



**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: March 13, 2024

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 proposed acquisition of 50% post issue share capital of LK Vet Care Private Limited by Rose Merc Limited

Dear Sir/Madam,

We wish to inform the Stock Exchange that Rose Merc proposes to acquire around 50% of the post issue share capital of LK Vet Care Private Limited ("**LK Vet Care**"), by way of subscription to 10,101 equity shares of LK Vet Care ("**Subscription Shares**"), at a price of Rs.276 per share, for an aggregate amount of Rs.27,87,876. We have set out the requisite disclosures in relation to the proposed acquisition in **Annexure A**.

The terms and conditions of the subscription to the Subscription Shares by Rose Merc are recorded in the Subscription Letter dated March 12, 2024, executed by and between Rose Merc, LK Vet Care and its promoters. We have set out the requisite disclosures in relation to the execution of the Subscription Letter in **Annexure B**.

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
Executive 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 Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

| No | Particulars | Details |
|----|---|---|
| 1. | Name of the Target Entity, details in brief such as size, turnover etc. | <p>LK Vet Care Private Limited ("LK Vet Care") is a company incorporated under the Companies Act, 2013, having its registered office at Fl. No. 5 B615/B/B Shivaji Nagar, F.C. Road, Pune, Maharashtra, India, 411004.</p> <p>LK Vet Care is incorporated on September 10, 2020.</p> <p>LK Vet Care has been established with a vision to provide end-to-end cutting-edge technology in dairy and animal husbandry automation, which enhances the productivity and brings transparency in the entire hierarchy. It is primarily engaged in the business of manufacturing Veterinary Endoscope Artificial Insemination Gun and other ancillary products.</p> <p>The company has 2 patents and 5 Design registrations for products in Animal Husbandry. The technology owned by LK Vet Care Pvt. Ltd. being used by Amul Milk for Artificial Insemination in their co-operative network.</p> <p>1. Turnover FY23- Rs. 90,44,000 2. Net worth FY23- Rs. 27,80,000</p> |
| 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". | <p>Not a related party transaction. The Promoter/ Promoter Group/Group Companies do not have any interest in LK Vet Care.</p> |



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| No | Particulars | Details |
|-----|---|--|
| 3. | Industry to which the entity being acquired belongs | Manufacturing of Artificial Insemination Gun and other ancillary products. |
| 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) | Acquisition of LK Vet Care will allow us to tap rural market of Artificial Insemination into animals. India is ranked first in milk production contributing 24.64 % of global milk production. Milk production is growing at the CAGR of 5.85% over the past 9 years from 146.31 mn tn during 2014-15 to 230.58 mn tn during 2022-23. Artificial Insemination and related product are ~Rs 5bn market opportunities, where LK Vet Care is the only company which has patent-based product. With the help of RML network the company can achieve growth prospects. Opening up rural markets will allow RML to grow their other products in B2C and create a brand image for RML. |
| 5. | Brief details of any governmental or regulatory approvals required for the acquisition | Nil |
| 6. | Indicative time period for completion of the acquisition | Within timelines agreed under the Subscription Letter dated March 12, 2024 executed by and between Rose Merc, LK Vet Care and its promoters. |
| 7. | Nature of consideration - whether cash consideration or share swap and details of the same | Cash Consideration |
| 8. | Cost of acquisition or the price at which the shares are acquired | Rs.27,87,876 |
| 9. | Percentage of shareholding/control acquired and/or number of shares acquired | Around 50% of the post issue share capital of LK Vet Care. |
| 10. | Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover | LK Vet Care is incorporated on September 10, 2020. LK Vet Care has been established with a vision to provide end-to-end cutting-edge technology in dairy and animal husbandry automation, which enhances the productivity and brings transparency in the entire hierarchy. It is primarily engaged in the business of manufacturing Veterinary Endoscope Artificial Insemination Gun and other ancillary products. |

PHONE : 022 3513 8397

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| No | Particulars | Details |
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| | | <p>The company has 2 patents and 5 Design registrations for products in Animal Husbandry. The technology owned by LK Vet Care Pvt. Ltd. being used by Amul Milk for Artificial Insemination in their co-operative network.</p> <p>1. Turnover FY23- Rs. 90,44,000 2. Net worth FY23- Rs. 27,80,000</p> |
| 11. | Country in which the acquired entity has presence and any other significant information | India |



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Annexure B

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.

| No | Particulars | Details |
|-----|--|--|
| 12. | Name(s) of parties with whom the agreement is entered | <ul style="list-style-type: none">Rose Merc Limited (“Rose Merc”)LK Vet Care Private Limited (“LK Vet Care”)Atharva Sanjeev LatkarManjiri Sanjeev Latkar |
| 13. | Purpose of entering into the agreement | To record the terms and conditions of the subscription by Rose Merc, to 10,101 equity shares of LK Vet Care, representing around 50% of the post issue share capital of LK Vet Care, at a price of Rs.276 each, for an aggregate amount of Rs.27,87,876. |
| 14. | Size of agreement | Rs.27,87,876 |
| 15. | Shareholding, if any, in the entity with whom the agreement is executed | Upon issue and allotment of Subscription Shares as agreed under the Subscription Letter, the shareholding of Rose Merc in LK Vet Care will be around 50% of the post issue share capital of LK Vet Care. |
| 16. | 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 and the promoters of LK Vet Care shall be entitled to appoint equal number of directors on the Board of Directors of LK Vet Care. |
| 17. | Whether the said parties are related to promoter/ promoter group/ group companies in any manner. If yes, nature of relationship | Not a related party transaction. The Promoter/ Promoter Group/Group Companies do not have any interest in LK Vet Care. |
| 18. | Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”; | NA |
| 19. | In case of issuance of shares to the parties, details of issue price, class of shares issued | Equity Shares are proposed to be issued and allotted to Rose Merc at a price of Rs.276 per share, for an aggregate amount of Rs.27,87,876. |



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| No | Particulars | Details |
|-----|---|---------|
| 20. | 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 |
| 21. | 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.. | - |