



**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: 15th March, 2024,

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

BSE Scrip Code: 512115 Scrip ID: ROSEMER

Sub: Submission of Notice of Postal Ballot of Rose Merc Limited ('the Company')

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Postal Ballot of the Company dated March 14, 2024 to be sent to the members of the Company for seeking their approval on the resolutions as set out in the Notice of Postal Ballot by way of voting through electronic means i.e. through remote e-voting system only.:

In accordance with circulars issued by Ministry of Corporate Affairs, from time to time, the postal ballot notice is being sent only in electronic form to Members whose email addresses are registered with their depository participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding) and whose names are recorded in the Register of Members/List of Beneficial Owners as on Friday, 8th March 2024 (cut-off date).

The Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to the members. The remote e-voting will commence from 09.00 a.m. on Sunday, 17th March, 2024 and up to 5.00 p.m. on Monday, 15th April, 2024. E-voting module will be blocked by NSDL at 5.00 p.m. on Monday, 15th April, 2024.

The Notice of Postal Ballot is also available on the website of the Company viz www.rosemerc.in.

**Thanking You,
Yours Faithfully,**

For Rose Merc Limited

VAISHALI
PARKAR
KUMAR

Digitally signed by
VAISHALI PARKAR
KUMAR
Date: 2024.03.15
17:51:43 +05'30'

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

Rose Merc Limited

Registered Office: Office no:15/B/4, New Sion CHS, Opp SIES College, Behind D Mart, Sion West,
Mumbai, Maharashtra, 400022

CIN: L93190MH1985PLC035078

E mail id: info@rosemerc.in **Website:** www.rosemerc.in.

NOTICE OF POSTAL BALLOT

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 (“THE ACT”) READ WITH RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 (“THE RULES”) AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE ACT (INCLUDING ANY STATUTORY MODIFICATION OR RE-ENACTMENT THEREOF FOR THE TIME BEING IN FORCE), SECRETARIAL STANDARD ON GENERAL MEETINGS (“SS-2”) AND REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED (SEBI LODR REGULATIONS

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (‘Rules’) and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 11/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs (“MCA Circulars”), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (in continuation of Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020) and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable Laws, Rules and Regulations (including any statutory modification or re-enactment thereof for the time being in force), seeking approval of the shareholders of **Rose Merc Limited** (‘Company’) by way of ordinary resolution or special resolution, as the case may be, for the businesses appended below through postal ballot by way of voting through electronic means i.e. through remote e-voting system (“remote e-voting”) only.

The Explanatory Statement pursuant to Section 102 of the Act setting out all material facts and the reasons pertaining to proposed resolutions is also annexed hereto for your consideration.

Pursuant to the MCA Circulars and Section 110 of the Act and the Rules made thereunder, the Company is sending this Postal Ballot Notice (“Notice”) along with explanatory statement and remote e-voting instructions only through electronic mode to all those members, whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent (“RTA”) or Depository/ Depository Participants and whose names appear in the Register of Members of the Company as on **Friday, 8**

March, 2024 (“Cut-off date”).

IN COMPLIANCE WITH THE REQUIREMENTS OF THE ABOVE MCA CIRCULARS, HARD COPY OF POSTAL BALLOT NOTICE ALONG WITH POSTAL BALLOT FORMS AND PRE-PAID BUSINESS ENVELOPE IS NOT BEING DISPATCHED TO THE SHAREHOLDERS FOR THIS POSTAL BALLOT AND SHAREHOLDERS ARE REQUIRED TO COMMUNICATE THEIR ASSENT OR DISSENT THROUGH THE REMOTE E-VOTING SYSTEM ONLY.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged National Securities Depository Limited (‘NSDL’) to provide remote e-voting facility to its Members. The e-voting facility is available at the link www.evotingindia.com from 9.00 a.m. on Sunday, March 17, 2024 and up to 5.00 p.m. on Monday, April 15, 2024. E-voting module will be blocked by NSDL at 5.00 p.m. on Monday, April 15, 2024 and voting shall not be allowed beyond the said date and time. You are requested to peruse the proposed resolutions along with the Explanatory Statement and thereafter accord your assent or dissent by means of remote e-voting facility provided by the Company.

Please refer the instructions for remote e-voting forming part of the Notes to this Notice to understand the process and manner in which remote e-voting is to be carried out.

Pursuant to Rule 22(5) of the Rules, the Board has appointed CS Deepak Rane, Practicing Company Secretary (Membership No.A24110 CP No. 8717) as the Scrutinizer for scrutinizing the Postal Ballot / E-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company (‘the Chairman’) or to any other person authorized by the Chairman after the completion of the scrutiny of e-voting data. The result of the Postal Ballot / E-voting shall be declared within 48 hours of end of e-voting and upon receipts of report of the Scrutinizer communicated to BSE Limited (‘BSE’) where the shares of the Company are listed. A copy of the results will also be forwarded to NSDL for displaying the same on its website, www.evotingindia.com and shall also be displayed on the Company’s website at www.rosemerc.in.

