



Date: March 24, 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 Tuesday, March 24, 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, March 24, 2026 inter alia, transacted, discussed and approved following businesses:

1. Allotment of Equity Warrants Convertible into Equity Shares of the Company on Preferential Basis for Cash.

This is with reference to the In-principal approval granted by BSE vide BSE letter no. LOD/PREF/DA/FIP/1859/2025-26 dated March 11, 2026 for preferential issue of warrants to promoters and non-promoters.

The allotment of 3,55,723 (Three Lakh Fifty-Five Thousand Seven Hundred and Twenty-Three) convertible Warrants (“Warrants”) to person belonging to Promoter and Non-Promoter Category. Each Warrant is convertible into one Equity Share at any time within 18 months from the date of allotment. The Issue price of each warrants is Rs. 90/- (Rupees Ninety Only) per Warrant (including a Premium of Rs. 80/- (Rupees Eighty Only).

Our Company has received Rs.80,03,767.50 (Rupees Eighty Lakh Three Thousand Seven Hundred Sixty-Seven and Fifty Paise Only) which is equivalent to 25% (Twenty Five percent) of the aggregate consideration as per the terms of the Preferential Issue undertaken under Chapter V of Sebi ICDR Regulations, 2018.



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15/B/4, New Sion Chs Swami Vallabhdas Road,
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Sion West, Mumbai-22.

GSTIN : 27AACCR3663B1ZM
CIN : L93190MH1985PLC035078

In view of the above, the following allottees, who have paid the requisite consideration for allotment of warrants are as follows:

Sr. no.	Name of Allottees	Categories	No. of Warrants Allotted
1.	Kirti Chunilal Savla	Promoter	11,111
2.	Amitkumar Yogendra Singh	Non-Promoter	55,556
3.	Bharat Ramdas Karnik	Non-Promoter	500
4.	Kshitij Shankar Patil	Non-Promoter	1,000
5.	Niti Trivedi	Non-Promoter	55,556
6.	Rajesh Dilip More	Non-Promoter	250
7.	Ravindra Hareshwar Churi	Non-Promoter	250
8.	Siddharth Pramod Bhatkar	Non-Promoter	250
9.	Sunil K Gawad	Non-Promoter	250
10.	Tanveersingh Ahuja	Non-Promoter	1,11,000
11.	Vedika Thakur	Non-Promoter	40,000
12.	Vijay Acharya	Non-Promoter	30,000
13.	Vikas Kamlakar Phadnis	Non-Promoter	50,000
	Total		3,55,723

2. Resignation of Director from the Board-Controlled Subsidiary i.e Rahi Pakhle RM Private Limited and the consequent change in status to an Associate Company.
3. The Proposed sale of a 49% Equity Stake in the Board-Controlled Subsidiary, Kaale and Rose Merc Advisors Private Limited, along with the Resignation of Director from its Board of Directors, and to take note of the resulting change in its status from a Subsidiary to an Associate Company.
4. The Appointment of Mr. Vikas Phadnis as Advisor- Strategy and Growth in Rose Merc Limited.
5. Note of Execution of SH-4 and completion of investment in Abaca Care Private Limited, resulting in acquisition of 48% stake and the company becoming a subsidiary.



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The requisite details as required in terms of SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are set out in Annexure I to this letter.

The Board Meeting commenced at 04:00 p.m. and concluded on 05:45 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

