



**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 14, 2024

**To,
The Corporate Relations Department,
BSE Limited,
PJ Tower, Dalal Street, Fort,
Mumbai-400001**

BSE Scrip Code: 512115 Scrip ID: ROSEMER

Subject: Outcome of Meeting of the Board held on March 14, 2024

Dear Sir/Madam,

With regard to the captioned matter and pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we wish to inform you that at the meeting of the Board of Directors of Rose Merc Limited held on Thursday March 14, 2024 commenced at 05.30 pm. at the Registered office of the Company situated at Office no: 15/B/4, New Sion CHS, Opp. SIES College, Behind D Mart, Sion West, Mumbai- 400022. The Board of Directors of the Company (“Board”) considered, deliberated and discussed, approved / noted the following matters:

1. Approved the Change in Designation of Mrs. Vaishali Parkar Kumar from Additional Executive Director and CFO to Additional Executive Director designated as Whole time director and CFO

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors (the “Board”) has considered and approved the re-designation of Mrs. Vaishali Parkar Kumar (DIN: 09159108) to Additional Executive Director designated as Whole time director and CFO, with immediate effect on the existing terms & conditions, subject to the approval of shareholders vide Postal Ballot.

Mrs. Vaishali Parkar Kumar (DIN: 09159108) is not debarred from holding the office of director by virtue of any SEBI order or any other such authority

The requisite disclosure as required under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023, is enclosed as Annexure to this letter.

2. Approved the Change in designations and Re-appointment of Mr. Sumant Bhargav Ghaisas as Additional Non-Executive Non-Independent Director

The Company intends and desires to enter into some transactions with Mr. Sumant Bhargav Ghaisas.

Mr. Sumant Bhargav Ghaisas (DIN 10199204) is Additional Independent Director of the Company.

The said proposed transactions may affect the criteria of independence of Mr. Sumant Bhargav Ghaisas as Independent Director of the Company as specified under section 149(6) of the Companies Act, 2013, and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Therefore, based on the recommendation of Nomination & Remuneration Committee, the Board of Directors (the “Board”) has considered and approved to re-designate and re-appoint him from existing position of Additional Independent Director to Additional Non-Executive Non-Independent Director of the Company with immediate effect, subject to the approval of shareholders vide Postal Ballot.



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Mr. Sumant Bhargav Ghaisas (DIN 10199204) is not debarred from holding the office of director by virtue of any SEBI order or any other such authority

The requisite disclosure as required under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023, is enclosed as Annexure to this letter.

3. Approved the Change in designation and Re-appointment of Mr. Omprakash Brijnath Singh as Additional Non-Executive Non-Independent Director

The Company intends and desires to enter into some transactions with Mr. Omprakash Brijnath Singh

Mr. Omprakash Brijnath Singh (DIN 07204004) is Independent Director of the Company.

The said proposed transactions may affect the criteria of independence of Mr. Omprakash Brijnath Singh as Independent Director of the Company as specified under section 149(6) of the Companies Act, 2013, and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Therefore, based on the recommendation of Nomination & Remuneration Committee, the Board of Directors (the "Board") has considered and approved to re-designate and re-appoint him from existing position of Independent Director to Additional Non-Executive Non-Independent Director of the Company with immediate effect, subject to the approval of shareholders vide Postal Ballot.

Mr. Omprakash Brijnath Singh (DIN 07204004) is not debarred from holding the office of director by virtue of any SEBI order or any other such authority

The requisite disclosure as required under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023, is enclosed as Annexure to this letter.