The last date of the E-voting .i.e. Monday, April 15, 2024 shall be the date on which the resolutions shall be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

1. TO APPROVE ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES OF THE COMPANY ON PREFERENTIAL

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

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) **(the “Companies Act”)**; and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company (ii) the

Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”); (iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015, as amended (“**SEBI Listing Regulations**”), listing agreements entered into by the Company with the BSE Limited (“**BSE**”) “Stock Exchanges”) on which the equity shares of face value of INR 10 (Indian Rupees Ten) each of the Company (“Equity Shares”) are listed, and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Securities and Exchange Board of India (“**SEBI**”); (iv) other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (“**SEBI**”) and/or any other statutory / regulatory authorities from time to time to the extent applicable, and subject to execution of definitive documents and terms thereunder, and the receipt of such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchanges and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions; and which terms may be agreed to by the Board of Directors of the Company (**the “Board”**), which term shall be deemed to include its committee for such purpose) and all such other approvals, consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot 4,70,250 (Four Lakh Seventy Thousand Two Hundred Fifty) warrants convertible (“Warrants”) into equivalent number of equity shares of the Company of face value of Rs.10/- (Rupee Ten Only) each (“Equity Shares”), in dematerialized form, on Preferential allotment basis, to non-promoters at a price of Rs.250/- (Rupees Two Hundred Fifty Only) per share (including premium of Rs.240/- (Rupees Two Hundred Forty Only) per equity share) as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of the Chapter V of the ICDR Regulations at an aggregate consideration of Rs.11,75,62,500/- (Rupees Eleven Crore Seventy Five Lakh Sixty Two Thousand Five Hundred Only) and on such other terms and conditions as may be determined in accordance with the ICDR Regulations or other applicable provisions of the law as may be prevailing at the time, to the following:

Sr. No.	Name of the proposed Allottee	Nature of persons who are ultimate beneficial owner	No of Convertible Warrants Proposed to be allotted	Category	Allottee is: QIB / MF / FI / Trust / Banks
1	Manjiri Sanjeev Latkar	Individual	70,000	Non-Promoter	Non- QIB
2	Atharva Sanjeev Latkar	Individual	70,000	Non-Promoter	Non- QIB
3	Omprakash Brijnath Singh	Individual	49,000	Non-Promoter	Non- QIB
4	Haritsinh Kanaksinh Gohil	Individual	51,000	Non-Promoter	Non- QIB
5	Sridhar N Chadraseskharan	Individual	57,250	Non-Promoter	Non- QIB
6	Sumant Bhargav Ghaisas	Individual	38,000	Non-Promoter	Non- QIB
7	Varsha S Ghaisas	Individual	32,000	Non-Promoter	Non- QIB

Sr. No.	Name of the proposed Allottee	Nature of persons who are ultimate beneficial owner	No of Convertible Warrants Proposed to be allotted	Category	Allottee is: QIB / MF / FI / Trust / Banks
8	Neelam Prem Singh Soni	Individual	21,000	Non-Promoter	Non- QIB
9	Sunil Gajanan Nanal	Individual	20,000	Non-Promoter	Non- QIB
10	Shahalam Shaikh	Individual	15,000	Non-Promoter	Non- QIB
11	AashiShahalam Shaikh	Individual	15,000	Non-Promoter	Non- QIB
12	Mukund Shivaram Biwalkar	Individual	10,000	Non-Promoter	Non- QIB
13	Mitali Mukund Biwalkar	Individual	10,000	Non-Promoter	Non- QIB
14	Jaymin Bipinchandra Patel	Individual	8,000	Non-Promoter	Non- QIB
15	Anjaladevi Sendhil	Individual	2,000	Non-Promoter	Non- QIB
16	LaxmiNageshNitur	Individual	2,000	Non-Promoter	Non- QIB

RESOLVED FURTHER THAT the said Warrants shall be converted within a period not exceeding 18 (Eighteen) months from the date of allotment of the Warrants, in one or more tranches, in accordance with the SEBI Regulations and other relevant regulations as may be prevailing at the time of allotment of equity shares, and that the Warrants so issued or allotted give rise (on allotment or conversion/ exercise of right) to not more than 4,70,250 (Four Lakh Seventy Thousand Two Hundred Fifty) Equity Shares of Re. 10/- each fully paid-up.

RESOLVED FURTHER THAT the warrants shall be issued by the Company on the following terms and conditions:

- i. An amount equivalent to 25% of the issue price of the Equity Shares arising out of the Warrants shall be payable at the time of making the application for Warrants, which amount will be kept by the Company as a deposit to be adjusted and appropriated against the price of the Equity Shares payable by the Warrant Holder at the time of exercising the option;
- ii. The Warrant Holder shall pay the balance 75% of the issue price at the time of exercising the option to convert the warrants into equivalent number of equity shares in one of more tranches but not later than 18 months from the date of allotment of such convertible warrants;
- iii. In the event the Warrant Holder does not exercise the option of conversion within 18 months from the date of allotment of Warrants, the Warrants shall lapse and the deposit of 25% as indicated in point (i) above shall be forfeited by the Company;
- iv. The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid, shall be governed by the respective provisions of the Companies Act, 2013, the Memorandum & Articles of Association of the Company and also the Guidelines/Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof;

- v. Each convertible warrant shall be convertible into one (1) equity share of face value of Re. 10/- per share;
- vi. The equity shares allotted, upon conversion of convertible warrants to be issued on preferential basis to above allottees, shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018;
- vii. The equity shares allotted, upon conversion of convertible warrants shall be listed on BSE Limited.

RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the Convertible Warrants to be issued and allotted as above shall be Friday, March 15, 2024, being the working day immediately preceding Saturday, March 16, 2024, the date 30 (thirty) days prior to the date of closure of voting process through Postal Ballot i.e. April 15, 2024 to approve this offer.

