



ROSE MERC LIMITED
CIN: L93190MH1985PLC035078
Registered Office: Office no: 15/B/4, New Sion CHS, Opp SIES College,
Behind D Mart, Sion West, Mumbai, Maharashtra, 400022
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CORRIGENDUM TO NOTICE OF POSTAL BALLOT DATED OCTOBER 23, 2024, OF ROSE MERC LIMITED

Rose Merc Limited (“Company”) has circulated Postal Ballot Notice dated October 23, 2024 together with Explanatory Statement to the Members of the Company, pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“Companies Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings (“SS-2”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable laws and regulations, for seeking approval of members of the Company by way of special resolutions through remote e-voting by way of postal ballot process.

This Corrigendum is being issued with respect to the Resolution No. 5 and Item No. 5 of the Explanatory Statement Pursuant To Section 102 of the Companies Act, 2013 to the Postal Ballot Notice dated October 23, 2024. The same resolution and related explanatory statement shall be read as follows:

Special Business:

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any circulars / notifications / guidance / FAQs issued thereunder, as amended from time to time (hereinafter referred as “SEBI SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the Memorandum and Articles of Association of the Company and in accordance with the “RML Employee Stock Option Plan II 2023” (hereinafter referred to as “ESOP 2023” / the “Scheme” or the “Plan”) and on the recommendation of the Compensation Committee and the Board of Directors of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Company be and is hereby accorded - to create, issue and grant not exceeding 7,50,000 (Seven Lakh Fifty Thousand) Employee Stock Options (hereinafter referred to as the “Options”), in one or more tranches, during the Financial Year 2024-2025, which exceeds 1% of the issued share capital of the Company, to or for the benefit of Mr. Purvesh



Krishna Shelatkar, Executive Director designated as Executive Chairman, which upon exercise shall not exceed in aggregate 7,50,000 (Seven Lakh Fifty Thousand) Equity Shares (“Shares”) having a face value of Rs. 10/- (Rupees Ten Only) each fully paid-up of the Company, where one Option upon exercise shall convert in to one Share upon exercise subject to payment / recovery of requisite exercise price and applicable taxes, on such terms, conditions and in such manner as the Compensation Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Plan;

RESOLVED FURTHER THAT the Shares as specified hereinabove shall be issued and allotted to the Option grantees upon exercise of the Options in accordance with the terms of the grant and provisions of the Plan and such Shares shall rank paripassu in all respects with the then existing Shares of the Company;

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, or other re-organisation, the ceiling aforesaid in terms of the number of Shares reserved under the Plan shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SEBI SBEB Regulations and such adjusted number of the Shares shall be deemed to be the ceiling as originally approved;

RESOLVED FURTHER THAT in case the Shares of the Company are either sub-divided or consolidated, then the number of Shares to be allotted and, to the extent allowed, the exercise price payable by the Option grantees under the Plan shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs.10/- (Rupees Ten Only) per Share bears to the revised face value of the Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said Option grantees;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the Shares allotted under the Plan on the Bombay Stock Exchange Limited and / or any other stock exchanges where the Shares of the Company are listed or to be listed, in due compliance with SEBI SBEB Regulations and other applicable laws;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan;

RESOLVED FURTHER THAT the Compensation Committee be and is hereby authorised at any time to modify, change, vary, alter, amend, suspend or terminate the Plan subject to consent of the shareholders by way of a special resolution to the extent required under the applicable laws including the SEBI SBEB Regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and / or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof.”



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item 5:

‘In this era of globalisation and competition, it is important for the organisation to maintain and improve its employees’ performance to ensure the progress and competitiveness. The Company believes that to attract skilled employees and to improve performance of the employees, it is essential to motivate them as it brings in higher productivity and energy to achieve other organisational goals.

This has necessitated in bringing out a meaningful reward strategy for attraction of new talents and retention of both existing and new critical resources instrumental for sustained corporate growth. The Company believes that equity-based compensation schemes are effective tools to motivate and reward the talents working exclusively with the Company. With a view to achieve the aforesaid objectives, to create an employee co-ownership and to encourage them in aligning their individual goals with that of the Company, the Company has implemented an employee stock option scheme, namely, ‘RML Employee Stock Option Plan II 2023’ (“ESOP 2023” / “Plan II”) seeking to cover eligible employees of the Company.

