



**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: April 10, 2026**

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

BSE Script Code: 512115;  
Scrip ID: ROSEMER

**Sub: In Compliance of Regulation 30 of the SEBI (LODR) Regulations, 2015 – Outcome of Board Meeting held on Friday, April 10, 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., Friday, April 10, 2026 inter alia, transacted, discussed and approved following businesses:

1. Proposal to invest in Virtual Gain Technologies Private Limited, a company incorporated and registered under the Companies Act, 2013, with corporate identification number U74999PN2017PTC170913, having its registered office at Unit No - 218, 10 Biz Park, Sr No - 227/A/1 to 17, PLO, Viman Nagar, Pune, Maharashtra, India, 411014 ("Virtual"), an amount of Rs.1,00,00,000, by way of subscription to 4,288 equity shares of Virtual, having face value of Rs.10 each ("Subscription Shares"), representing 30.01% of the post issued share capital of Virtual, computed on a fully diluted basis ("Transaction"); requisite details of the proposed acquisition are set out in **Annexure I** hereto;
2. The sale of 49% equity stake in Kaale and Rose Merc Advisors Private Limited and the consequent cessation of its status as an associate company. The details of sale of equity stake are enclosed as **Annexure II**.
3. The sale of 50% equity stake in Parshuram Creative Craft Private Limited and the consequent cessation of its status as an associate company. The details of sale of equity stake are enclosed as **Annexure III**.
4. The Forfeiture of lapsed warrants on account of non-exercise of option to convert into equity shares of Rose Merc Limited.  
Further, the persons as enlisted in the attached **Annexure IV** did not exercise the conversion option of pending warrants within 18 months from the date of the allotment, the amount of Rs. 56,25,000/- (Rupees Fifty-Six Lakhs Twenty-Five Thousand) (i.e., 25% of the total consideration)



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received on the allotment of said convertible warrants stands forfeited as per provision of Regulation 169(3) of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Board Meeting commenced at 04:00 p.m. and concluded at 05:00 p.m.

Kindly take the same on record.

Thanking You,  
Yours Faithfully,

**For Rose Merc Limited**

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



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### Annexure I

**Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No.HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on July 11, 2023.**

#### Disclosure of Proposed Acquisition

No	Particulars	Details								
1.	Name of the Target Entity, details in brief such as size, turnover etc.	<p>Virtual Gain Technologies Private Limited, a company incorporated and registered under the Companies Act, 2013, with corporate identification number U74999PN2017PTC170913, having its registered office at Unit No - 218, 10 Biz Park, Sr No - 227/A/1 to 17, PLO, Viman Nagar, Pune, Maharashtra, India, 411014 ("<b>Virtual</b>").</p> <p>Virtual is engaged in the business of developing an online market platform to facilitate and conduct sale, purchase, import, export, trade of virtual digital asset, digital payments, P2P payments or E-wallet services, Bharat bill payment system services or providing any other software-based development and services.</p> <p>Last 3 years turnover: (Amount in Rupees)</p> <table border="1"><thead><tr><th>Financial Year</th><th>Amount</th></tr></thead><tbody><tr><td>2022-23</td><td>5,24,000</td></tr><tr><td>2023-24</td><td>64,62,816</td></tr><tr><td>2024-25</td><td>98,87,703</td></tr></tbody></table>	Financial Year	Amount	2022-23	5,24,000	2023-24	64,62,816	2024-25	98,87,703
Financial Year	Amount									
2022-23	5,24,000									
2023-24	64,62,816									
2024-25	98,87,703									
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 Virtual.								
3.	Industry to which the entity	Fintech and Technical Service Provider								