RESOLVED FURTHER THAT the Convertible Warrants to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the equity shares issued upon conversion of the said warrants shall rank pari-passu with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from CS Deepak Rane, Practicing Company Secretary (Membership No. 24110 CP No. 8717) certifying that the above issue of warrants convertible into equivalent number of equity shares of the Company is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT the monies received by the Company from the Subscribers for application of the Convertible Warrants pursuant to this private placement shall be kept by the Company in a separate bank account to be opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the Convertible Warrants and issue of Equity Shares of the Company upon the conversion of such warrants, any board of directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Convertible Warrants, as may be required, issuing clarifications on the issue and allotment of the Convertible Warrants, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Convertible Warrants and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

2. 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, 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 7,00,000 (SevenLakhs) 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. Saurabh Chaudhary, Managing Director of Outcry Media Solutions Private Limited, Subsidiary of Rose Merc Limited, which upon exercise shall not exceed in aggregate 7,00,000 (Seven Lakhs) 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 subdivision 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.”

3. 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, 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 51,000 (Fifty One 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 Ms Arati Shah, Executive Director of ABACA Care Private Limited, Subsidiary of Rose Merc Limited, which upon exercise shall not exceed in aggregate 51,000 (Fifty One 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.”

4. RE-DESIGNATION AND RE-APPOINTMENT OF MR. OMPRAKASH BRIJNATH SINGH (DIN 07204004) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR

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

“**RESOLVED THAT** pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, read with Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirement), 2015, including any statutory modifications or re-enactment(s) thereof

for the time being in force and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and in accordance with the relevant provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board, consent of the members be and is hereby accorded to the change in designation, re-appointment and regularisation of Mr. Omprakash Brijnath Singh (DIN 07204004) from 'Non-Executive – Independent Director' to 'Non-Executive – Non-Independent Director' of the Company liable to retire by rotation, with effect from March 14, 2024 on such terms and conditions as may be approved by the Board.

RESOLVED FURTHER THAT Mr. Omprakash Brijnath Singh (DIN 07204004) shall continue as Non-Executive – Non-Independent Director of the Company upto his current date ending on 19th June, 2028.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors or any person authorised by the Board be and are hereby severally authorised, on behalf of the Company, to sign and execute all such documents and papers (including appointment letters) and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect the above matter along with filling of necessary e-forms and other documents.”

5. RE-DESIGNATION AND RE-APPOINTMENT OF MR. SUMANT BHARGAV GHASIS (DIN 10199204) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR

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

“**RESOLVED THAT** pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, read with Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirement), 2015, including any statutory modifications or re-enactment(s) thereof for the time being in force and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and in accordance with the relevant provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board, consent of the members be and is hereby accorded to the change in designation, re-appointment and regularisation of Mr. Sumant Bhargav Ghaisas (DIN 10199204) from ' Additional Non-Executive – Independent Director' to 'Non-Executive – Non-Independent Director' of the Company liable to retire by rotation, with effect from March 14, 2024 on such terms and conditions as may be approved by the Board.

RESOLVED FURTHER THAT Mr. Sumant Bhargav Ghaisas (DIN 10199204) shall continue as Non-Executive – Non-Independent Director of the Company upto his current date ending on 15th October, 2028.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors or any person authorised by the Board be and are hereby severally authorised, on behalf of the Company, to sign and execute all such documents and papers (including appointment letters) and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect the above matter along with filling of necessary e-forms and other documents.”

6. RE-DESIGNATION OF MRS. VAISHALI PARKAR KUMAR FROM ADDITIONAL EXECUTIVE DIRECTOR AND CFO TO EXECUTIVE DIRECTOR DESIGNATED AS WHOLE TIME DIRECTOR AND CFO

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 Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“Act”) and Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirement), 2015, including any statutory modifications or re-enactment(s) thereof for the time being in force and in accordance with the relevant provisions of the Articles of Association of the Company and subject to such other consents, approval, permissions as may be required and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, approval of the Members be and is hereby accorded for Change in Designation and regularisation of Mrs. Vaishali Parkar Kumar from Additional Executive Director and CFO to Executive Director designated as Whole time director and CFO, liable to retire by rotation, for a period of 5 (five) years commencing from October 16, 2023 to October 15, 2028;on the terms and conditions and remuneration as follows:

Sr. No	Particulars	Disclosure
1	Basic Salary	6,00,000 per annum
2	Insurance	As per the rules of the Company.
3	Leave	Leave with full pay and allowance as per the rules of the Company
4	Provident Fund	Contribution to Provident Fund/AnnuityFund/Superannuation Fund or Allowance as per rules of the Company.
5	Gratuity	Gratuity in accordance with the rules of the Company.

with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit.

RESOLVED FURTHER THAT the remuneration payable to Mrs. Vaishali Parkar Kumar (including the salary, perquisites, benefits, amenities and incentives) shall not exceed the limits laid down in Sections 197 and 198 of the Act, including any statutory modifications or re-enactment thereof;

“RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in the financial year, the Company will pay remuneration by way of Salary including perquisites and allowances as specified under Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof.”

RESOLVED FURTHER THAT the Board of Directors and/or any Committee thereof be and is hereby authorized from time to time to amend, alter or otherwise vary the terms and conditions of the appointment of Mrs. Vaishali Parkar Kumar including remuneration, within the overall limits specified in the Act or other regulations as may be applicable to the Company;

RESOLVED FURTHER THAT approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient to give effect to this Resolution.”