As per the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”), the Company seeks your approval for grant of the Options to:

Mr. Purvesh Krishna Shelatkar, Executive Director designated as Executive Chairman to the maximum extent of 7,50,000 (Seven Lakh Fifty Thousand) Employee Stock Options (hereinafter referred to as the “Options”), in one or more tranches, during the Financial Year 2024-2025, which exceeds 1% of the issued share capital of the Company ;

The main features of the Plan are as under:

- a) Brief description of the Plan the Company has to introduce the ESOP 2023 with a view to attract, retain, incentivize and motivate employees and directors of the Company.

The Plan contemplates grant of employee stock options (“Options”) to an identified list of employees (herein after referred to as “eligible employees”), in due compliance of SEBI SBEB Regulations. After vesting, the eligible employees earn a right (but not obligation) to exercise the vested Options within the predefined exercise period.

The Compensation Committee administers the Plan. All questions of interpretation of the Plan is determined by the Compensation Committee and such determination shall be final and binding upon all the persons having an interest in the Plan. The Company shall issue equity shares upon exercise subject to payment of exercise price and satisfaction of consequential tax obligations.

The Company shall have the right to deduct from the Option grantee’s salary or recover any of the Option grantee’s tax obligations arising in connection with the transactions in respect of the Options or Shares acquired upon the exercise thereof.

- b) Total number of options to be offered and granted:



The total number of Options to be granted under ESOP Plan II 2023 does not exceed 7,50,000 (Seven Lakh Fifty Thousand) Employee Stock Options convertible in to not more than 7,50,000 (Seven Lakh Fifty Thousand) Equity Shares having a face value of Rs.10/- (Rupees Ten Only) each fully paid up, with each such Option conferring a right upon the employee to be issued one Share of the Company, in accordance with the terms and conditions of such issue.

Under the ESOP 2023, The Compensation Committee and the Board of Directors the Company (“Board”) at their respective meetings held on August 14, 2024 have approved the below mentioned grants of options subject to approval of the shareholders.

Mr. Purvesh Krishna Shelatkar, Executive Director designated as Executive Chairman to the maximum extent of 7,50,000 (Seven Lakh Fifty Thousand) Employee Stock Options (hereinafter referred to as the “Options”), in one or more tranches, during the Financial Year 2024-2025, which exceeds 1% of the issued share capital of the Company ;

The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, split of Shares and consolidation of Shares, merger & amalgamation / reconstitution / amalgamation / sell of divisions or otherwise, a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Compensation Committee shall adjust the number and exercise price of the Options granted in such a manner that the total value of the Options granted under ESOP Plan II 2023 remain the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the ceiling of 7,50,000 (Seven Lakh Fifty Thousand) shall be deemed to be increased to the extent of such additional Options issued.

The Plan shall continue to be in force until earlier of:

- i. April 30, 2029; or
- ii. The date all the Options reserved under the Plan are granted and exercised; or
- iii. The date of termination, if any, of the Plan.

c) Identification of classes of Employees entitled to participate in Plan be beneficiaries in the scheme:

The List of the specific Employees to whom the Stock Options are to be granted and the quantum of the Stock Options to be granted, as approved by the Compensation Committee and the Board of Directors are as under:

Mr. Purvesh Krishna Shelatkar, Executive Director designated as Executive Chairman to the maximum extent of 7,50,000 (Seven Lakh Fifty Thousand) Employee Stock Options (hereinafter referred to as the “Options”), in one or more tranches, during the Financial Year 2024-2025, which exceeds 1% of the issued share capital of the Company.

d) Requirements of vesting and period of vesting:

100% of the Options granted under the Plan would vest at the completion of the Period of 1 (One) year from the date of grant of such Options.



Options granted would vest essentially on the basis of continuation of employment / service as on relevant date of vesting as a pre-requisite condition, provided that the eligible Employee is not under any notice of resignation or termination.

