

Date: 29 January, 2026

**To,
The Corporate Relations Department,
BSE Limited,
P J Tower, Dalal Street,
Fort, Mumbai-400001**

BSE Scrip Code: 512115
Scrip ID: ROSEMER

Kind Attn: Corporate Relationship Dept.

Sub: In Compliance of Regulation 30 of the SEBI (LODR) Regulations, 2015 – Outcome of Board Meeting held on Thursday, January 29, 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., Thursday, January 29, 2026 inter alia, transacted, discussed and approved following businesses:

1. The Notice of Postal Ballot.
2. Appointment of Deepak Rane (M. No. 24110 CP 8717), Practicing Company Secretary to act as the "Scrutinizer" for remote e-Voting process and to provide the Scrutinizer Report with respect to the result of Postal Ballot.
3. To alter Object Clause of the Memorandum of Association (MoA) of the Company, subject to approval of the Members of the Company.
4. The increase in the Authorised Share Capital of the Company from Rs. 20 Crore to Rs 25 Crore, subject to approval of the Members of the Company.
5. The alteration of Clause V of Memorandum of Association, subject to approval of the Members of the Company.
6. Based on the recommendation of the Nomination and Remuneration Committee, the Board has approved the change in designation of Ms. Vaishali Parkar Kumar (DIN: 09159108) from Whole-time Director & CFO to Managing Director & CFO on the Board of Directors of the Company not liable to retire by rotation, w.e.f January 29, 2026 upto her remaining term i.e. October 15, 2028, subject to the approval of the Members of the Company.
7. The inter-corporate loan extended to our board-controlled subsidiary, Navi Mumbai Premier League Private Limited (NMPL), amounting to ₹5,00,00,000 (Rupees Five Crore only).
8. To Offer, issue and allot 41,111 Equity Warrants convertible into 41,111 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 Promoter and Non-promoters, for cash consideration.

9. Property investment upto 8 crore for buying land of about 1.20 hectares at Lohgad, Lonavala. **(Together with the property investment approved at the Board Meeting held on 23 January, the Company's total investment in properties would aggregate to approximately ₹9.30 crore)**
10. Any other matter with the permission of the Chair.

The brief details of alteration in MoA as required under Regulation 30 read with Part A of the Schedule III of the SEBI (LODR) Regulations, 2015 are annexed herewith as **Annexure – I and Annexure – II.**

The relevant details pursuant to Regulation 30 of the Listing Regulations in relation to the change in Director are enclosed as **Annexure III.**

In accordance with the provisions of Regulation 30 read with Schedule III of the LODR Regulations and SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, the details of Inter-corporate Loan transaction, are given in **Annexure-IV.**

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-V.**

Kindly take the same on your record and oblige us.

The Board Meeting commenced at 04:00 p.m. and concluded on 04:40 p.m.

Thanking You.

Yours faithfully,
For ROSE MERC LIMITED

Vaishali Parkar Kumar
Executive Director
DIN: 09159108



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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

Annexure – I

Particulars	Details
Alteration of Object Clause of the Memorandum of Association (MoA) of the Company	<p>1. The existing Main Object Clause 5 of the Memorandum of Association be shifted to the Other Object Clause 1, which shall read as follows:</p> <p><i>“To deal in precious stones, diamonds, pearls, jewellery, watches, clock, chronometers, gold and silver plates, electroplated cutlery, presents and gifts, coins, coins, cups, meals, shields, curious articles of virtue, art and antiquities, dressing bags, hand bags and bronzes.”</i></p> <p>2. The existing Other Object Clause 1 of the Memorandum of Association be shifted and redesignated as Main Object Clause 5, which shall read as follows:</p> <p><i>“To purchase, lease exchange or otherwise acquire land, building and other improvable properties of any type or description and rights connected with the land and turn the same into account in any manner, whatsoever, and particular by preparing building sites, opening road and constructing, altering improving, decorating, furnishing and maintaining office, flats, shops, building, etc and by connecting or sub-dividing properties and by leasing or disposing off the same.”</i></p>

Annexure – II

Sr. No.	Particulars	Details
1.	Amendments to memorandum of association of listed entity, in brief	<p>To increase the Authorised Capital of the Company from Rs. 20 Crore to Rs. 25 Crore, subject to the approval of the Shareholders of the Company. Accordingly, it is proposed to substitute the existing Clause V of the Memorandum of Association with the following new Clause V.</p> <p><i>“The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty- Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only)”</i></p>
2.	Amendments to articles of association of listed entity, in brief	Not Applicable



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Annexure III.