**By Order of the Board of Directors of
Rose Merc Limited**

**Sd/-
Vaishali Parkar Kumar
Executive Director
DIN: 09159108**

Registered Office:

Office no:15/B/4, New Sion CHS,
Opp SIES College, Behind D Mart,
Sion West, Mumbai, Maharashtra, 400022

CIN: L93190MH1985PLC035078

Email: info@rosemerc.in

Website:www.rosemerc.in

**Place: Mumbai,
Date: 14/03/2024**

NOTES:

- 1. The explanatory statement pursuant to the provisions of Section 102 and Section 110 of the Companies Act, 2013 and other applicable legal provisions, setting out material facts and reasons in relation to the special business set out in the notice above is annexed hereto.**
2. The Company would be sending this Postal Ballot Notice to all the members whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories as on Friday, March 8, 2024 ("Cut-off Date"). The Postal Ballot notice will also be sent through e-mail to all the Members, as on the cut-off date, ho have registered their e-mail addresses with the Company/ Depository Participant ("DP").
3. As permitted under the MCA Circulars, the Company is sending the Notice electronically to all the members whose e-mail addresses are registered with the Company or with the depositories/depository participants or with the Company's Registrar and Share Transfer Agent, and will not be sending the hard copy of the Notice along with postal ballot form and postage prepaid self -addressed business reply envelope to the members whose email address are not registered. To facilitate such members to receive this Notice electronically and cast their vote electronically, members who have not registered their email addresses with the Company can now register the same by sending an e-mail at info@rosemerc.in. Members holding shares in demat

form are requested to register their e-mail addresses with their respective depository participant(s) only.

4. Members holding shares in physical form and who have not yet registered their e-mail addresses are requested to register the same with the Company by sending an e-mail to info@rosemerc.in. Members holding shares in electronic form are requested to get their e-mail addresses registered with their respective DP. Thereafter, the Company would endeavour to send the Postal Ballot Notice to such Members to enable them to cast their vote through e-voting.
5. A copy of this Postal Ballot Notice also be available on the Company's website www.rosemerc.in, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and is also available on the website of NSDL (agency for providing the remote e-voting facility) i.e. and www.evoting.nsdl.com.
6. All members are requested to cast their votes only through remote e-voting as per the procedure.
7. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.
8. The Remote E-voting period will commence on Sunday, March 17, 2024, at 9:00 a.m. (IST) and will end on Monday, April 15, 2024, at 5.00 p.m. (IST). During the said period, shareholders of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.
9. Inspection of Documents: During the e-voting period, all documents referred to in this Notice and other relevant documents would be available for inspection by the Members at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 10:00 a.m. (IST) and 5:00 p.m. (IST).
10. Members are requested to carefully read the instructions mentioned in the Postal Ballot Notice. Vote shall be casted by Members on or before Monday, April 15, 2024, at 5.00 p.m. (IST). Any response received from the Members after that shall be treated as if no response is received in terms of Rule 22(12) of the Management Rules.
11. Voting by e-voting, can be exercised only by the member or its duly constituted attorney or in case of body corporates, by the duly authorised person. A member cannot exercise his vote by proxy on postal ballot.
12. The resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a duly convened general meeting of the members.
13. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., April 15, 2024.
14. Any member who did not receive the Notice may either send an email to info@rosemerc.in.
15. Procedure for registration of e-mail address by shareholders:-

Members holding shares in Physical mode, who have not registered their e-mail address with the company, may get their e-mail addresses registered with Link Intime India Pvt. Ltd. (Registrar & Share Transfer Agent - RTA) by clicking on

https://linkintime.co.in/emailreg/email_register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the E mail / Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number, and e mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an email to RTA at rnt.helpdesk@linkintime.co.in

Members holding shares in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with RTA by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the E-mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in. For permanent registration of email address for members holding shares in Demat mode, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

The Members must read the detailed procedure on electronic voting provided below:

Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act read with Rules 20 and 22 of the Management Rules, Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Circulars, and any other applicable provisions, if any, the Company has extended remote e-voting facility to enable the members to cast their votes electronically through the remote e-voting services provided by NSDL.

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	Sunday, March 17, 2024, at 9:00 A.M (IST)
End of remote e-voting	Monday, April 15, 2024, at 5.00 P.M (IST).

The remote e-voting module shall be disabled by NSDL for voting at 5:00 pm (IST) on Monday, April 15, 2024. Once the vote on the resolution is cast by a member, he or she will not be allowed to change it subsequently.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page

click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘**Shareholder/Member**’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by

	<p>company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in

process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csdeepakrane@gmail.com. with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta, Assistant Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@rosemerc.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@rosemerc.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

The following statement sets out all material facts relating to Special Business mentioned in the accompanying Notice:

Item 1:

To expand the business operations and to meet the increased fund requirements of the Company, the Board of Directors at their meeting held on March 05, 2024, had considered and approved (subject to the approval of the members of the Company and such other approvals as may be required) the proposal for raising funds by way of issuance of Equity Shares on a preferential basis to Non-Promoters as mentioned in the resolution no.1.

Since the Company is a listed Company, the proposed Preferential Issue is in terms of the provisions of the SEBI (ICDR) Regulations 2018 (as amended), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any, and Sections 42 and 62(1) of the Companies Act, 2013, read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014.