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No	Particulars	Details
	being acquired belongs	
4.	Objects and impact of acquisition ( <i>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</i> )	This acquisition would allow Rose Merc to collaborate with Virtual, being a fintech service provider, and to facilitate Rose Merc in achieving its goals of entering the fintech sector of India and establishing and developing in its own fintech division subject to the receipt of all necessary authorisations, consents and approvals including from its shareholders and the concerned Governmental/regulatory authorities in India.
5.	Brief details of any governmental or regulatory approvals required for the acquisition	NIL
6.	Indicative time period for completion of the acquisition	Subject to the satisfactory completion of the diligence of Virtual and fulfilment of other conditions precedent, the parties will complete the proposed transaction within the time period agreed under the definitive agreements proposed to be executed amongst the parties.
7.	Nature of consideration - whether cash consideration or share swap and details of the same	Cash Consideration of Rs.1,00,00,000, being the subscription amount payable by Rose Merc for the 4,288 equity shares of Virtual (" <b>Subscription Shares</b> ").
8.	Cost of acquisition or the price at which the shares are acquired	The issue price of the Subscription Shares shall be Rs.2,332 per share, aggregating to Rs.1,00,00,000.
9.	Percentage of shareholding/control acquired and/or number of shares acquired	30.01% of the post issued share capital of Virtual, computed on a fully diluted basis.  Upon completion of the Transaction, Rose Merc proposes to appoint majority directors on the Board of directors of Virtual.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover	Virtual is engaged in the business of developing an online market platform to facilitate and conduct sale, purchase, import, export, trade of virtual digital asset, digital payments, P2P payments or E-wallet services, Bharat bill payment system services or providing any other software-based development and services.  Date of Incorporation – June 9, 2017



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No	Particulars	Details	
		Last 3 years turnover: (Amount in Rupees)	
		<b>Financial Year</b>	<b>Amount</b>
		2022-23	5,24,000
		2023-24	64,62,816
		2024-25	98,87,703
11.	Country in which the acquired entity has presence and any other significant information	India	



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### Annexure II

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January, 2026).

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;	<b>Name of the Entity:</b> Kaale and Rose Merc Advisors Private Limited. <table border="1"><thead><tr><th>Particular</th><th>Amount</th><th>Percentage</th></tr></thead><tbody><tr><td>Revenue</td><td>5,70,000</td><td>0.072%</td></tr><tr><td>Net worth</td><td>(-165612.06)</td><td>-0.049%</td></tr></tbody></table>	Particular	Amount	Percentage	Revenue	5,70,000	0.072%	Net worth	(-165612.06)	-0.049%
Particular	Amount	Percentage									
Revenue	5,70,000	0.072%									
Net worth	(-165612.06)	-0.049%									
B.	Date on which the agreement for sale has been entered into;	Not applicable									
C.	The expected date of completion of sale/ <del>disposal</del> ;	Completed									
D.	Consideration received from such sale/ <del>disposal</del> ;	INR 49000.									
E.	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof;	Mr. Santosh Gavade (Non-Promoter)									
F.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Not Applicable									
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 III

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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;	<b>Name of the Entity:</b> Parshuram Creative Craft Private Limited <table border="1"><thead><tr><th>Particular</th><th>Amount</th><th>Percentage</th></tr></thead><tbody><tr><td>Revenue</td><td>0</td><td>-</td></tr><tr><td>Net worth</td><td>30410</td><td>0.009%</td></tr></tbody></table>	Particular	Amount	Percentage	Revenue	0	-	Net worth	30410	0.009%
Particular	Amount	Percentage									
Revenue	0	-									
Net worth	30410	0.009%									
B.	Date on which the agreement for sale has been entered into;	Not applicable									
C.	The expected date of completion of sale/ <del>disposal</del> ;	Completed									
D.	Consideration received from such sale/ <del>disposal</del> ;	INR 50000.									
E.	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof;	Mr. Santosh Gavade (Non-Promoter)									
F.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Not Applicable									
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 IV**

Sr. no.	Name of Warrant Holder	No. of Warrants	Date of Allotment	Date of Lapse	Amount Forfeited	ISIN
1	Shobha Uday Tardalkar	45,000	09-10-2024	09-04-2026	28,12,500	INE649C13116
2	Uday Damodar Tardalkar	45,000	09-10-2024	09-04-2026	28,12,500	INE649C13116
<b>Total</b>		<b>90,000</b>			<b>56,25,000</b>	