



**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

**Date: May 25, 2026**

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

BSE Script Code: 512115;  
Scrip ID: ROSEMER

**Subject: Disclosure under Regulation 30 of SEBI (LODR) Regulations, 2015 – Execution of Term Sheet with ZCLUS India Limited.**

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015, we would like to intimate the Stock Exchange that the Company has signed a non-binding term sheet ("**Term Sheet**") to record the board terms of the proposed acquisition of 23.08% of the post issued share capital of ZCLUS India Limited ("**ZCLUS**"), by way of subscription to 3,000 equity shares of ZCLUS, having face value of Rs.10 each ("**Subscription Shares**"), for an aggregate amount of Rs.18,00,00,000, ("**Transaction**").

The requisite details of the Transaction are set out in **Annexures A** hereto as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations.

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



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### 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 Proposed Acquisition

No	Particulars	Details										
1.	Name of the Target Entity, details in brief such as size, turnover etc.	<p>ZCLUS (India) Limited, a company incorporated and registered under the Companies Act, 2013, with corporate identification number U72900MH2016PLC381040, having its registered office at A206, Kanakia Wallstreet, Andheri Kurla Road, Andheri East, Mumbai 400 093, India ("<b>ZCLUS</b>").</p> <p>Zclus is a subsidiary of Zest Consulting LLC, a USA-based company located in Pleasanton, California. The company specialises in ERP services (SAP), digital transformation, RPA, and talent acquisition. Zclus operates as an ISO and HIPAA-certified company, with significant offshore offices in Mumbai and Hyderabad, serving global clients, particularly in the USA.</p> <p>Last 3 years turnover: (Amount in Rupees)</p> <table border="1"><thead><tr><th>Financial Year</th><th>Amount</th></tr></thead><tbody><tr><td>2022-23</td><td>21,01,50,400</td></tr><tr><td>2023-24</td><td>18,71,52,150</td></tr><tr><td>2024-25</td><td>19,55,24,420</td></tr><tr><td>2025-26 (Provisional)</td><td>25,18,43,026</td></tr></tbody></table>	Financial Year	Amount	2022-23	21,01,50,400	2023-24	18,71,52,150	2024-25	19,55,24,420	2025-26 (Provisional)	25,18,43,026
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2.	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".	Not a related party transaction. The Promoter/ Promoter Group/Group Companies do not have any interest in ZCLUS.										
3.	Industry to which the entity being acquired belongs	IT Services										
4.	Objects and impact 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)	This acquisition would enable Rose Merc to facilitate the achievement of its strategic objectives of supporting our proposed fintech division and other tech support, subject to the receipt of all necessary authorisations, consents and approvals, including those from its shareholders and the relevant governmental and regulatory authorities in India.										
5.	Brief details of any governmental or	NIL										



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No	Particulars	Details										
	regulatory approvals required for the acquisition											
6.	Indicative time period for completion of the acquisition	Subject to the satisfactory completion of the diligence of ZCLUS and fulfilment of other conditions precedent, the parties will complete the proposed transaction within the time period agreed under the definitive agreements proposed to be executed amongst the parties.										
7.	Nature of consideration - whether cash consideration or share swap and details of the same	Cash Consideration of Rs.18,00,00,000, being the subscription amount payable by Rose Merc for the 3,000 equity shares of ZCLUS (" <b>Subscription Shares</b> ").										
8.	Cost of acquisition or the price at which the shares are acquired	The issue price of the Subscription Shares shall be Rs.60,000 per share, aggregating to Rs. 18,00,00,000.										
9.	Percentage of shareholding/control acquired and/or number of shares acquired	23.08% of the post issued share capital of ZCLUS, computed on a fully diluted basis.										
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover	<p>ZCLUS India Limited, is a wholly owned subsidiary of USA based ZEST Consulting LLC, which is a fast-growing global IT services and digital transformation company delivering enterprise technology solutions to global clients. The company specializes in SAP, Workday, Cloud, Data &amp; AI, Automation and Managed Services across multiple industries. Backed by a strong execution-driven leadership team and global delivery capabilities, ZCLUS growth strategy is anchored on expanding global client relationships, strengthening high-value technology capabilities, and pursuing strategic inorganic growth opportunities.</p> <p>Date of Incorporation – July 9, 2016</p> <p>Last 3 years turnover: (Amount in Rupees)</p> <table border="1"> <thead> <tr> <th>Financial Year</th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td>2022-23</td> <td>21,01,50,400</td> </tr> <tr> <td>2023-24</td> <td>18,71,52,150</td> </tr> <tr> <td>2024-25</td> <td>19,55,24,420</td> </tr> <tr> <td>2025-26 (Provisional)</td> <td>25,18,43,026</td> </tr> </tbody> </table>	Financial Year	Amount	2022-23	21,01,50,400	2023-24	18,71,52,150	2024-25	19,55,24,420	2025-26 (Provisional)	25,18,43,026
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11.	Country in which the acquired entity has presence and any other significant information	India										