



**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

October 01, 2024

To,
Corporate Relations Department,
Bombay Stock Exchange Limited
P.J. Towers, Dalal Street,
Fort, Mumbai – 400001
Dear Sir/Madam,

Fax No.:022-22722061/41/39/27

Ref: Scrip Code: 512115 Scrip ID: ROSEMER

Sub: Details regarding Voting Results pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find attached herewith the details of Voting Results of the 40th Annual General Meeting (“AGM”) of the Members of Rose Merc Limited (“the Company”) held on Monday, September 30, 2024 at 04:00 P.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

We also enclose herewith the Scrutinizer Report.

Kindly take the same on your record and oblige.

Thanking You.

For **ROSE MERC LIMITED**

Vaishali Parkar Kumar

Executive Director

DIN: 09159108

Date: October 01, 2024

Place: Mumbai

General information about company

Scrip code	512115
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE649C01012
Name of the company	ROSE MERC LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	30-09-2024
Start time of the meeting	04:00 PM
End time of the meeting	04:23 PM

Scrutinizer Details	
Name of the Scrutinizer	Deepak Rane
Firms Name	CS Deepak Rane
Qualification	CS
Membership Number	A24110
Date of Board Meeting in which appointed	14-08-2024
Date of Issuance of Report to the company	01-10-2024

Voting results	
Record date	23-09-2024
Total number of shareholders on record date	810
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	13
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Auditor's thereon and the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the reports of the Board of Directors and the Auditor's thereon.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	7200	0	0	0	0	0	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	4512566	1873130	41.5092	1873129	1	99.9999	0.0001
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4512566	1873130	41.5092	1873129	1	99.9999	0.0001
Total		4519766	1873130	41.4431	1873129	1	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare Final Dividend of Rs. 0.10/- per Equity Share of the face value of Rs. 10/- each (1% of the face value) for the financial year ended March 31, 2024.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7200	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	4512566	1873130	41.5092	1873129	1	99.9999	0.0001
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4512566	1873130	41.5092	1873129	1	99.9999
Total		4519766	1873130	41.4431	1873129	1	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To re-appoint Mr. Nooruddin Shaikh (DIN: 09660481), Whole Time Director, who retires by rotation and being eligible, offers himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7200	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	4512566	1873130	41.5092	1873129	1	99.9999	0.0001
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4512566	1873130	41.5092	1873129	1	99.9999
Total		4519766	1873130	41.4431	1873129	1	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve grant of options to identified employee during the financial year 2024-2025 exceeding 1% of the issued share capital of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7200	0	0	0	0	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	4512566	1873130	41.5092	1873129	1	99.9999	0.0001
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4512566	1873130	41.5092	1873129	1	99.9999
Total		4519766	1873130	41.4431	1873129	1	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve issue of Equity Warrants convertible into Equity Shares of the Company on preferential basis.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7200	0	0	0	0	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	4512566	1873130	41.5092	1873129	1	99.9999	0.0001
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4512566	1873130	41.5092	1873129	1	99.9999
Total		4519766	1873130	41.4431	1873129	1	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

SCRUTINIZER'S REPORT – CONSOLIDATED

[Pursuant to provisions of section 108 of the Companies Act, 2013 and rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]

CONSOLIDATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND E-VOTING AT THE 40TH ANNUAL GENERAL MEETING ('AGM') OF ROSE MERC LIMITED HELD THROUGH OTHER AUDIO VISUAL MEANS ON MONDAY, SEPTEMBER 30, 2024, AT 04:00 P.M.

To,

**Ms. Purva Jhanwar
Company Secretary
Rose Merc Limited**

Office No: 15/B/4, New Sion CHS SIES College,
Behind D Mart, Sion West, Mumbai - 400022

Subject: Scrutinizer's Report on voting through Remote e-voting and e-voting at the 40th Annual General Meeting of the Rose Merc Limited ("Company") held on Monday, September 30, 2024 ("AGM") through other audio-visual means (OVAM) pursuant to provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 ("Rules") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

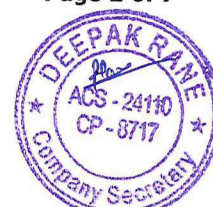
I, Deepak Rane, Practicing Company Secretary (CP No.: 8717, Membership No.:24110), was appointed as Scrutinizer by the Board of Directors of the Company at its meeting held on August 14, 2024 pursuant to provisions of Section 108 of the Act read with Rule 20 of the Rules, Secretarial Standard 2 on General Meetings and Regulation 44 of the Listing Regulations, as amended, to act as Scrutinizer for the remote e-voting and the e-voting at the AGM through VC/OAVM Facility, and to submit consolidated report on result of the remote e-voting and e-voting at the AGM.



The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder relating to voting through remote e-voting as well as e-voting at the AGM on the resolutions contained in the Notice dated August 29, 2024 of the AGM of the members of the Company. My responsibility as a Scrutinizer is to ensure that the voting process, both through remote e-voting and e-voting at the AGM, are conducted in fair and transparent manner and submit consolidated Scrutinizer's report of the total votes cast "In Favour" or "Against", if any, on the resolutions, to the Chairman, based on the reports generated from the remote e-voting system provided by National Securities Depository Limited ("NSDL" or "Service Provider"), the authorized agency to provide e-voting facilities and engaged by the Company.

