



**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

November 23, 2024

To
Deputy General Manager
Listing Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai – 400 001

BSE Scrip Code: 512115 Scrip ID: ROSEMER

Sub.: Voting Results of the Postal Ballot pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (Notice of Postal Ballot dated October 23, 2024 and Corrigendum to the Postal Ballot Notice dated October 25, 2024)

Dear Sir/ Madam,

Pursuant to Regulations Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), kindly find enclosed the Voting Results and Scrutinizer's Report for the Resolutions as set out in the Notice of Postal Ballot dated October 23, 2024 read along with the Corrigendum to the Postal Ballot Notice dated October 25, 2024.

All the Resolutions stated in the Notice of Postal Ballot dated October 23, 2024 read along with the Corrigendum to the Postal Ballot Notice dated October 25, 2024, has been approved by the members of the Company by requisite majority and shall be deemed to have been passed.

Please take the same on your record and acknowledge the receipt of the same.

Thanking You
Yours faithfully,
For ROSE MERC LIMITED

Vaishali Parkar Kumar
Executive Director
DIN: 09159108

General information about company

Scrip code	512115
NSE Symbol	
MSEI Symbol	
ISIN	INE649C01012
Name of the company	ROSE MERC LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	22-11-2024
Start time of the meeting	
End time of the meeting	

Scrutinizer Details

Name of the Scrutinizer	Deepak Rane
Firms Name	CS Deepak Rane
Qualification	CS
Membership Number	24110
Date of Board Meeting in which appointed	11-10-2024
Date of Issuance of Report to the company	22-11-2024

Voting results	
Record date	18-10-2024
Total number of shareholders on record date	862
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO APPROVE IMPLEMENTATION OF THE RML EMPLOYEE STOCK OPTION PLAN, 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							
	Postal Ballot (if applicable)							
	Total	7200	0	0	0	0	0	0
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	4512566	2241945	49.6823	2241944	1	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	4512566	2241945	49.6823	2241944	1	100	0
Total		4519766	2241945	49.6031	2241944	1	100	0
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)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			TO APPROVE GRANT OF EMPLOYEE STOCK OPTIONS UNDER THE "RML EMPLOYEE STOCK OPTION PLAN, 2024" TO THE ELIGIBLE EMPLOYEES OF THE COMPANY'S SUBSIDIARY COMPANIES					
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							
	Postal Ballot (if applicable)							
	Total		7200	0	0	0	0	0
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	4512566	2241945	49.6823	2241944	1	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		4512566	2241945	49.6823	2241944	1	100
Total		4519766	2241945	49.6031	2241944	1	100	0
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 INCREASE AUTHORISED 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							
	Postal Ballot (if applicable)							
	Total		7200	0	0	0	0	0
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	4512566	2241945	49.6823	2241944	1	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		4512566	2241945	49.6823	2241944	1	100
Total		4519766	2241945	49.6031	2241944	1	100	0
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 THE ISSUE OF EQUITY WARRANTS (I.E. 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							
	Postal Ballot (if applicable)							
	Total		7200	0	0	0	0	0
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	4512566	2241945	49.6823	2241944	1	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		4512566	2241945	49.6823	2241944	1	100
Total		4519766	2241945	49.6031	2241944	1	100	0
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 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							
	Postal Ballot (if applicable)							
	Total	7200	0	0	0	0	0	0
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	4512566	2241945	49.6823	2241944	1	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	4512566	2241945	49.6823	2241944	1	100	0
Total		4519766	2241945	49.6031	2241944	1	100	0
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

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

To,

The Chairman,

Rose Merc Limited

Office no: 15/B/4, New Sion CHS,

Opp SIES College, Behind D Mart,

Sion West, Mumbai - 400022

Scrutinizer's Report on Postal Ballot process conducted through electronic voting system in accordance with the provisions of Section 108 and Section 110 and other applicable provisions, if any of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended.

Dear Sir,

I, CS Deepak Prakash Rane, Practising Company Secretary, having been appointed by the Board of Directors of the **Rose Merc Limited** (the "Company") as a Scrutinizer for the purpose of conducting the postal ballot (Remote e-voting) process in a fair and transparent manner in respect of the resolutions mentioned in the Notice of Postal Ballot dated 23rd October, 2024 and Corrigendum to the Postal Ballot Notice dated 25th October, 2024.

I submit my report as under:

1. As per the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020 and 10/2021 dated 23rd June, 2021 read with other relevant circulars, including General Circular No. 20/2021 dated December 8, 2021, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ('MCA Circulars') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on account of threat posed by COVID-19 pandemic situation, the Company has sent the

Postal Ballot Notice dated 23rd October, 2024 and Corrigendum to the Postal Ballot Notice dated 25th October, 2024 by email only to the members who have registered their e-mail address with the Company/ Depositories.

2. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes were not dispatched to Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members had taken place through the remote e-voting system only.
3. The Members of the Company holding equity shares, as on the "cut-off date" i.e. Friday, 18th October, 2024 were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot dated 23rd October, 2024 and Corrigendum to the Postal Ballot Notice dated 25th October, 2024 through remote e-Voting only.
4. The Company has published an advertisement on 24th October, 2024 in "Active times" an English Newspaper and "Mumbai Lakshadeep - Mumbai Edition" vernacular (Marathi) Newspaper regarding completion of dispatch of Notice of Postal Ballot dated 23rd October, 2024 and Corrigendum to the Postal Ballot Notice dated 25th October, 2024 was published as an advertisement on 26th October, 2024 in "Active times" an English Newspaper and "Mumbai Lakshadeep - Mumbai Edition" vernacular (Marathi) Newspaper and also specifying therein the matters prescribed in the Rules with regard to e-voting.
5. The Company has appointed National Securities Depository Limited (NSDL) for facilitating e-voting services to enable the Members to cast their votes electronically. The remote e- Voting facility was kept open from 9:00 A.M. (IST) on Thursday, 24th October, 2024 to 5:00 P.M. (IST) on Friday, 22nd November, 2024. The e-Voting facility was blocked forthwith thereafter.
6. The votes cast by the members electronically on the NDSL e-voting platform were unblocked on 22nd November, 2024 in presence of two witnesses, Ms. Aishwarya Prabhu and Mr. Sandeep Ughade who are not in the employment of the Company.
7. I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the NSDL e-voting system and have maintained a register in which necessary entries have been made in accordance with the Companies Management and Administration) Rules, 2014, as amended.

The summary of remote e-Voting received for the following resolutions are as under:

(a) Resolution No.1: - Special Resolution -

To approve implementation of the RML Employee Stock Option Plan, 2024:

Particulars	Remote e-voting		Percentage (%)
	Number of Members	Number of Votes	
Assent	19	22,41,944	100%
Dissent	1	1	0%
Abstain	Nil	Nil	Nil
Total	20	22,41,945	100%

Accordingly, out of 22,41,945 votes cast (remote e-voting), 22,41,944 votes were cast ASSENTING to the Special Resolution constituting 100% of the total votes cast; 1 vote was cast DISSENTING to the Special Resolution constituting 0% of the total votes cast.

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

(b) Resolution No.2: - Special Resolution -

To approve grant of employee stock options under the "RML Employee Stock Option Plan, 2024" to the eligible employees of the Company's Subsidiary Companies:

Particulars	Remote e-voting		Percentage (%)
	Number of Members	Number of Votes	
Assent	19	22,41,944	100%
Dissent	1	1	0%
Abstain	Nil	Nil	Nil
Total	20	22,41,945	100%

Accordingly, out of 22,41,945 votes cast (remote e-voting), 22,41,944 votes were cast ASSENTING to the Special Resolution constituting 100% of the total votes cast; 1 vote was cast DISSENTING to the Special Resolution constituting 0% of the total votes cast.

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



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

To Increase Authorised Share Capital of the Company:

Particulars	Remote e-voting		Percentage (%)
	Number of Members	Number of Votes	
Assent	19	22,41,944	100%
Dissent	1	1	0%
Abstain	Nil	Nil	Nil
Total	20	22,41,945	100%

Accordingly, out of 22,41,945 votes cast (remote e-voting), 22,41,944 votes were cast ASSENTING to the Ordinary Resolution constituting 100% of the total votes cast; 1 vote was cast DISSENTING to the Ordinary Resolution constituting 0% 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 the issue of Equity Warrants (i.e. Warrants convertible into Equity Shares) of the Company on preferential basis:

Particulars	Remote e-voting		Percentage (%)
	Number of Members	Number of Votes	
Assent	19	22,41,944	100%
Dissent	1	1	0%
Abstain	Nil	Nil	Nil
Total	20	22,41,945	100%

Accordingly, out of 22,41,945 votes cast (remote e-voting), 22,41,944 votes were cast ASSENTING to the Special Resolution constituting 100% of the total votes cast; 1 vote was cast DISSENTING to the Special Resolution constituting 0% 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 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		Percentage (%)
	Number of Members	Number of Votes	
Assent	19	22,41,944	100%
Dissent	1	1	0%
Abstain	Nil	Nil	Nil
Total	20	22,41,945	100%

Accordingly, out of 22,41,945 votes cast (remote e-voting), 22,41,944 votes were cast ASSENTING to the Special Resolution constituting 100% of the total votes cast; 1 vote was cast DISSENTING to the Special Resolution constituting 0% of the total votes cast.

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

You may accordingly declare the result of the voting.

Yours Faithfully,



CS Deepak Prakash Rane

M. No.24110

CP No.8717

UDIN: A024110F002565176



Date: 22nd November, 2024

Place: Mumbai