4. Subject to the approval of the shareholders of the Company, grant of options under RML Employee Stock Option Plan II 2023 to eligible employee/(s) in excess of 1% of the equity shares paid up capital of the Company, as recommended by the Compensation Committee as follows:
 - (a) 7,00,000 employee stock options to Mr Saurabh Chaudhary, Managing Director of Outcry Media Solutions Private Limited, Subsidiary of Rose Merc Limited; and
 - (b) 51,000 employee stock options to Ms Arati Shah, Executive Director of ABACA Care Private Limited, Subsidiary of Rose Merc Limited.
5. Approved the appointment of CS Deepak Rane, Practicing Company Secretary as scrutinizer for postal ballot process through electronic mode.
6. Approved the notice of postal ballot to obtain shareholder's approval.
7. Detailed media release on proposed acquisition by the Company of 50% stake in LK Vet Care (P) Ltd is enclosed herewith.



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The details regarding the issuance of securities as required pursuant to the SEBI Master Circular issued vide circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are set out in Annexures to this letter.

The meeting commenced at 5.30 PM and concluded at 7.45 PM.

Kindly take the same on your records

**Thanking You,
Yours Faithfully,
For Rose Merc Limited**

**Vaishali Parkar Kumar
Executive Director
DIN: 09159108**



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ANNEXURE

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 SEBI circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

1. Change in the Designation of Directors

The details of Ms. Vaishali Parkar Kumar (DIN: 09159108) are as under:

Sr.No	Particulars	Details
1.	reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Change in designations for reasons mentioned above.
2.	date of appointment/re-appointment/cessation (as applicable) & term of appointment/re-appointment	March 14, 2024 Tenure : March 14, 2024 to 15th October, 2028.
3.	brief profile (in case of appointment)	Mrs. Vaishali Parkar Kumar holds Master's Degree in Finance from Mumbai University. She is multi – disciplined professional with over 15 years of experience in the field of Investments and Equity Research specializing across multiple sectors. She worked as SEBI approved Institutional Equity Research Analyst with various Financial Institutions in India including SBI Caps, Bank of Baroda Capital Markets, BNP, Sharekhan. Since 2017, she worked extensively in the area of strategy, management consulting, private equity, financials and advisory domain and sustainability projects
4.	disclosure of relationships between directors (in case of appointment of a director).	None



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The details of Mr. Sumant Bhargav Ghaisas (DIN: 10199204) are as under:

Sr.No	Particulars	Details
1.	reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Change in designation and reappointment as Additional Non-Executive Non-Independent Director
2.	date of appointment/re-appointment/cessation (as applicable) & term of appointment/re-appointment	March 14, 2024. Tenure : March 14, 2024 to 15th October, 2028.
3.	brief profile (in case of appointment)	Mr. Sumant Ghaisas has done M.Sc. from University of Mumbai in Physics-Electronics and is closely associated with electronic and apparel manufacturing. He was involved in the research of epbx, security alarm systems and remote-controlled devices for various home functions. He has expanded his horizon and is also associated with realty industry. Sumant Ghaisas is known name for team management and motivational aspects. Besides his professional life he is active in cooperative, political, social and charitable fields as well. Due to his passion for environment, he has been experimenting in fields of organic farming, water conservation, cattle health care and artificial insemination. A versatile Sumant Ghaisas is licensed Acupuncture therapist too
4.	disclosure of relationships between directors (in case of appointment of a director).	None



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The details of Mr. Omprakash Brijnath Singh (DIN 07204004) are as under:

Sr.No	Particulars	Details
1.	reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Change in designation and reappointment as Additional Non-Executive Non-Independent Director
2.	date of appointment/re-appointment/cessation (as applicable) & term of appointment/re-appointment	March 14, 2024. Tenure : March 14, 2024 to 19th June, 2028.
3.	brief profile (in case of appointment)	Mr. Omprakash Brijnath Singh holds Master's Degree in Labour Studies (MLS) from MILS, University of Bombay, India (1997) with specialization in Human Resource Development and Industrial Relation and in Finance from Mumbai University. He has a vast experience of over 25 years in the industry. He is highly Experienced HR leader integrated with Business knowledge and Financial Acumen capable of handling all kinds of Business Challenges. At present, he is the Consulting Partner of Business Consultant where he supports clients on business strategies , Client acquisition , HR Operations & Processes in ITES and Energy vertical. He has also been a Director of Netco Converge Pvt. Ltd - a leading national player in the arena of Shared networks for the last mile Mobility (IBS) & Data (GPON) connectivity across the prominent Malls , Commercial Properties , Hospitals & Hotels in western India, NCR & Andhra Pradesh.
4.	disclosure of relationships between directors (in case of appointment of a director).	None



