ROSE MERC LIMITED
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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

Date: July 14, 2026

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

BSE Script Code: 512115;
Scrip ID: ROSEMER

Sub: In Compliance of Regulation 30 of the SEBI (LODR) Regulations, 2015 – Outcome of Board Meeting held on Tuesday, July 14, 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., Tuesday, July 14, 2026 inter alia, transacted, discussed and approved following businesses:

1. The Board has considered and approved, subject to approval of Members through Postal Ballot the offer, issue and allot the following:

a) 3,00,000 Equity Shares of face value Rs. 10/- each at a 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 Non-promoters, for cash consideration.

b) 6,06,111 Warrants convertible into 6,06,111 equity shares of face value Rs. 10/- at a 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 Non-promoters, for cash consideration.

2. To alter Object Clause of the Memorandum of Association (MoA) of the Company, subject to approval of the Members of the Company.

3. Appointment of Mr. Amitkumar Yogendra Singh (Din: 07211331) as an Additional Director designated as Executive Director of the Company and COO of New FinTech Business Segment.

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4. Appointment of Mr. Santosh Gavade (DIN: 10591572) as an Additional Director designated as Independent Director of the Company.

5. The inter-corporate loan extended to our board-controlled subsidiary, Virtual Gain Technologies Private Limited, up to an amount of ₹10,00,00,000 (Rupees Ten Crores Only).

6. The grant of upto 3,50,000 employee stock options under the RML Employee Stock Options Plan 2023 to Mr. Jaymin Bipinchandra Patel, a Senior Vice President– Marketing of Rose Merc Limited which exceeds 1% of the paid-up equity share capital of the Company, as recommended by the Compensation Committee.

7. The Notice of Postal Ballot.

8. 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.

The details required under Regulation 30 of the LODR Regulations read with the SEBI Master Circular no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, are given in **Annexure I, III, IV and VI**

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 – II**

In accordance with the provisions of Regulation 30 read with Schedule III of the LODR Regulations and SEBI Master Circular no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, the details of Inter-corporate Loan transaction, are given in **Annexure-V.**

The Board Meeting commenced at 04:00 p.m. and concluded at 05:18 p.m.

Kindly take the same on record.

Thanking You,
Yours Faithfully,
For Rose Merc Limited

Vaishali Parkar Kumar
Digitally signed by Vaishali Parkar Kumar
Date: 2026.07.14 19:56:34 +05'30'

Vaishali Parkar Kumar
Managing Director
DIN: 09159108

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Annexure I

Disclosure of Event and Information pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with the SEBI Master Circular no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026.

Sr. No	Particulars of Securities	Details
a)	Type of securities proposed to be issued	1. Equity Shares of face value Rs. 10/- per share 2. Equity Warrants convertible into equivalent number of Equity Shares of face value Rs. 10/- per share
b)	Type of issuance	Preferential Issue under Chapter V of SEBI ICDR Regulations, 2018.
c)	Total number of securities proposed to be issued or the total amount for which the securities will be issued	1. Upto 3,00,000 Equity shares of face value Rs. 10/- per share. 2. Upto 6,06,111 Equity Convertible Warrants convertible into equivalent number of Equity Shares of face value Rs. 10/- per share.
d)	Issue Price	Rs. 90/- per share (including premium of Rs. 80/- per share)
e)	In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):	
i)	Name of Investors and their corresponding subscription of No. of Warrants / Equity Shares	A. Issue of Equity Shares (see table A below)
		B. Issue of Convertible Warrants (see table B below)

A. Issue of Equity Shares

Sr. No.	Name of the Investors	No. of Equity Shares subscribed proposed to be subscribed	Category
1	Zclus (India) Limited	3,00,000	Non-Promoter
Total		**3,00,000**	

B. Issue of Convertible Warrants

Sr. No.	Name of the Investors	No. of Equity Warrants proposed to be subscribed	Category
1	Bhupendra Ramashrya Lal Sinha	50,000	Non-Promoter
2	Pramod Govind Agare	5,000	Non-Promoter
3	Aryan Arunkumar Hegde	29,165	Non-Promoter
4	Ankit Malik	24,000	Non-Promoter
5	Sunil Malik	5,169	Non-Promoter
6	Julee Hitesh Rathod	15,111	Non-Promoter
7	Ramawatar Babulal Jajodia	1,61,000	Non-Promoter
8	Amitkumar Yogendra Singh	1,50,000	Non-Promoter
9	Niti Trivedi	1,50,000	Non-Promoter
10	Barot Ajaykumar Kanubhai	16,666	Non-Promoter

