



15/B/4, New Sion Chs Swami Vallabhdas Road,
Opp SIES College, Behind Dmart Store,
Sion West, Mumbai-22.

GSTIN : 27AACCR3663B1ZM
CIN : L93190MH1985PLC035078

Date: May 21, 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, in relation to the fourth amendment agreement to the share subscription agreement dated December 22, 2024, executed to record terms of acquisition of 30.07% stake in Emirates Holding FZ LLC.

Dear Sir/Madam,

Reference is made to the intimations filed with the Stock Exchange on (i) December 23, 2024, pursuant to which Rose Merc Limited ("*Rose Merc*") had informed the Stock Exchange about execution of a share subscription agreement ("*SSA*") by and between Rose Merc, Mohammed Hanif Kasim Shaikh and Emirates Holding FZ LLC ("*Emirates*") to record the terms and conditions of the acquisition by Rose Merc of 30.07% shares of Emirates, (ii) March 27, 2025, pursuant to which Rose Merc informed the Stock Exchange about the acquisition of 30.07% stake in Emirates and Emirates being a board controlled subsidiary of Rose Merc, (iii) March 28, 2025, September 1, 2025, October 14, 2025 and May 21, 2026 pursuant to which Rose Merc informed the Stock Exchange about the execution of the first amendment to the SSA, second amendment to the SSA, third amendment to the SSA and the fourth amendment to the SSA respectively to amend certain understanding recorded in the SSA ("*Amendment Agreements*").

As informed on March 27, 2025, Rose Merc has acquired 30.07% of shares of Emirates. However, the payment of the subscription amount by Rose Merc to Emirates in consideration of the aforesaid acquisition of shares of Emirates ("*Subscription Amount*") will be made in tranches subject to the terms of the SSA read with the Amendment Agreements.

The Parties have executed the fourth amendment agreement to extend the Payment Period and the revise the number of tranches and manner in which the Subscription Amount shall be paid by Rose Merc to Emirates.

We request the Stock Exchange to 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



**ROSE MERC
LIMITED**

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Annexure A

Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

Details of the Fourth Amendment Agreement

	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered	<ul style="list-style-type: none">Rose Merc Limited ("Rose Merc")Mohammed Hanif Kasim ShaikhEmirates Holding FZ LLC ("Emirates")
2.	Nature of agreement	Fourth Amendment Agreement executed on May 20, 2026 (" Amendment Agreement ") to the Share Subscription Agreement dated December 22, 2024, executed by and between Rose Merc, Mohammed Hanif Kasim Shaikh and Emirates (" SSA ").
3.	Purpose of entering into the agreement	To amend certain payment terms in relation to the acquisition by Rose Merc of 30.07% shares in Emirates.
4.	Date of execution of the agreement	May 20, 2026
5.	Details of amendment and impact thereof	Pursuant to the Fourth Amendment Agreement, the Parties have agreed to amend the terms of payment of the subscription amount under the SSA.
6.	Size of agreement	AED 10,869,540
7.	Shareholding, if any, in the entity with whom the agreement is executed	The shareholding of Rose Merc in Emirates Holding is 30.07% of the post issue share capital of Emirates.
8.	Significant terms of the agreement (<i>in brief</i>) 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 has nominated and appointed majority directors on the Board of Directors of Emirates and, as such, Emirates is the board controlled subsidiary of Rose Merc.
9.	Whether the said parties are related to promoter/ promoter group/ group companies in any manner. If yes, nature of relationship	Rose Merc has nominated and appointed majority directors on the Board of Directors of Emirates and, as such, Emirates is the board controlled subsidiary of Rose Merc.
10.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Yes. The transaction is undertaken on arm's length basis.



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	Particulars	Details
11.	In case of issuance of shares to the parties, details of issue price, class of shares issued	AED 252,780 per share <i>(based on the post issue valuation of Emirates)</i>
12.	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	NA
13.	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..	Rose Merc has nominated and appointed Mr. Purvesh Shelatkar and Ms Vaishali Parkar as the nominee directors of Rose Merc on the Board of Emirates.