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2. Grant of ESOP under RML Employee Stock Option Plan II 2023 beyond 1% of the paid-up capital of the Company

Sr. No	Particulars of Securities	Details of Securities			
a)	Type of securities proposed to be issued	RML Employee Stock Option Plan II 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 7,51,000 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	Sr. No.	Name of the ESOP Grantee	No. of Employee Stock Options to be granted	Category
		1	Saurabh Chaudhary	7,00,000	Non- Promoter
		2	Arati Shah	51,000	Non- Promoter
			Total		
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 II 2023			



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Media Release

Rose Merc Ltd has signed a subscription agreement to acquire 50% stake in LK Vet Care (P) Ltd to enter into rural B2C market with animal husbandry sector

Rose Merc Ltd is pleased to announce that it has signed a subscription agreement to acquire 50% stake in LK Vet Care (P) Ltd. This said acquisition will enable the company to enter into Rural B2C market with presence in ever increasing Animal Husbandry sector related to Artificial Insemination with the market size of ~Rs 600cr.

LK Vet Care was established with a vision to provide end-to-end cutting-edge technology in dairy and animal husbandry automation, which enhances productivity & brings transparency in the animal husbandry industry. The company is present in 1) Digital Artificial Insemination Technology, 2) e-Connected Veterinary Laboratory, 3) Mobile Veterinary Diagnostic Vans.

The company owns 2 patents and 5 design registrations on Digital Artificial Insemination Technology and utility process. The company has supplied these innovative products as an OEM to customers like Amul, BAIF, various state animal husbandry departments and private field veterinary practitioners (AIT, LSS, MAITRI etc), augmenting the existing manual operations by decision oriented technological interventions helping to provide the livestock owner a sustainable livelihood, eventually making a socio-economic impact and contributing to enhancing the GDP from village level.

After the use of LK Vet Care's Digital AI technology products, customers such as Amul, BAIF, and various state animal husbandry departments have expressed satisfaction with the improved conception rate of artificial insemination (AI) services, which has now reached 2:1 from the previous 3:1 attempt ratio. This impactful and notable improvement underscores the success and effectiveness of the company's Digital AI technology products and services.

LK Vet Care has a strategic tie-up with BEL Optronic Devices Ltd. (BELOP) Pune, which is a Defence PSU and a subsidiary of Bharat Electronics Ltd. (BEL).

Vaishali Parkar Kumar, Executive Director at Rose Merc Ltd (RML) said "This is a big development to enter into Animal Husbandry, a growing market in India. Rose Merc will enable to enter into rural markets in B2C segment. Further, it will enable to boost rural economy and improve farmer's wellbeing.

Sanjeev Latkar, CEO at LK Vet Care (P) Ltd said "we are pleased to be associated with Rose Merc Ltd. and looking forward to using their network for the growth of our company. It is a win-win for LK Vet Care and Rose Merc Ltd, as we together will be a part of bigger mission of making a socio-economic impact in livelihood of rural farmers giving them sustainability and thereby increasing the rural economy."



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DIGITAL AI GUN

Design Patented



LK Vet Care Pvt. Ltd.

॥ पशुसंपन्नतार्थम् तत्रोपासना ॥



Digital Artificial Insemination Gun (DAIG)

- Helps in accurate placement of semen drop into the cervix.
- Less invasive procedure for AI.
- LED auxiliary array source with adjustable brightness.
- Operates on inbuilt battery with battery charger & power bank.
- Photo-video capture facility.
- Photos, videos can be shared via WhatsApp for remote assistance.
- Cattle specific design with a speculum.



DAIG Application