**Information as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Issuance of Securities:**

Sr. No.	Particulars of Securities	Details of Securities																				
1	Type of securities	Equity Shares and Convertible Warrants ("Warrants")																				
2	Type of issuance	Preferential Issue in accordance with Chapter V of the SEBI ICDR Regulations and other applicable law																				
3	Total number of securities issued or the total amount for which the securities will be issued	3,55,723 (Three Lakh Fifty-Five Thousand Seven Hundred and Twenty-Three) Convertible Warrants ("Warrants") to person belonging to Promoter and Non-Promoter Category at a Price of Rs.90/- (Rupees Ninety Only) per Warrant (including a Premium of Rs.80/- (Rupees Eighty Only)) for an aggregate consideration not exceeding Rs. 3,20,15,070/- (Rupees Three Crores Twenty Lakhs Fifteen Thousand Seventy Only).																				
In case of preferential issues, the listed entity shall disclose the following additional details to the stock exchange(s):																						
i	Name of the Investors	<ol style="list-style-type: none">1. Kirti Chunilal Savla2. Amitkumar Yogendra Singh3. Bharat Ramdas Karnik4. Kshitij Shankar Patil5. Niti Trivedi6. Rajesh Dilip More7. Ravindra Hareshwar Churi8. Siddharth Pramod Bhatkar9. Sunil K Gawad10. Tanveersingh Ahuja11. Vedika Thakur12. Vijay Acharya13. Vikas Kamlakar Phadnis																				
ii	Post Allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles),	<table border="1"><thead><tr><th>Sr. No.</th><th>Name of the Allottees</th><th>Category</th><th>No. of Warrants allotted</th></tr></thead><tbody><tr><td>1</td><td>Kirti Chunilal Savla</td><td>Promoter</td><td>11,111</td></tr><tr><td>2</td><td>Amitkumar Yogendra Singh</td><td>Non-Promoter</td><td>55,556</td></tr><tr><td>3</td><td>Bharat Ramdas Karnik</td><td>Non-Promoter</td><td>500</td></tr><tr><td>4</td><td>Kshitij Shankar Patil</td><td>Non-</td><td>1,000</td></tr></tbody></table>	Sr. No.	Name of the Allottees	Category	No. of Warrants allotted	1	Kirti Chunilal Savla	Promoter	11,111	2	Amitkumar Yogendra Singh	Non-Promoter	55,556	3	Bharat Ramdas Karnik	Non-Promoter	500	4	Kshitij Shankar Patil	Non-	1,000
Sr. No.	Name of the Allottees	Category	No. of Warrants allotted																			
1	Kirti Chunilal Savla	Promoter	11,111																			
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		Promoter	
5	Niti Trivedi	Non-Promoter	55,556
6	Rajesh Dilip More	Non-Promoter	250
7	Ravindra Hareshwar Churi	Non-Promoter	250
8	Siddharth Pramod Bhatkar	Non-Promoter	250
9	Sunil K Gawad	Non-Promoter	250
10	Tanveersingh Ahuja	Non-Promoter	1,11,000
11	Vedika Thakur	Non-Promoter	40,000
12	Vijay Acharya	Non-Promoter	30,000
13	Vikas Kamlakar Phadnis	Non-Promoter	50,000
	Total		3,55,723
	Issue Price: Warrants at an issue price of Rs.90/- (Rupees Ninety only) (including a premium of Rs.80/- (Rupees Eighty only) per Warrant.		
iii	Number of investors;	13 (Thirteen)	
iv	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	<ol style="list-style-type: none">1. The proposed allottees, as stated above, having already paid 25% of the total consideration need to pay balance 75% of the consideration prior to conversion of warrants into equity shares.2. Each of the Warrant upon exercise of option of conversion shall be convertible into 1 (One) Equity Share having face value of Rs.10/- (Rupees Ten only) each.3. The tenure of the Warrants is 18 months from the date of allotment of such warrants.4. The Warrants shall be convertible in one or more tranches within the specified tenure.	