The information as required under SEBI (ICDR) Regulations 2018 and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders passed through E-Voting is required for Issue of Equity Shares on preferential basis and hence the resolution is placed before the shareholders. In terms of the provisions of the Companies Act, 2013 and as per Regulation 163 and other applicable regulation of Chapter V – Preferential Issue of SEBI ICDR Regulations, the required disclosures regarding proposed issue are as under: -

1. Objects of the Preferential issue:

To raise further capital in order to meet the funding requirement for business growth and expansion which includes investments in subsidiaries and other companies/acquisition opportunities, exploring new initiatives, capital expenditure, working capital requirements, and other general corporate purposes.

2. Maximum number of specified securities to be issued:

The Company intends to issue securities of the Company in the following manner:

4,70,250 Warrants convertible into equivalent number of equity shares of face value Rs.10/- per share.

Thus, based on the assumption that all the Warrants will be converted into equivalent number of equity shares of face value Rs.10/- of the Company, the Company intends to issue a maximum of 4,70,250 equity shares of face value Rs.10/- per share at a price to be determined under Regulation 164 of SEBI (ICDR) Regulations, 2018 in the following manner:

3. Amount which the company intends to raise by way of such securities.

The company intends to raise upto Rs.11,75,62,500/- (Rupees Eleven Crore Seventy Five Lakh Sixty Two Thousand Five Hundred Only) by way of issue of 4,70,250 equity shares of the Company on preferential Basis to Non-Promoters.

4. Intention of promoters / directors / key managerial personnel to subscribe to the offer:

None of the other Directors / Key Management Personnel has the intention to subscribe to the offer.

5. The shareholding pattern before and after completion of the proposed preferential issue would be as under:-

SR. NO.	CATEGORY	PRE-ISSUE EQUITY (Note *)		POST-ISSUE EQUITY (Note \$)	
		No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding
A	Promoters' holding:				
	Individual	7,200	0.17	7,200	0.15
	Bodies Corporate	-	-	-	-
	Sub Total (A)	7,200	0.17	7,200	0.15
B	Non-Promoters' holding:				
1	Institutional Investors				
	Institutional Domestic	-	-	-	-
	Institutional Foreign	-	-	-	-
	Sub Total (B)	-	-	-	-
2	Non Institutional Investors				
	Bodies Corporate	1,33,142	3.16	1,66,642	3.40
	Directors and Relatives	5,25,000	12.47	5,25,000	10.71
	Indian Public	33,34,074	79.17	39,19,424	79.96
	Others [including HUF, NRI, IEPF Authorities, etc.]	2,12,084	5.03	2,83,750	5.79
	Sub Total (C)	42,04,300	99.83	48,94,816	99.85

GRAND TOTAL (A+B+C)	42,11,500	100.00	49,02,016	100.00
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*Note * : The above shareholding pattern has been prepared on the basis of shareholding data as on March 8, 2024 as provided by the Registrar and Share Transfer Agent.*

Note \$:The post issue shareholding percentage is determined considering existing capital of 42,11,500 equity shares plus the following:

- (a) 152766 equity shares issued and allotted on January 24, 2024, for which listing application is in process for approval with the Stock Exchange.
- (b) 67,500 equity shares issued and allotted on February 27 2024, for which listing application is in the process of being filed with the Stock Exchange.
- (c) 4,70,250 warrants proposed to be issued and allotted under the present issue and assuming that the said convertible warrants will be fully subscribed and will be fully converted into equivalent number of equity shares of the Company.

6. Proposed time within which the preferential issue shall be completed:

The Company shall complete the allotment of the Equity Shares and Equity Warrants within a period of 15 (fifteen) days from the later of:

- (i) date of the approval of this special resolution; or
- (ii) receipt of last of the approval/permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the securities stated above to the Proposed Allottees).

Further, upon exercise of option to convert the warrant into equity shares by the proposed allottees, the Company shall issue and allot equivalent number of equity shares of the company within fifteen days of such exercise of conversion of warrant.

7. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

Sr . No.	Details of subscriber	Ultimate beneficial owner of the proposed allottee(s)	Pre-Issue			Proposed Allotment	Post-Issue (Refer Note # below this table)		
			Category	No. of Shares	Percentage holding (%)		Category	No. of Shares	Percentage holding (%)
1	Manjiri Sanjeev Latkar	Individual	Non-Promoter	NIL	NIL	70,000	Non-Promoter	70,000	1.43
2	Atharva Sanjeev Latkar	Individual	Non-Promoter	NIL	NIL	70,000	Non-Promoter	70,000	1.43
3	Omprakash Brijnath	Individual	Non-Promoter	NIL	NIL	49,000	Non-Promoter	49,000	1.00