		Total		**6,06,111**	
ii)	**Post Allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;**	NA			
iii)	**in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;**	NA			
iv)	**Tenure/ Conversion**	In case of Equity Warrants Convertible into Equity shares: - a. The tenure of the convertible securities of the issuer shall be 18(eighteen) months from the date of their allotment. b. An amount equivalent to at least twenty-five per cent. of the consideration determined in terms of regulation 164 shall be paid against each warrant on or before the date of allotment of warrants and the balance seventy-five per cent of the consideration shall be paid at the time of allotment of the equity shares pursuant to exercise of options against each such warrant by the warrant holder. c. In case if the warrant holders do not exercise the option to convert the warrants into equity shares within the above stated period of 18 months than such warrants (to the extent not converted) shall lapse and the initial sum of twenty five percent of offer price paid on such warrants shall be forfeited by the Company.			

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Annexure II

Sr. No.	Particulars	Details
1.	Amendments to memorandum of association of listed entity, in brief	**1. Deletion of existing Clause III(A)(6) and Clause III(A)(7) of the Main Objects of the Memorandum of Association of the Company:** **Clause 6:** To carry on the business of manufacturers, designers, repairers, installers, merchants, importers, exporters, agent for sale and distributors of and dealers in water processing equipment's and purifiers, and water softeners of every description, and all appliances equipment's, materials, apparatus, articles and things required for use in connection therewith or in connection with the purifying, filtering, softening, storage and supply of water, and of and in water filtration, sterilization, sedimentation and softening, plant, machinery and materials, and reagent measuring apparatus, wet and dry feeders, zeolite and base exchange plant, heating, chlorinating and ozonizing apparatus of all kinds, importers, manufacturers of and dealers in chemicals, electrical, industrial and other preparation, articles and compounds and minerals, chemists and chemical manufacturers, and to make, build, construct, lay down and maintain water purification plant, reservoirs, waterworks, cisterns, culverts, filter beds, main and other pipes, and appliances, and to execute and do all other work and things necessary or convenient for obtaining storing, selling, delivering, measuring and distributing water. **Clause 7:** To generate, accumulate, transmit, distribute, purchase, sell and supply electric power or any other energy from conventional/non-conventional energy by Bio-Mass, Bio-Fuels, Hydro, Thermal, Gas, Air, Diesel oil, or through renewable energy sources, Wind mill or another means/ source on a commercial basis and to construct, lay down, establish, operate and maintain power/energy generating stations, including buildings, structures, works, machineries, equipment's, cables, wires, lines, accumulators, lamps, and works and to undertake or to carry on the business of managing, owning, controlling, erecting, commissioning, operating, running, leasing or transferring Power plants and Plants based on conventional or non-conventional energy source, thermal power plants, atomic power plants, solar energy plants, wind energy plants, mechanical, electrical, hydel, civil engineering works, Boiler houses, steam Turbines, Switch Yards, Transformer Yards, Sub stations, Transmission Lines, Accumulators, Workshops. To carry on the business as consultants and Contractors in setting up of all types for production of Electrical energy. **2. Insertion of new Clauses III(A)(4), III(A)(5) and III(A)(6) in Clause III(A) – Main Objects of the Memorandum of Association of the Company, which shall read as follows:** **Clause 4:** To carry on the business as a Payment Aggregator ("PA"), subject to

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obtaining prior authorization from the Reserve Bank of India under Section 18 read with Section 10(2) of the Payments and Settlement Systems Act, 2007 and the applicable rules, regulations, guidelines, directions and notifications issued thereunder from time to time, for facilitating electronic and digital payment transactions for merchants, ecommerce platforms and other businesses; to provide payment aggregation, payment gateway, payment processing and other ancillary services; to enable the acceptance, authorization, processing, collection, pooling, settlement and transfer of payments through various payment instruments and digital payment channels; to facilitate integration between customers, merchants, acquiring banks, payment systems and other participants in the payment ecosystem; and to undertake all activities incidental or ancillary thereto, in accordance with the applicable laws and regulatory approvals.

