

December 12, 2025

To,
**The Corporate Relations Department
BSE Limited
PJ Towers, Dalal Street
Fort, Mumbai – 400 001**

BSE Scrip Code: 512115

Scrip ID: ROSEMER

Sub: In Compliance of Regulation 30 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 – Outcome of Meeting of the Board held on Friday, December 12, 2025.

Ref.: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/ Ma'am,

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., Friday, December 12, 2025 inter alia, transacted, discussed and approved following businesses.

1. The Board has considered and approved, subject to approval of Members through Postal Ballot the offer, issue and allot the following:
 - a) 36,23,079 Equity Warrants convertible into 36,23,079 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.
 - b) The grant of 10,00,000 (Ten Lakh) employee stock options under the RML Employee Stock Option Plan 2024 to Ms. Qazi Gulshan Banu, Vice President, Emirates Holding FZ LLC (a subsidiary of Rose Merc Limited), which exceeds 1% of the paid-up equity share capital of the Company, as recommended by the Compensation Committee.
2. Sponsorship to Shivaji Park Gymkhana for 'SPG Rose Merc Cricket Academy' to train talented boys selected on merit basis for under 12 to under 18 cricketers and upcoming women's cricket team under the able coaching and leadership of its president Pravin Amre, Shivaji Park Gymkhana for 3 years.
3. The execution of the Non-Binding Letter of Intent ("LOI") for the proposed acquisition of 30% equity stake in Virtual Gain Technologies Private Limited by the Company.
4. The execution of the Non-Binding Letter of Intent ("LOI") for the proposed acquisition by subsidiary Emirates Holding FZ LLC, UAE of 30% equity stake in Alpha Investment Capital FZ LLC, UAE.



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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

5. The following associate companies have been identified as inoperational and are proposed to be closed down or rose merc exits completely, namely:

- Esperer Event Management Private Limited
- Parshuram Creative Craft Private Limited

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** and **Annexure II**.

The meeting commenced at 4.00 PM and concluded at 5.20 PM.

Kindly take the same on your records

Thanking you,

Yours faithfully,

For Rose Merc Limited

Vaishali Parkar Kumar
Executive Director
DIN: 09159108

Annexure I

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.

Sr. No	Particulars of Securities	Details																																																																								
a)	Type of securities proposed to be issued	Equity 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 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 36,23,079 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 (“Issue Price”) in cash, for an aggregate consideration of up maximum amount of Rs. 32,60,77,110/-																																																																								
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):																																																																									
1.)	Name of Investors and their corresponding subscription of No. of Warrants / Equity Shares	<table><tr><th>Sr. No.</th><th>Name of the Investors</th><th>No. of Equity Warrants proposed to be subscribed</th><th>Category</th></tr><tr><td>1.</td><td>Vibha Bhatnagar</td><td>5,00,000</td><td>Non-Promoter</td></tr><tr><td>2.</td><td>Balram Dayaram Datwani</td><td>5,00,000</td><td>Non-Promoter</td></tr><tr><td>3.</td><td>Krishna Kumar Vadakkepatte</td><td>5,00,000</td><td>Non-Promoter</td></tr><tr><td>4.</td><td>Punam Arora</td><td>51,000</td><td>Non-Promoter</td></tr><tr><td>5.</td><td>Vikas Pandurang Kolarkar</td><td>50,000</td><td>Non-Promoter</td></tr><tr><td>6.</td><td>Sachin Divakar Deshpande</td><td>77,778</td><td>Non-Promoter</td></tr><tr><td>7.</td><td>Salil Divakar Deshpande</td><td>33,333</td><td>Non-Promoter</td></tr><tr><td>8.</td><td>Dipali Dattatray Jadhav</td><td>17,250</td><td>Non-Promoter</td></tr><tr><td>9.</td><td>Tanveer Singh Ahuja</td><td>1,11,000</td><td>Non-Promoter</td></tr><tr><td>10.</td><td>Poonam Sachin Gaikwad</td><td>750</td><td>Non-Promoter</td></tr><tr><td>11.</td><td>Kshitij Shankar Patil</td><td>1,000</td><td>Non-Promoter</td></tr><tr><td>12.</td><td>Samindar Shankar Jadhav</td><td>1,000</td><td>Non-Promoter</td></tr><tr><td>13.</td><td>Niti Trivedi</td><td>8,33,334</td><td>Non-Promoter</td></tr><tr><td>14.</td><td>Amitkumar Yogendra Singh</td><td>8,33,334</td><td>Non-Promoter</td></tr><tr><td>15.</td><td>Omprakash Singh</td><td>60,000</td><td>Non-Promoter</td></tr><tr><td>16.</td><td>Jaiprakash Brijnath Singh</td><td>53,300</td><td>Non-Promoter</td></tr><tr><td></td><td>Total</td><td>36,23,079</td><td></td></tr></table>	Sr. No.	Name of the Investors	No. of Equity Warrants proposed to be subscribed	Category	1.	Vibha Bhatnagar	5,00,000	Non-Promoter	2.	Balram Dayaram Datwani	5,00,000	Non-Promoter	3.	Krishna Kumar Vadakkepatte	5,00,000	Non-Promoter	4.	Punam Arora	51,000	Non-Promoter	5.	Vikas Pandurang Kolarkar	50,000	Non-Promoter	6.	Sachin Divakar Deshpande	77,778	Non-Promoter	7.	Salil Divakar Deshpande	33,333	Non-Promoter	8.	Dipali Dattatray Jadhav	17,250	Non-Promoter	9.	Tanveer Singh Ahuja	1,11,000	Non-Promoter	10.	Poonam Sachin Gaikwad	750	Non-Promoter	11.	Kshitij Shankar Patil	1,000	Non-Promoter	12.	Samindar Shankar Jadhav	1,000	Non-Promoter	13.	Niti Trivedi	8,33,334	Non-Promoter	14.	Amitkumar Yogendra Singh	8,33,334	Non-Promoter	15.	Omprakash Singh	60,000	Non-Promoter	16.	Jaiprakash Brijnath Singh	53,300	Non-Promoter		Total	36,23,079	
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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

Annexure II

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.

Sr. No	Particulars of Securities	Details of Securities			
a)	Type of securities proposed to be issued	RML Employee Stock Option Plan 2024			
b)	Type of issuance	ESOP			
c)	Total number of securities proposed to be issued or the total amount for which the securities will be issued	Upto 10,00,000 employee stock options			
d)	Issue Price	To be decided by the Compensation Committee on the date of the grant of options.			
e) In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):					
i)	Investors and their corresponding subscription of No. of Warrants / Equity Shares	Sr. No.	Name of the ESOP Grantee	No. of Employee Stock Options to be granted	Category
		1	Ms. Qazi Gulshan Banu	10,00,000	Non- Promoter
		Total		10,00,000	
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			As per Terms specified in the RML Employee Stock Option Plan 2024	