	Singh								
4	Haritsinh KanaksinhGohil	Individual	Non-Promoter	NIL	NIL	51,000	Non-Promoter	51,000	1.04
5	Sridhar N Chadraskharan	Individual	Non-Promoter	NIL	NIL	57,250	Non-Promoter	57,250	1.17
6	Sumant Bhargav Ghaisas	Individual	Non-Promoter	NIL	NIL	38,000	Non-Promoter	38,000	0.78
7	Varsha S Ghaisas	Individual	Non-Promoter	NIL	NIL	32,000	Non-Promoter	32,000	0.65
8	Neelam Prem Singh Soni	Individual	Non-Promoter	NIL	NIL	21,000	Non-Promoter	21,000	0.43
9	Sunil Gajanan Nanal	Individual	Non-Promoter	NIL	NIL	20,000	Non-Promoter	20,000	0.41
10	Shahalam Shaikh	Individual	Non-Promoter	NIL	NIL	15,000	Non-Promoter	15,000	0.31
11	AashiShahalam Shaikh	Individual	Non-Promoter	NIL	NIL	15,000	Non-Promoter	15,000	0.31
12	Mukund Shivaram Biwalkar	Individual	Non-Promoter	NIL	NIL	10,000	Non-Promoter	10,000	0.20
13	Mitali Mukund Biwalkar	Individual	Non-Promoter	NIL	NIL	10,000	Non-Promoter	10,000	0.20
14	Jaymin Bipinchandra Patel	Individual	Non-Promoter	NIL	NIL	8,000	Non-Promoter	8,000	0.16
15	Anjaladevi Sendhil	Individual	Non-Promoter	NIL	NIL	2,000	Non-Promoter	2,000	0.04
16	LaxmiNageshNitur	Individual	Non-Promoter	NIL	NIL	2,000	Non-Promoter	2,000	0.04
			Total			4,70,250		4,70,250	9.59

Note# :Please refer “Note \$” to Table under the heading “Item 5. The shareholding pattern before and after completion of the proposed preferential issue would be as under” above.

8. In terms of SEBI (ICDR) Regulations, 2018, the Company hereby undertakes that:

- i. An amount equivalent to 25% of the offer price of the Equity Warrants shall be payable at the time of making the application for Equity Warrants, which amount will be kept by the Company as a deposit to be adjusted and appropriated against the price of the Equity Warrants payable by the Equity Warrants Holder at the time of exercising the option;
- ii. If the amount payable on account of the re-computation of price is not paid within the timestipulated in the SEBI (ICDR) Regulations, the underlying Equity Shares shall continue to be locked- in till the time such amount is paid by the proposed allottees.

- iii. The balance 75% of the offer price shall be payable at the time of exercise of option to convert the Equity Warrants into equity shares of face value Rs.10/- per share of the Company.
- iv. The issue of the Equity Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid, shall be governed by the respective provisions of the Companies Act, 2013, the Memorandum & Articles of Association of the Company and also the Guidelines/Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof;
- v. Each Equity Warrants shall be convertible into one (1) equity share of face value of Rs.10/- per share; and
- vi. The equity shares allotted, upon Equity Warrants to be issued on preferential basis to above allottee, shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

9. Wilful Defaulter or Fraudulent Borrower:

Neither the issuer nor any of its promoters or directors are wilful defaulters or fraudulent borrowers.

10. Pricing of Preferential Issue:

The Board has fixed the price of Rs 250/- (Rupees Two hundred Fifty only) per equity share as the issue price. This is higher than the price determined in terms of Regulation 164(1) of the ICDR Regulations. The pricing certificate is issued by CS Deepak Rane, Practicing Company Secretary (Membership No. 24110 CP No. 8717) having his office at A/616, Trimurtkrupa CHS., Eksar Road, Borivali west Mumbai 400091. The pricing certificate is available on website of the company at www.rosemerc.in. The said certificate shall also be available for inspection at the registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M.

11. Basis on which the price would be arrived at:

The Equity Shares of the Company are listed on BSE Limited ("Stock Exchanges"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and the same has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of the applicable provisions of the Chapter V of SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, the minimum price for the preferential issue of each equity share to be issued shall be a price, being higher of the following:

- i. Average of 90 trading days of volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date is Rs.136.69;

or

- ii. Average of 10 trading days of volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date is Rs. 144.67.

The Board has fixed the floor price as Rs.250/- (Rupees Two Hundred Fifty only) per equity share (including premium of Rs. 240/- per share) and the said price fixed by the Board is higher than the

above prices determined in terms of the ICDR Regulation and other applicable provisions.

12. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable.

13. Relevant Date

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for this Preferential Allotment of equity shares is Friday, March 15, 2024 being the working day prior to Saturday, March 16, 2024 which is 30 days prior to the closure date of Postal Ballot voting i.e. April 15, 2024.

14. Change in control if any consequent to preferential issue

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue.

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

15. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

Sr. No.	Name of the Allottee	No. of Equity Shares Allotted	No. of Equity Warrants Allotted	Offer Price at which allotted (Rs.)
1	KajalRohira	7,00,000	-	50/-
2	Aditi Natwar Daga	-	20,000	50/-
3	Anant Balkrishna More	-	25,000	50/-
4	Anita Jain	-	40,000	50/-
5	Chaitanya vaidya	-	50,000	50/-
6	Manisha Pandurang Jadhav	-	50,000	50/-
7	Manohar SonuTemkar	-	10,000	50/-
8	Nanak Singh Ajmani(HUF)	-	1,00,000	50/-
9	Nishank Jain	-	40,000	50/-
10	Prasad Vishnu Shanbhag	-	50,000	50/-
11	Rajen Hemchand Gada	-	80,000	50/-
12	Rajesh Vig	-	50,000	50/-
13	Saanvi Prayag Shelatkar	-	50,000	50/-
14	Sonu Surjit Vasan	-	80,000	50/-
15	Sunita Rajesh Chaudhary	-	50,000	50/-
16	UdayDamodarTardalkar	-	50,000	50/-
17	Uday Sait	-	50,000	100/-
18	Suhas Kale	-	50,000	100/-
19	Tony Lalchand Navani HUF	-	5,000	100/-