Clause 5: To apply for and obtain authorization from the Reserve Bank of India for issuing, operating and managing Prepaid Payment Instruments ("PPIs"), including but not limited to Closed, Semi-Closed and Open System Prepaid Payment Instruments, ewallets, co-branded wallets and such other prepaid payment instruments as may be permitted by the Reserve Bank of India from time to time, and to issue, operate, manage, distribute, process, reload, redeem, settle and administer such instruments, together with all related payment, collection, settlement, technology-enabled and ancillary services, subject to the applicable laws, regulations, guidelines, directions and approvals issued by the Reserve Bank of India and other competent authorities from time to time.

Clause 6: To carry on the business of providing online, real-time electronic transaction processing, payment switching, payment routing, payment authentication, financial and non-financial transaction processing, payment gateway services, merchant acquiring support services and other technology-enabled payment solutions through multiple delivery channels and payment systems, including internet platforms, mobile applications, Point of Sale (POS) terminals, Automated Teller Machines (ATMs), QR code-based payment systems, Unified Payments Interface (UPI), cards, net banking and such other digital payment mechanisms as may be permitted by law, in India and abroad, subject to obtaining the requisite statutory, regulatory and governmental approvals wherever required.

3. Alteration of Clause III(B) – Objects Incidental or Ancillary to the Attainment of Main Objects of the Memorandum of Association, which are as follows:

Accordingly, the existing clauses are proposed to be substituted with the following clauses:

Clause No. 17: To enter into and carry into effect any arrangement for the merger or amalgamation of the company with any other company or for the merger or amalgamation of any other company with this company or to enter into partnership or into any arrangement for joint working in business or for sharing profits, union of interests, cooperation, joint venture or reciprocal concession or otherwise with any

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		person, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company. Clause No. 35A: Subject to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder..."and the directives of Reserve Bank of India to borrow or raise money or to receive money or deposit or loan at interest or otherwise in such manner at the company may think fit and in particular by the issue of promissory notes, bill of exchange and/or debentures, or debenture stock(perpetual or otherwise)and/or other bonds whether convertible into shares of this or any other Company or not and to secure the repayment of any such money borrowed, raised or received, growing by mortgage, pledge charge or lien upon all or any of the property, assets or revenue of the Company (both present and future) including its uncalled capital and to give the lenders or creditors the power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities and to also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or other person, firm or Company of any obligation undertaken by the company or any other person firm or company as the case may be Clause No. 35B: To borrow or take loans from individuals firms, Companies corporations, financing houses, Government and Semi-Government institution and to secure repayment thereof in such manner as may be thought fit subject to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, the applicable directions of the Reserve Bank of India and other applicable laws for the time being in force. Clause No. 48: To distribute in specie or otherwise, as may be resolved, any property or assets of the Company or the proceeds of sale or disposal of any property or assets of the Company, including the shares, debentures or other securities of any other company formed or incorporated for the purpose of acquiring or taking over the whole or any part of the assets, business or liabilities of the Company, subject to the applicable provisions of the Companies Act, 2013 and other applicable laws, in the event of the winding up of the Company. Clause No. 60: To support, contribute, donate, subscribe or otherwise provide, in cash or in kind, to any individual, body of individuals, charitable, religious, educational, scientific, social, cultural or other public institutions, trusts, funds, clubs, societies, associations or other organisations for any lawful purpose, subject to the applicable provisions of the Companies Act, 2013, the rules made thereunder and other applicable laws for the time being in force.
2.	Amendments to articles of association of listed entity, in brief	Not Applicable

