



**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

June 02, 2026

To,
The Corporate Relations Department,
BSE Limited,
PJ Tower, 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,

We refer to the intimation filed with the Stock Exchange on *April 24, 2026*, in relation to the execution of the 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**").

We now wish to intimate the Stock Exchange about the execution of a Shareholders Agreement dated June 01, 2026 ("**SHA**") executed amongst Rose Merc Limited, Virtual and its promoters to record their inter se rights and obligations as the shareholders of Virtual.

The requisite details of the SHA are set out in **Annexures A** hereto.

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 Shareholders Agreement

| No | Particulars | Details |
|----|--|---|
| 1. | Name(s) of parties with whom the agreement is entered | <ul style="list-style-type: none"> Rose Merc Limited ("Rose Merc") Amitkumar Singh and Niti Trivedi (collectively the "Promoters") Virtual Gain Technologies Private Limited ("Virtual") |
| 2. | Purpose of entering into the agreement | To record the inter se rights and obligations of the parties to the SHA as the shareholders of Virtual. |
| 3. | Shareholding, if any, in the entity with whom the agreement is executed | Rose Merc will acquire 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.; | Rose Merc will, amongst others, be entitled to: <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. |
| 5. | Whether the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship; | No. |
| 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 |
|----|---|---|
| 1. | 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. |
| 2. | 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 | After the completion of the Transaction, one of the promoters of Virtual, Amitkumar Singh is proposed to be appointed as a director on the Board of directors of Rose Merc. |