20	Gaurav Tripathi	-	25,000	100/-
21	Renu Khatri	-	15,000	100/-
22	Dattatray Rajaram Jadhav	-	50,000	100/-
23	Shailesh Pethe	-	10,000	100/-
24	Vijaykumar Gaurat	-	5,000	100/-
25	Atul Jain	-	50,000	100/-
26	Hitendra Vinayak Dahiwadkar	33,500	-	150/-
27	Swapna Hitendra Dahiwadkar	17,000	-	150/-
28	Indicare Hospital Private Limited	17,000	-	150/-
29	Capital Square Financial Services Private Limited	-	3,33,334	150/-
30	Sunil Kumar Manocha	-	1,66,667	150/-
31	Geeta Manocha	-	1,66,667	150/-
32	Navin Vijay Kochhar	-	33,334	150/-
33	Vikas Pandurang Kolarkar	-	50,000	150/-
34	Vrushali Yogesh Supekar	-	1,000	150/-
35	Mahesh VishnupantMulay	-	1,000	150/-
36	Holkar Shrikant Arjun	-	1,000	150/-
37	Manoj Anchan	-	33,334	150/-
38	Oberai Hitesh G	-	700	150/-
39	Shlok Rathod	-	50,000	150/-
40	Riken Parmar	-	1,250	150/-
41	Ankita Apte	-	1,250	150/-
42	Megha Darji	-	1,250	150/-

16. Undertakings:

- The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.
- The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the equity shares issued shall continue to be locked-in till the time such amount is paid by the allottees.
- The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

17. Lock-in period

The Shares to be offered, issued and allotted shall be subject to Lock-in as provided under the provisions of ICDR Regulations. The entire pre preferential shareholding of the above allottees, if any, shall be locked-in from the relevant date up to the period of 90 trading days from the date of trading approval as per Regulation 167 of the ICDR Regulations.

18. Compliance Certificate from CS Deepak Rane, Practising Company Secretary.

A copy of the compliance certificate, from CS Deepak Rane, Practising Company Secretary (Membership No. 24110 CP No. 8717), having their office at A/616, Trimurtkrupa CHS., Eksar Road, Borivali west Mumbai 400091, certifying that the issue of equity shares as well as convertible warrants on preferential basis is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. The said Certificate will be uploaded on the website of the Company at www.rosemerc.in.

19. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

None of Directors, Key Managerial Persons or their relatives are concerned or interested in the above referred resolution to the extent of their shareholding in the Company and the proposed allotment.

20. Other disclosures

In accordance with SEBI ICDR Regulations,

- i. The Company has allotted equity shares on a preferential basis in the financial year.
- ii. Neither the Company nor any of its Promoters and Directors has been declared as a wilful defaulter or a fraudulent borrower or a fugitive economic offender.
- iii. The pre- preferential holding of the proposed allottees are in dematerialized form.
- iv. Regulation 166A of the Chapter V of SEBI ICDR Regulations are not applicable, as none of the allottees or allottees acting in concert are not being allotted more than 5% of the post issue fully diluted share capital of Company.
- v. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item No. 1 as special resolution for your approval.

Item No. 2 & 3

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:

- (a) Mr. Saurabh Chaudhary, Managing Director of Outcry Media Solutions Private Limited, Subsidiary of Rose Merc Limited to the maximum extent of 7,00,000 (Seven Lakhs) 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 ; and
- (b) Ms Arati Shah, Executive Director of ABACA Care Private Limited, Subsidiary of Rose Merc Limited to the maximum extent of 51,000 (FiftyOne 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,

Accordingly, the Compensation Committee and the Board of Directors the Company ("Board") at their respective meetings held on March 14, 2024 have approved the above stated granted subject to approval of the shareholders.

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, incentivise 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 50,00,000 (Fifty Lakhs) Employee Stock Options convertible in to not more than 50,00,000 (Fifty Lakhs) 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 March 14, 2024 have approved the below mentioned grants of options subject to approval of the shareholders.

- (c) Mr. Saurabh Chaudhary, Managing Director of Outcry Media Solutions Private Limited, Subsidiary of Rose Merc Limited to the maximum extent of 7,00,000 (Seven Lakhs) 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 ; and
- (d) Ms Arati Shah, Executive Director of ABACA Care Private Limited, Subsidiary of Rose Merc Limited to the maximum extent of 51,000 (Fifty One 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 7,00,000 (Seven Lakhs) & 51,000 (Fifty One 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:

- A.** Mr. Saurabh Chaudhary, Managing Director of Outcry Media Solutions Private Limited, Subsidiary of Rose Merc Limited to the maximum extent of 7,00,000 (Seven Lakhs) 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 ; and
- B.** Ms Arati Shah, Executive Director of ABACA Care Private Limited, Subsidiary of Rose Merc Limited to the maximum extent of 51,000 (Fifty One 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.

h) 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.

i) 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 Lacs) 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.

j) 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

k) 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.

l) 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

m) 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.

n) Maximum percentage of secondary acquisition:

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

o) 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.

p) 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.

q) 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 director's 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.

r) 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.

s) 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. 2& 3 of the accompanying Notice.

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.