Report on Scrutiny:

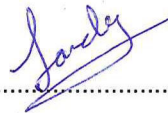
- The Company has appointed NSDL for the purpose of extending the facility of e-Voting to the members of the Company.
- The voting period for Remote e-voting was open from **Friday, September 27, 2024 at 09:00 a.m. (IST) till Sunday, September 29, 2024 at 5:00 p.m. (IST)** and the NSDL remote e-voting platform was disabled thereafter. The Members were required to cast their votes electronically to accord their assent or dissent in respect of Resolutions, on the remote e-voting and e-voting at AGM platform provided by NSDL.
- Members of the Company as on "cut-off" date (record date) i.e. **Monday, September 23, 2024** were entitled to vote on the resolutions as set out in Notice of the AGM of the Company.
- On completion of e-voting at the AGM, I unblocked the results of remote e-voting and e-voting at the AGM on the NSDL e-voting platform, as prescribed in Sub Rule 4 (xii) of the said Rules and downloaded the results of the AGM, in presence of two witnesses, Mr. Rahul Ghadigaonkar and Mr. Sandeep Ughade who are not in the employment of the Company and/ or Link Intime.



They have signed below in confirmation of the e-votes being unblocked in their presence:



.....
Mr. Rahul Ghadigaonkar



.....
Mr. Sandeep Ughade

Based on the aforesaid results, I report that the 3 (Three) Ordinary Resolutions and 2 (Two) Special Resolutions as set out at Item No. 1 to Item No. 5 of the Notice of the 40th AGM, held on September 30, 2024, have been passed with the requisite majority.



The summary of remote e-voting and e-voting at AGM received for the following resolutions are as under:

(a) Resolution No.1:- Ordinary Resolution –

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Auditor's thereon and Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the reports of the Board of Directors and the Auditors thereon.

Particulars	Remote e-voting		e-voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	1398029	2	475100	17	1873129	99.9999
Dissent	1	1	Nil	Nil	1	1	00.0001
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	16	1398030	2	475100	18	1873130	100.0000

Accordingly, out of 1873130 votes cast (remote e-voting and e-voting at the AGM), 1873129 votes were cast ASSENTING to the Ordinary Resolution constituting 99.9999% of the total votes cast; 1 vote was cast DISSENTING to the Ordinary Resolution constituting 00.0001% of the total votes cast.

Thus, the Ordinary Resolution as contained in Item No.1 is passed with requisite majority.

(b) Resolution No.2:- Ordinary Resolution

To declare Final Dividend of Rs. 0.10/- per Equity Share of the face value of Rs. 10/- each (1% of the face value) for the financial year ended March 31, 2024.



Particulars	Remote e-voting		e-voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	1398029	2	475100	17	1873129	99.9999
Dissent	1	1	Nil	Nil	1	1	00.0001
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	16	1398030	2	475100	18	1873130	100.0000

Accordingly, out of 1873130 votes cast (remote e-voting and e-voting at the AGM), 1873129 votes were cast ASSENTING to the Ordinary Resolution constituting 99.9999% of the total votes cast; 1 vote was cast DISSENTING to the Ordinary Resolution constituting 00.0001% of the total votes cast.

Thus, the Ordinary Resolution as contained in Item No.2 is passed with requisite majority.

(c) Resolution No.3:- Ordinary Resolution –

To re-appoint Mr. Nooruddin Shaikh (DIN: 0990481), Whole Time Director, who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Remote e-voting		e-voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	1398029	2	475100	17	1873129	99.9999
Dissent	1	1	Nil	Nil	1	1	00.0001
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	16	1398030	2	475100	18	1873130	100.0000

Accordingly, out of 1873130 votes cast (remote e-voting and e-voting at the AGM), 1873129 votes were cast ASSENTING to the Ordinary Resolution constituting 99.9999% of the total votes cast; 1 vote was cast DISSENTING to the Ordinary Resolution constituting 00.0001% of the total votes cast.

Thus, the Ordinary Resolution as contained in Item No.3 is passed with requisite majority.



(d) Resolution No.4:- Special Resolution –

To approve grant of options to identified employee during the Financial Year 2024-2025 exceeding 1% of the issued Share Capital of the Company.

Particulars	Remote e-voting		e-voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	1398029	2	475100	17	1873129	99.9999
Dissent	1	1	Nil	Nil	1	1	00.0001
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	16	1398030	2	475100	18	1873130	100.0000

Accordingly, out of 1873130 votes cast (remote e-voting and e-voting at the AGM), 1873129 votes were cast ASSENTING to the Special Resolution constituting 99.9999% of the total votes cast; 1 vote was cast DISSENTING to the Special Resolution constituting 00.0001% of the total votes cast.

Thus, the Special Resolution as contained in Item No.4 is passed with requisite majority.

(e) Resolution No.5:- Special Resolution –

To approve issue of Equity Warrants (i.e. Warrants convertible into Equity Shares) of the Company on preferential basis.

Particulars	Remote e-voting		e-voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	1398029	2	475100	17	1873129	99.9999
Dissent	1	1	Nil	Nil	1	1	00.0001
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	16	1398030	2	475100	18	1873130	100.0000

Accordingly, out of 1873130 votes cast (remote e-voting and e-voting at the AGM), 1873129 votes were cast ASSENTING to the Special Resolution constituting 99.9999% of



the total votes cast; 1 vote was cast DISSENTING to the Special Resolution constituting 00.0001% of the total votes cast.

Thus, the Special Resolution as contained in Item No.5 is passed with requisite majority.

Thanking you,

Yours faithfully,



CS Deepak Rane
Practicing Company Secretary
Membership Number A24110
CP Number: 8717
UDIN: - A024110F001392818
Peer Review No. 2063/2022

Date: October 1, 2024
Place: Mumbai

Countersigned by:

For Rose Merc Limited

Ms. Purva Jhanwar
Company Secretary