



**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 24, 2026

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

Kind Attention: Corporate Relationship Department

BSE Script Code: 512115; Scrip ID: ROSEMER

Subject: Intimation pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

In furtherance to the outcome of the Board meeting filed on April 10, 2026, and the intimation for execution of the binding term sheet filed on April 13, 2026, we would like to intimate the Stock Exchange that the Company has signed a Share Subscription Agreement ("**SSA**") to record the terms of the proposed acquisition of 30.01% of the post issued share capital of Virtual Gain Technologies Private Limited ("**Virtual**"), by way of subscription to 4,288 equity shares of Virtual, having face value of Rs.10 each ("**Subscription Shares**"), for an aggregate amount of Rs.1,00,00,000, ("**Transaction**").

The requisite details of the Transaction and the SSA are set out in **Annexures A and B** hereto as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations.

Kindly take on record the aforesaid and acknowledge the receipt of the same.

Thanking You,
Yours Faithfully

For Rose Merc Limited

Vaishali Parkar Kumar
Managing Director
DIN: 09159108

Annexure A

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 ("Virtual").</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
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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 being acquired belongs	Fintech and Technical Service Provider								
4.	Objects and impact 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 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.								



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No	Particulars	Details								
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 SSA.								
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 (" Subscription Shares ").								
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 Last 3 years turnover: (Amount in Rupees) <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
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11.	Country in which the acquired entity has presence and any other significant information	India								

Annexure B

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 Share Subscription Agreement

No	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered	<ul style="list-style-type: none"> Virtual Gain Technologies Private Limited ("Virtual") Amitkumar Singh and Niti Trivedi (collectively the "Promoters") Rose Merc Limited ("Rose Merc")
2.	Purpose of entering into the agreement	To record the terms of the proposed acquisition of 30.01% of the post issued share capital of Virtual, by way of subscription to 4,288 equity shares of Virtual, having face value of Rs.10 each (" Subscription Shares "), for an aggregate amount of Rs.1,00,00,000.
3.	Shareholding, if any, in the entity with whom the agreement is executed	30.01% of the post issued share capital of Virtual
4.	Significant terms of the agreement (in brief) 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.;	<p>Rose Merc will, amongst others, be entitled to:</p> <ul style="list-style-type: none"> appoint majority directors on the Board of directors of Virtual; reserved matters, requiring prior approval of Rose Merc; further funding and anti dilution rights. <p>The aforesaid rights of Rose Merc in Virtual will be recorded in a shareholders agreement proposed to be executed between the parties.</p>
5.	Whether the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	No. The Promoter/ Promoter Group/Group Companies do not have any interest in Virtual.
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length	NA



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No	Particulars	Details
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued;	Issue price of the equity shares of Virtual will be Rs.2,332 per share, aggregating to Rs.1,00,00,000.
8.	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	To be decided.