ITEM 4

RE-DESIGNATION AND RE-APPOINTMENT OF MR. OMPRAKASH BRIJNATH SINGH (DIN 07204004) AS 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") 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 effect from March 14, 2023, subject to the approval of shareholders vide Postal Ballot.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Omprakash Brijnath Singh as an Non-Executive Non-Independent Director of the Company.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

His Brief profile is given in Annexure I. Considering the rich experience, expertise and vast knowledge of Mr. Omprakash Brijnath Singh, it is in the interest of the Company that his appointment as Additional Non-Executive Non-Independent Director be regularised and he occupies the said position as Non-Executive Non-Independent Director of the Company.

Copy of the draft letter of appointment of Mr. Omprakash Brijnath Singh as an Non-Executive Non-Independent Director setting out the terms and conditions is available for inspection by Members at the Registered Office of the Company.

Except Mr. Omprakash Brijnath Singh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice. The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the shareholders.

ITEM 5

RE-DESIGNATION AND RE-APPOINTMENT OF MR. SUMANT BHARGAV GHASIS (DIN 10199204) AS 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") 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 effect from March 14, 2023, subject to the approval of shareholders vide Postal Ballot.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Sumant Bhargav Ghaisas as an Non-Executive Non-Independent Director of the Company.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

His Brief profile is given in Annexure I. Considering the rich experience, expertise and vast knowledge of Mr. Sumant Bhargav Ghaisas, it is in the interest of the Company that his appointment as Additional Non-Executive Non-Independent Director be regularised and he occupies the said position as Non-Executive Non-Independent Director of the Company.

Copy of the draft letter of appointment of Mr. Sumant Bhargav Ghaisas as an Non-Executive Non-Independent Director setting out the terms and conditions is available for inspection by Members at the Registered Office of the Company.

Except Mr. Sumant Bhargav Ghaisas, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the accompanying Notice. The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the shareholders

ITEM 6

RE-DESIGNATION OF MRS. VAISHALI PARKAR KUMAR FROM ADDITIONAL EXECUTIVE DIRECTOR AND CFO TO 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 effect from March 14, 2023 on the existing terms & conditions, subject to the approval of shareholders vide Postal Ballot.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the re-designation of Mrs. Vaishali Parkar Kumar (DIN: 09159108) to Additional Executive Director designated as Whole time director and CFO, requires approval of the Members by way of special resolution.

The terms and conditions of the re-appointment and remuneration payable to Mrs. Vaishali Parkar Kumar is provided in the resolution referred in Item No.6

The Company has received from Mr. Mrs. Vaishali Parkar Kumar (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Act.

In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a member, proposing the candidature of Mrs. Vaishali Parkar Kumar for the aforementioned re designation.

Her Brief profile is given in Annexure I. Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of her qualifications, experience and other attributes, that her redesignation as Executive Director designated as Whole time director and CFO on the Board would be of immense benefit to the Company and will strengthen the management of the Company.

The Explanatory Statement may be considered as a written Memorandum setting out terms, conditions and limits of remuneration of Mrs. Vaishali Parkar Kumar in terms of Section 190 of the Act.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No. 6 of the Notice above by way of Special resolution.

Except Mrs. Vaishali Parkar Kumar, none of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution.

Annexure I

Brief details of Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of Director	Mr. Omprakash Brijnath Singh	Mr. Sumant Bhargav Ghaisas	Mrs. Vaishali Parkar Kumar
Age	52 years	65 years	40 years
Date of first Appointment on Board	19 th June 2023	16 th October 2023	25/01/2023
Qualifications	Master's Degree in Labour Studies (MLS) from MILS, University of Bombay, India	M.Sc. from University of Mumbai	Master's Degree in Finance
Brief profile	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	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	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

) & Data (GPON) connectivity across the prominent Malls , Commercial Properties , Hospitals & Hotels in western India, NCR & Andhra Pradesh.		
Experience and expertise in specific functional areas	Disclosed above in Brief profile	Disclosed above in Brief profile	Disclosed above in Brief profile
Directorships held in other (excluding foreign) Companies including names of listed entities in which the person also holds the directorship and the membership of Committees of other board along with listed entities from which the person has resigned in the past three years	Directorship in other companies: 1. Parshuram rose merc private limited 2. EpujaSpiritech Limited Membership of Committees in other companies: NA	Directorship in other companies: 1. Tutumi Biotech Private Limited Membership of Committees in other companies: NA	Directorship in other companies: 1. Parshuram Rose Merc Private Limited 2. Outcry Media Solutions Private Limited 3. Capitalsquare Investment Manager Private Limited 4. Bhaktiworld Media And Entertainment Private Limited Membership of Committees in other companies: NA
Details of remuneration sought to be paid and the remuneration last drawn by such person	NA	NA	Remuneration for FY 2022-23 – NIL Remuneration sought to be paid – 6,00,000 per annum
Number of shares held in the Company including shareholding as a beneficial owner	NA	NA	4,75,000
Remuneration last drawn(including sitting fees, if any)	NA	NA	NIL
Relationship with other Directors/ KMPs/ Manager	None	None	None
Number of Board meetings attended during the year 2022-23	NA	NA	4

**By Order of the Board of Directors of
Rose Merc Limited**

**Sd/-
Vaishali Parkar Kumar
Executive Director
DIN:09159108**

Registered Office:

Office no:15/B/4, New Sion CHS,
Opp SIES College, Behind D Mart,
Sion West, Mumbai, Maharashtra, 400022

CIN: L93190MH1985PLC035078

Email: info@rosemerc.in

Website: www.rosemerc.in

Place: Mumbai

Date: March 14, 2024