Details of change in designation of Ms. Vaishali Parkar Kumar as Managing Director of the company

Sr. No.	Particulars	Details
1.	Reason of Intimation	Change in designation of Ms. Vaishali Parkar Kumar (DIN: 09159108) as Managing Director & CFO of the company from the present position of Whole Time Director & CFO of the company, not liable to retire by rotation.
2.	Date of Appointment & term of appointment	Change in designation for a period of her remaining term i.e. from January 29, 2026, to October 15, 2028 subject to the approval of Shareholders by Postal Ballot.
3.	Brief profile	Ms. Vaishali Parkar Kumar holds a master's degree in finance from Mumbai University. She is a multi – disciplined professional with over 18 years of experience in the field of Investments and Equity Research specializing across multiple sectors.
4.	Disclosure of relationships between Directors (in case of appointment of a director)	No relationship with other Directors, Manager and other Key Managerial Personnel
5.	Information as required under BSE circular Number LIST/COM/14/2018-19 dated June 20, 2018.	Ms. Vaishali Parkar Kumar is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

Annexure-IV

Particulars	Details
Name(s) of parties with whom the agreement is entered	Navi Mumbai Premier League Pvt Ltd (NMPL)
Purpose of entering into the agreement	Inter Corporate Loan.
Size of agreement	INR 5 Crore
Shareholding, if any, in the entity with whom the agreement is executed	The Company holds 25% stake in Navi Mumbai Premier League Pvt Ltd (NMPL)
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.	Not Applicable
Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	No, NMPL is the subsidiary company of the Company.
Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Yes, the transaction is at arm's length basis.
In case of issuance of shares to the parties, details of issue price, class of shares issued	Not Applicable
In case of loan agreements, details of lender/borrower, nature of the loan, total amount of loan granted/taken, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders / by the borrowers for such loan or in case outstanding loans lent to a party or borrowed from a party become material on a cumulative basis	Lender: Rose Merc Limited Borrower: Navi Mumbai Premier League Pvt Ltd Nature of loan: Unsecured Amount of loan: INR 5 Crore Date of execution of Loan Agreement: NA Security provided, if any: Nil Amount of loan outstanding as on date of disclosure: Nil.
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.	Not Applicable
in case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s): i. name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier); v. reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	Not Applicable

Annexure V

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	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 Convertible 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 41,111 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 in cash, for an aggregate consideration of up maximum amount of Rs. 36,99,990/-.																							
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><td>Sr. No.</td><td>Name of the Investors</td><td>No. of Equity Warrants proposed to be subscribed</td><td>Category</td></tr><tr><td>1</td><td>Kirti Chunilal Savla</td><td>11,111</td><td>Promoter</td></tr><tr><td>2</td><td>Vijay Acharya</td><td>30,000</td><td>Non-Promoter</td></tr><tr><td></td><td>Total</td><td>41,111</td><td></td></tr><tr><td colspan="4"></td></tr></table>				Sr. No.	Name of the Investors	No. of Equity Warrants proposed to be subscribed	Category	1	Kirti Chunilal Savla	11,111	Promoter	2	Vijay Acharya	30,000	Non-Promoter		Total	41,111					
Sr. No.	Name of the Investors	No. of Equity Warrants proposed to be subscribed	Category																						
1	Kirti Chunilal Savla	11,111	Promoter																						
2	Vijay Acharya	30,000	Non-Promoter																						
	Total	41,111																							
2)	No. of Investors	2 (Two)																							
3)	Post Allotment of securities - outcome of	Each Warrant would be convertible into, or exchangeable, at an option of Proposed Allottee(s) of warrants (as under Annexure B), within a																							



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	the subscription, issue price / allotted price (in case of convertibles), number of investors;	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