

December 09, 2025

To,
The Corporate Relations Department,
BSE Limited,
PJ Tower, Dalal Street,
Fort, Mumbai – 400001

BSE Scrip Code: 512115 Scrip ID: ROSEMER

Sub: Intimation of Execution of Non-Binding Letter of Intent for Proposed Acquisition of 30% Equity Stake in Virtual Gain Technologies Pvt Ltd.

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

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the SEBI circulars issued thereunder, we wish to inform you that Rose Merc Ltd (the “Company”) has, on December 08, 2025 (and accepted by the sellers on December 09, 2025), executed a non-binding Letter of Intent (“LOI”) expressing its intention to acquire 30% of the issued and paid-up share capital of Virtual Gain Technologies Private Limited (“VGTP”), an unlisted private limited company incorporated in India.

The LOI is non-binding in nature (except for provisions relating to confidentiality, governing law and costs) and completion of the proposed transaction will be subject to satisfactory legal, tax and operational due diligence, receipt of all necessary internal, shareholder and regulatory approvals, execution and filing of the amended Memorandum and Articles of Association reflecting the revised shareholding and board structure, and the execution of a mutually acceptable Share Purchase Agreement along with all related transaction documents.

About Virtual Gain Technologies Pvt Ltd

VGTP is a dynamic and innovative technology company at the forefront of digital commerce and financial services. As the owner of technology provided to its various other platforms like Fynzon, Markzon, Payzon, and FynzonPay, the company is dedicated to revolutionizing the way people engage in buying, selling and transacting online. VGTP intends to scale up its payment aggregators business like Payzon platform designed to simplify and streamline the payment process for businesses and consumers alike.

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 is annexed under **Annexure-A**.



**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

This intimation is also being uploaded on the Company's website in accordance with SEBI LODR requirements.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,

For ROSE MERC LIMITED

Vaishali Parkar Kumar

Executive Director

DIN: 09159108

Annexure A

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><u>Name of The Target Company:</u> Virtual Gain Technologies Private Limited having Registered office at Viman Nagar, Pune 411014.</p> <p><u>Authorized Capital, Paid-up Capital & Issued Capital:</u> 100,000.</p> <p><u>Business of Target Company:</u> IT/technology sector</p> <p><u>Last 3 Years Turnover:</u> (Amount in INR)</p> <table><tr><th>Financial Year</th><th>Amount</th></tr><tr><td>2024-25</td><td>98,87,700</td></tr><tr><td>2023-24</td><td>64,62,800</td></tr><tr><td>2022-23</td><td>5,24,000</td></tr></table>	Financial Year	Amount	2024-25	98,87,700	2023-24	64,62,800	2022-23	5,24,000
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2023-24	64,62,800									
2022-23	5,24,000									
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”.	No, the acquisition does not fall within the related party transaction.								
c)	Industry to which the entity being acquired belongs.	IT/technology sector								
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).	The objective of Rose Merc Ltd in undertaking this acquisition is to strengthen and expand its presence in the e-commerce and digital technology space by leveraging the technical expertise, web-development capability, and e-commerce solutions offered by Virtual Gain Technologies Pvt Ltd.								
e)	Brief details of any governmental or regulatory approvals required for the acquisition.	Not applicable								
f)	Indicative time period for completion of the acquisition.	As per Share Purchase Agreement								



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g)	Nature of consideration - whether cash consideration or share swap and details of the same.	Cash Transaction								
h)	Cost of acquisition or the price at which the shares are acquired.	INR 15,00,00,000 (Rupees Fifteen Crore only)								
i)	Percentage of shareholding / control acquired and / or number of shares acquired.	30%								
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).	<p>Virtual Gain operates as an IT / digital-services company. Its core services and specialities reportedly include:</p> <p>Web design and web application development, Graphic design, E-commerce solutions / e-commerce platform / online-commerce services, IT consulting and general IT services, Digital marketing support and Startup support services (for nascent businesses).</p> <p>The company positions itself as a “360° IT solution” provider — implying a full-stack digital services business: from design/development to e-commerce and marketing.</p> <p><u>Last 3 Years Turnover:</u> (Amount in INR)</p> <table><tr><th>Financial Year</th><th>Amount</th></tr><tr><td>2024-25</td><td>98,87,700</td></tr><tr><td>2023-24</td><td>64,62,800</td></tr><tr><td>2022-23</td><td>5,24,000</td></tr></table>	Financial Year	Amount	2024-25	98,87,700	2023-24	64,62,800	2022-23	5,24,000
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Kindly take the same on your records.

Thanking you,

Yours faithfully,

For ROSE MERC LIMITED

Vaishali Parkar Kumar
Executive Director
DIN: 09159108