In case of death and permanent incapacity of an eligible Employee in employment or service, condition of minimum vesting period of 1 (One) year shall not apply, in which case all the Options granted up to the death or permanent incapacity, as the case may be, shall vest as on date of such event.

e) Maximum period within which the Options shall be vested Options granted under the Plan would vest at the completion of the Period of 1 (One) year from the date of grant of such Options.

f) Exercise price or pricing formula: The exercise period would commence from the date of vesting and will expire on completion of four (Four) year from the date of respective vesting or such other period as may be decided by the Compensation Committee, from time to time.

g) Appraisal process for determining the eligibility of Employees under Plan: Only the Employees within the meaning of this Plan are eligible for being granted Stock Options under ESOP 2023. The list of identified employees to whom the stock options be granted and the quantum of the stock options is approved by the Compensation Committee as mentioned in point no. (c) herein above.

h) Maximum number of options to be issued per employee and in aggregate:

The maximum number of Options that shall be granted to each Employee shall vary depending upon the designation and the appraisal / assessment process, however shall not exceed 15,00,000 (Fifteen Lakhs) Options per eligible Employee, however the Compensation Committee reserves the right to decide the number of Options to be granted and the maximum number of Options that can be granted to each employee within this ceiling.

i) Maximum quantum of benefits to be provided per employee under the Plan:

No benefit other than by way of grant of Options is envisaged under the Plan

j) Whether the Scheme is to be implemented and administered directly by the company or through a trust:

The Plan is implemented and administered directly by Company.

k) Whether the scheme involves new issue of shares by the company or secondary acquisition by the trust or both:

ESOP Plan II 2023 envisages issue of primary shares against exercise of vested Options

l) Amount of loan to be provided for implementation of the scheme by the Company to the trust, its tenure, utilisation, repayment terms, etc.:

This is currently not contemplated under the present Plan.

m) Maximum percentage of secondary acquisition:

ESOP Plan II 2023 envisages issue of primary shares and there is no contemplation of secondary acquisition.



n) Accounting and Disclosure Policies:

The Company shall follow the laws / regulations applicable to accounting and disclosure related to Employee Stock Options and Accounting Standard IND AS 102 on Share based payments and / or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein in due compliance with the requirements of Regulation 15 of the SEBI SBEB Regulations.

o) Method of Option valuation: The Company shall adopt 'fair value method' for valuation of the Options as prescribed under guidance note or under any relevant accounting standard notified by the appropriate authorities from time to time.

p) Declaration:

As the company is adopting fair value method, there is no requirement to compute the difference between intrinsic value and face value. Therefore, there is no requirement for disclosure in Directors' report. Further, in case the Company opts for expensing of share based employee benefits using the intrinsic value method, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' Report.

q) Period of lock-in: The Shares issued upon exercise of the Options shall be freely transferable and shall not be subject to any lock-in period restriction after such allotment and credit to the respective demat account; however the same shall be subject to such restrictions as may be prescribed under applicable laws including the Company's Code of Conduct for prevention of Insider Trading, to regulate, monitor and report trading by insiders, under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

r) Terms and conditions for buyback, if any, of specified securities covered granted under the Plan:

Subject to the provisions of the prevailing applicable laws, the Compensation Committee shall determine the procedure for buy-back of the Options granted under the Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

On the Recommendation of the Compensation Committee & Board of Directors, the consent of the shareholders is being sought pursuant grant of Options to identified employees, during the Financial Year 2024-2025, which exceeds 1% of the issued share capital of the Company.'

In light of above, you are requested to accord your approval to the Special Resolutions as set out at Agenda Item No. 5 of the accompanying Notice.

Except Mr. Purvesh Krishna Shelatkar, Executive Director, None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financial or otherwise, in the said resolution, except to the extent of their shareholding in the Company.

This Corrigendum to the Notice of Postal Ballot shall form an integral part of the Postal Ballot Notice dated October 23, 2024, which has already been circulated to the Shareholders of the Company and on



and from the date hereof, the Notice of Postal Ballot shall always be read in conjunction with this Corrigendum. This Corrigendum is also being published in the Active times. (English language) and Mumbai Lakshadeep (Marathi language) and will also be made available on website of the stock exchange i.e., BSE and on the website of the Company at www.rosemerc.in. All other contents of the Notice of Postal Ballot, save and except as modified or supplemented by this Corrigendum, shall remain unchanged.

By Order of the Board of Directors
Rose Merc Limited
Sd/-
Vaishali Parkar Kumar
Executive Director
DIN: 09159108

Place: Mumbai,
Date: October 25, 2024

Registered Office:

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