered into;	Not applicable
C.	The expected date of completion of sale/disposal;	One week
D.	Consideration received from such sale/disposal;	INR 35000.
E.	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof;	The abovesaid Buyer doesn't belong to promoter/ promoter group/ group Companies.
F.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	The transaction is not with a Related Party and hence, it will not be a Related Party Transaction.
G.	Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations.	Not Applicable
H.	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.	Not Applicable



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Annexure II

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 are as under: -

Sr. No.	Particulars	Details						
A.	Name of the target entity, details in brief such as size, turnover etc.	<p>Name of The Target Company: Abaca Care Private Limited.</p> <p>Registered address: Flat:1401, Floor:14, Crystal, Palace-B, DP RD9, Powai, Mumbai, Maharashtra, India, 400076.</p> <p>Authorized Share capital: 1,00,000 Paid up capital: 51,020</p> <p>Last 2 years turnover: (Amount in Rupees)</p> <table><tr><th>Financial Year</th><th>Amount</th></tr><tr><td>2023-24</td><td>Nil</td></tr><tr><td>2024-25</td><td>20755.78</td></tr></table>	Financial Year	Amount	2023-24	Nil	2024-25	20755.78
Financial Year	Amount							
2023-24	Nil							
2024-25	20755.78							
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”.	<p>The acquisition will 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.</p> <p>The seller is a director of the entity being acquired and accordingly has a direct interest in the transaction by virtue of his shareholding. The transaction is proposed to be carried out at arm’s length, based on fair valuation and on terms not prejudicial to the interests of the Company.</p>						
C.	Industry to which the entity being acquired belongs.	Organic healthcare						
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 market of organic healthcare products						
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						



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G.	Nature of consideration - whether cash consideration or share swap and details of the same.	Cash
H.	Cost of acquisition or the price at which the shares are acquired.	Rs. 48000/-
I.	Percentage of shareholding / control acquired and / or number of shares acquired.	48%
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- The Company is into developing of homeopathy pain relief products. Date of Incorporation – 17/05/2023
K.	Country in which the acquired entity has presence	India

Annexure III

The disclosure as required under Schedule III of the Listing Regulations read with SEBI Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as under: -

Sr. No.	Particulars	Details
A.	Name of the Director	Ms. Eshwari Purvesh Shelatkar (DIN: 10973309)
B.	Reason for change (appointment)	Appointment as an Additional Executive Director with effect from 20th January, 2026.
C.	Date of appointment & Term of appointment	20th January, 2026. Appointed as an Additional Executive Director with effect from 20th January, 2026 till 20th January 2031, subject to approval of shareholders.
D.	Brief profile	Ms. Eshwari Shelatkar is a young and dynamic Director with leadership roles across multiple companies spanning fashion, spiritual tourism, trading, and sports. She is distinguished by being honored with the prestigious Emirates Luxury Show Award in Dubai for Eshwariy Shakti Spiritual Tourism Rosemerc Director for uplifting Indian spiritual tourism a recognition that reflects her excellence. She brings a strong strategic mindset and creative approach to every venture she leads. At Rosemerc Limited, she not only manages social media marketing for the parent company and its 12 associate businesses but also contributed to high-visibility projects such as the Navi Mumbai Premier League, overseeing its marketing distribution across radio, television, and OTT platforms. As Director of Moda Orama Ventures Private Limited, Eshwariy Shakti Spiritual Tourism Private Limited, and other Rosemerc-affiliated entities, she leverages her strengths in branding, market research, audience segmentation, and experiential marketing to shape brand identity and drive business growth. Her responsibilities reflect her ability to blend operational understanding with creative execution, positioning her as an emerging leader capable of steering diverse businesses. With academic achievements, strong communication skills, and proven experience across sectors, Eshwari stands out as a multi-faceted director with the potential to build impactful, consumer-centric brands.
E.	Disclosure of relationship between Directors and Key Managerial Personnel inter-se	Ms. Eshwari Purvesh Shelatkar (DIN: 10973309) appointed as Executive Director of the Company is the daughter of Mr. Purvesh Krishna Shelatkar (DIN: 09838204), Executive Director of the Company.

Annexure IV

The details required under Regulation 30 of the LODR Regulations read with the SEBI Master Circular no SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are given in Annexure I.

Sr. No	Particulars of Securities	Details
a)	Type of securities proposed to be issued	Warrants convertible into Equity Shares of face value Rs. 10/- per share.
b)	Type of issuance (further public offering, rights issue, depository receipts (ADR/ GDR), qualified institutions placement, preferential allotment etc.)	Preferential Issue of Convertible Warrants in accordance with the SEBI (ICDR) Regulation 2018 read with the Companies Act, 2013 and rules made thereunder.
c)	Total number of securities proposed to be issued or the total amount for which the securities will be issued	Issue of upto 2,41,500 Share Warrants at a price of Rs. 90/- per Warrant, each convertible into 1 (one) Equity Share of face value of Rs. 10/- each fully paid up at a premium of Rs. 80/- each per warrant in cash, for an aggregate consideration of up maximum amount of Rs. 2,17,35,000/-.
d)	Issue Price	Rs. 90/- per share (including premium of Rs. 80/- 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").
e)	In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):	



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1.)	Name of Investors and their corresponding subscription of No. of Warrants / Equity Shares	Sr. No.	Name of the Investors	No. of Equity Warrants proposed to be subscribed	Category
		1.	Kavita Deshpande	50,000	Non-Promoter
		2.	Sachin Deshpande *	50,000	Non-Promoter
		3.	Salil Divakar Deshpande **	50,000	Non-Promoter
		4.	Vedika Thakur	40,000	Non-Promoter
		5.	Bharat Ramdas Karnik	500	Non-Promoter
		6.	Rajesh Dilip More	250	Non-Promoter
		7.	Sunil K Gawad	250	Non-Promoter
		8.	Siddharth Pramod Bhatkar	250	Non-Promoter
		9.	Ravindra Hareshwar Churi	250	Non-Promoter
		10.	Vikas Kamalakar Phadnis	50,000	Non-Promoter
			Total	2,41,500	
		Notes:			
		* The subscription by Mr. Sachin Deshpande of 50,000 equity warrants as stated against Sr. No. 2. above is in addition to his subscription of 77,778 equity warrants as stated in the disclosure of Outcome of Board Meeting held on December 12, 2025. Accordingly, Mr. Sachin Divakar Deshpande's total subscription in the proposed issue will be 127,778 equity warrants.			
		** The subscription by Mr. Salil Divakar Deshpande of 50,000 equity warrants as stated against Sr. No. 2. above is in addition to his subscription of 33,333 equity warrants as stated in the disclosure of Outcome of Board Meeting held on December 12, 2025. Accordingly, Mr. Sachin Divakar Deshpande's total subscription in the proposed issue will be 83,333 equity warrants.			
2)	No. of Investors	10 (Ten)			
3)	Post Allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;	Each Warrant would be convertible into, or exchangeable, at an option of Proposed Allottee(s) of warrants (as under Annexure B), within a maximum period of 18 months from the date of allotment of Warrants into equivalent number of fully paid-up equity share of face value of Rs. 10/- each of the Company. An amount equivalent to at least 25% of the warrant issue price shall be payable upfront along with the application and the balance 75% shall be payable by the Proposed Allottee(s) of warrants on the exercise of option of conversion of the warrant(s), such Conversion shall take place in in one or more tranches.			
4)	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	Not Applicable			