Annexure III

Sr. No.	Particulars	Details
A.	**Name of the Director**	Mr. Amitkumar Yogendra Singh (DIN: 07211331)
B.	**Reason for change (appointment)**	Appointment as an Additional Executive Director with effect from 14th July, 2026.
C.	**Date of appointment & Term of appointment**	14th July, 2026. Appointed as an Additional Executive Director with effect from 14th July, 2026 till July 13, 2031, subject to approval of shareholders.
D.	**Brief profile**	Mr. Amitkumar Yogendra Singh is a technology entrepreneur with over a decade of experience in developing and scaling innovative business ventures across India and the UAE. He completed his Bachelor of Technology (B.Tech.) in 2015 and has since been actively engaged in the fields of technology development, fintech, real estate, and Web3 technologies. He has played a key role in conceptualizing and implementing technology-driven solutions for businesses. His expertise spans digital platforms, financial technology, blockchain-based applications, and business transformation initiatives. He possesses extensive experience in identifying emerging market opportunities and executing technology-led growth strategies. His cross-border exposure has enabled him to successfully manage projects in diverse business environments. He is committed to innovation, operational excellence, and sustainable business growth. His strategic vision and leadership continue to contribute significantly to the organizations he is associated with.
E.	**Disclosure of relationship between Directors and Key Managerial Personnel inter-se**	N.A

Annexure IV

Sr. No.	Particulars	Details
A.	**Name of the Director**	Mr. Santosh Sambhaji Gavade (DIN: 10591572)
B.	**Reason for change (appointment)**	Appointment as an Additional Independent Director with effect from 14th July, 2026.
C.	**Date of appointment & Term of appointment**	14th July, 2026. Appointed as an Additional Independent with effect from 14th July, 2026 till July 13, 2031, subject to approval of shareholders.
D.	**Brief profile**	Mr. Santosh Sambhaji Gavade is currently Free Lancer – Legal Practitioner, Arbitrator, Mediator, Advocate – Litigation as well as Documentation Working for last 12 years appearing in Court on Original Side, Appellate side (Civil) High Court, Bombay with respect to Civil/Commercial Matters regarding Land and Property, Labour disputes including City Civil Court at Bombay, Small Causes Court at Bombay, DRT, NCLT, Consumer Court/Co-operative Court, RERA/REAT, CEGAT/CESTAT/GSTAT/ MAT/CAT in the State of Maharashtra and Appellate Courts as regards matters for specific performance suits / Arbitrations, Revenues matters, Rent Act matters, redevelopment of Societies/Land Lord-Tenant Properties, MHADA, Human Rights Commission… Conducting Arbitrations and Mediations on the Panel of Bombay High Court. Legal Aid Advocate for Bombay High Court. Worked on various infra projects for indirect tax optimization like waste to energy projects, solar projects, water supply projects (ICB), security projects, oil refinery projects, port terminals, power generation/transmission/distribution projects, roads/bridges etc. Auditing Indirect Taxation function of group of companies for compliances and tax optimization.
E.	**Disclosure of relationship between Directors and Key Managerial Personnel inter-se**	N.A

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Annexure V

Particulars	**Details**
Name(s) of parties with whom the agreement is entered	Virtual Gain Technologies Private Limited
Purpose of entering into the agreement	Inter Corporate Loan.
Size of agreement	INR 10 Crore
Shareholding, if any, in the entity with whom the agreement is executed	The Company holds 30.01% stake in Virtual Gain Technologies Private Limited
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, Virtual Gain Technologies Private Limited 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: Virtual Gain Technologies Private Limited Nature of loan: Unsecured Amount of loan: INR 10 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

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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 VI

Sr. No	Particulars of Securities	Details of Securities
a)	Type of securities proposed to be issued	RML Employee Stock Option Plan 2023
b)	Type of issuance	ESOP
c)	Total number of securities proposed to be issued or the total amount for which the securities will be issued	Upto 3,50,000 employee stock options
d)	Issue Price	To be decided by the Compensation Committee on the date of the grant of options.
e) In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):		
i)	Investors and their corresponding subscription of No. of Warrants / Equity Shares	see table below
ii)	Post Allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;	**NA**
iii)	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	**NA**
iv)	Tenure/ Conversion	As per Terms specified in the RML Employee Stock Option Plan 2023

Sr. No.	Name of the ESOP Grantee	No. of Employee Stock Options to be granted	Category
1	Mr. Jaymin Bipinchandra Patel	3,50,000	Non- Promoter
	Total	**3,50,000**	