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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;	Name of the Entity: Rahi Pakhle RM Private Limited <table border="1"><thead><tr><th>Particular</th><th>Amount</th><th>Percentage</th></tr></thead><tbody><tr><td>Revenue</td><td>75,000</td><td>0.009%</td></tr><tr><td>Net worth</td><td>58,330</td><td>0.017%</td></tr></tbody></table>	Particular	Amount	Percentage	Revenue	75,000	0.009%	Net worth	58,330	0.017%
Particular	Amount	Percentage									
Revenue	75,000	0.009%									
Net worth	58,330	0.017%									
B.	Date on which the agreement for sale has been entered into;	Not applicable									
C.	The expected date of completion of sale/disposal;	Not applicable									
D.	Consideration received from such sale/disposal;	Not applicable									
E.	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof;	Not Applicable									
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

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;	Name of the Entity: 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/ disposal ;	The sale of Stake is expected to be completed within a period of 1 month.									
D.	Consideration received from such sale/ disposal ;	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;	Not Applicable									
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

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.	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 border="1"><thead><tr><th>Financial Year</th><th>Amount</th></tr></thead><tbody><tr><td>2023-24</td><td>Nil</td></tr><tr><td>2024-25</td><td>20755.78</td></tr></tbody></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	Completed						



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	the acquisition.	
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



Vikas Phadnis, Co-founder of Lighthouse Learning Group, (formerly known as EuroKids International Ltd), has successfully built and sold his education enterprise after an exciting journey spanning over two decades. Over the past 20+ years, he has contributed significantly to build the education sector in India with over 1700+ pre-schools and a chain of 40+ leading K12 educational institutions across south Asia and middle east.

After successfully divesting his stakes in EuroKids to American PE major KKR in September 2019 in a landmark transaction in India's education sector, Vikas has embarked on a new journey of Coaching-Mentoring-Investing by launching Auctus Capital Services, (www.auctuscapital.in) a firm which coaches, mentors and invests intellectual, human and monetary capital in middle to late stage start-ups. As a leadership Coach Vikas has been trained to work with Founders, CEOs, CXOs across sectors which enables Auctus to work in sectors as diverse as ed-tech to health-tech to hr-tech to logistics.

Some of the companies where vikas has invested & is a board member are:

- Mountain Trails India: A growth stage startup from F&B sector having successfully launched a leading chain of stores across the country; under the brand **ChaiPoint**.
- Sapient Health & Beauty: A beauty & wellness company with 40+ years' legacy. Brand **Richfeel** is pioneer in India's trichology sector. Today the company boasts of a strong e-com/q-com presence and a robust offline business through the country.
- Prozo Ltd: A 4PL tech-platform which offers cutting-edge solutions in logistics & warehousing.
- Heuristics Digital Tech: An B2B HR-tech firm offering L&D platform for large corporates with presence across India, Europe, SE Asia and the MENA region. Brand Disprz boasts of client list with logos like Amazon (India, Japan, Mexico, EU), Mahindra Group, IIFL (360One) and a multiple MNC banks, public sector undertakings from SE Asia, India & MENA region.
- Adventum Student living: A leading name in study abroad space which is no 2 in the UK PBSA (Purpose Built Student Accommodation) sector. The company provides solutions for student accommodation, study loans and student counselling, through three of its business verticals under brands **UniAcco**, **UniCredits** and **UniScholarz**
- Mountain Trails India: Apart playing the role of Board member, Vikas also Has been adding value as an Executive Coach for twelve of Sr management team members of **ChaiPoint** for the past 15 months.

Apart from the above, Vikas plays a role of an advisor/consultant or a coach for the following companies:

- E-City Ventures: Organisations which runs a chain of cinemas & malls under the brand name of Fun Republic, aims to launch a chain of K-12 schools across India. Vikas is advising them from concept to construction to academic ops.
- VerbaFlo.ai: An early stage startup in AI space hired Vikas as a consultant to help them raise pre-series A round. The round was successfully closed with \$2 mn raise at \$15mn valuation from a strategic investor from UK. Currently Vikas is advising the startup in their Org build-up and People & Culture initiatives.
- Ambrosian Well-being: A leading B2B mental health & well-being start-up has appointed Vikas as an advisor to help them in their growth journey.

An avid reader and a sports enthusiast, Vikas lives in Mumbai with his wife Namita.