



**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

**February 15, 2024**

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

**Scrip Code – 512115      Scrip ID – ROSEME**

**Sub.: Voting Results of the Postal Ballot pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (Postal Ballot Notice dated 15th January, 2024 and Corrigendum to the Postal Ballot Notice dated 08th February, 2024).**

Dear Sir/Madam,

With reference to above, we would like to state that the provisions of Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly find enclosed the Voting Results and Scrutinizer's Report for the resolutions as set out in the Postal Ballot Notice dated dated 15th January, 2024 read along with the Corrigendum to the Postal Ballot Notice dated 08th February, 2024.

All the Resolution, stated in the Notice of Postal Ballot, has been approved by the members of the Company by requisite majority and shall be deemed to have been passed.

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

Thanking You.  
Yours faithfully,

**For ROSE MERC LIMITED**

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

**Date: February 15, 2024**

**Place: Mumbai**



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General information about company	
Scrip code	512115
NSE Symbol	
MSEI Symbol	
ISIN	INE649C01012
Name of the company	ROSE MERC.LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	14-02-2024
Start time of the meeting	-
End time of the meeting	-

Scrutinizer Details	
Name of the Scrutinizer	Deepak Rane
Firms Name	CS Deepak Rane
Qualification	CS
Membership Number	24110
Date of Board Meeting in which appointed	15-01-2024
Date of Issuance of Report to the company	15-02-2024

Voting results	
Record date	12-01-2024
Total number of shareholders on record date	713
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of resolution passed in the meeting</b>	<b>2</b>



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CIN : L93190MH1985PLC035078

Resolution (1)									
Resolution required: (Ordinary / Special)				Special					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				TO APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTERS					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	7200	0	0.0000	0	0	0	0	
	Poll								
	Postal Ballot (if applicable)								
	Total		7200	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public-Non Institutions	E-Voting	3966800	1581401	39.8659	1581394	7	99.9996	0.0004	
	Poll								
	Postal Ballot (if applicable)								
	Total		3966800	1581401	39.8659	1581394	7	99.9996	0.0004
Total	Total	3974000	1581401	39.7937	1581394	7	99.9996	0.0004	
Whether resolution is Pass or Not.							Yes		



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Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO APPROVE ISSUE OF EQUITY WARRANTS CONVERTIBLE INTO EQUITY SHARES OF THE COMPANY ON PREFERENTIAL				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7200	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		7200	0	0.0000	0	0	0.0000
Public - Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public - Non Institutions	E-Voting	3966800	1581401	39.8659	1581394	7	99.9996	0.0004
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		3966800	1581401	39.8659	1581394	7	99.9996
<b>Total</b>	<b>Total</b>	3974000	1581401	39.7937	1581394	7	99.9996	0.0004
<b>Whether resolution is Pass or Not.</b>							Yes	

**SCRUTINIZER'S REPORT**

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

To,

The Chairman,

**Rose Merc Limited**

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

Opp SIES College, Behind D Mart,

Sion West, Mumbai - 400022

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

Dear Sir,

I, CS Deepak Prakash Rane, Practising Company Secretary, having been appointed by the Board of Directors of the **Rose Merc Limited** (the "Company") as a Scrutinizer for the purpose of conducting the postal ballot (Remote e-voting) process in a fair and transparent manner in respect of the resolutions mentioned in the Notice of Postal Ballot dated 15<sup>th</sup> January, 2024 and Corrigendum to the Postal Ballot Notice dated 08<sup>th</sup> February, 2024.

I submit my report as under:

1. As per the General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020 and 10/2021 dated 23<sup>rd</sup> June, 2021 read with other relevant circulars, including General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ('MCA Circulars') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)



Regulations, 2015, and on account of threat posed by COVID-19 pandemic situation, the Company has sent the Postal Ballot Notice dated 15<sup>th</sup> January, 2024 and Corrigendum to the Postal Ballot Notice dated 08<sup>th</sup> February, 2024 by email only to the members who have registered their e-mail address with the Company/ Depositories.

2. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes were not dispatched to Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members had taken place through the remote e-voting system only.
3. The Members of the Company holding equity shares, as on the "cut-off date" i.e. Friday, 12<sup>th</sup> January, 2024 were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot dated 15<sup>th</sup> January, 2024 and Corrigendum to the Postal Ballot Notice dated 08<sup>th</sup> February, 2024, through remote e- Voting only.
4. The Company has published an advertisement on 16<sup>th</sup> January, 2024 in "Active times" an English Newspaper and "Mumbai Lakshadeep - Mumbai Edition" vernacular (Marathi) Newspaper regarding completion of dispatch of Notice of Postal Ballot dated 15<sup>th</sup> January, 2024 and Corrigendum to the Postal Ballot Notice dated 08<sup>th</sup> February, 2024 was published as an advertisement on 09<sup>th</sup> February, 2024 in "Active times" an English Newspaper and "Mumbai Lakshadeep - Mumbai Edition" vernacular (Marathi) Newspaper and also specifying therein the matters prescribed in the Rules with regard to e-voting.
5. The Company has appointed National Securities Depository Limited (NSDL) for facilitating e-voting services to enable the Members to cast their votes electronically. The remote e- Voting facility was kept open from 9:00 A.M. (IST) on Tuesday, 16<sup>th</sup> January, 2024 to 5:00 P.M. (IST) on Wednesday, 14<sup>th</sup> February, 2024. The e-Voting facility was blocked forthwith thereafter.
6. The votes cast by the members electronically on the NDSL e-voting platform were unblocked on 14<sup>th</sup> February, 2024 in presence of two witnesses, Ms. Mayuri Pandya and Ms. Devanshi Sanghani who are not in the employment of the Company.
7. I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the NSDL e-voting system and have maintained a register



in which necessary entries have been made in accordance with the Companies Management and Administration) Rules, 2014, as amended.

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

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

To approve issue of Equity Shares on preferential basis to the Non - Promoters:

Particulars	Remote e-voting		Percentage (%)
	Number of Members	Number of Votes	
Assent	21	15,81,394	100.00%
Dissent	3	7	0.00%
Abstain	Nil	Nil	Nil
<b>Total</b>	<b>24</b>	<b>15,81,401</b>	<b>100.00%</b>

Accordingly, out of 15,81,401 votes cast (remote e-voting), 15,81,394 votes were cast ASSENTING to the Special Resolution constituting 100.00% of the total votes cast; 7 votes were cast DISSENTING to the Special Resolution constituting 0.00% of the total votes cast.

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

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

To approve issue of equity warrants convertible into equity shares of the company on preferential basis:

Particulars	Remote e-voting		Percentage (%)
	Number of Members	Number of Votes	
Assent	21	15,81,394	100.00%
Dissent	3	7	0.00%
Abstain	Nil	Nil	Nil
<b>Total</b>	<b>24</b>	<b>15,81,401</b>	<b>100.00%</b>

Accordingly, out of 15,81,401 votes cast (remote e-voting), 15,81,394 votes were cast ASSENTING to the Special Resolution constituting 100.00% of the total votes cast; 7 votes were cast DISSENTING to the Special Resolution constituting 0.00% of the total votes cast.



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

You may accordingly declare the result of the voting.

Yours Faithfully,



**CS Deepak Prakash Rane**

**M. No.24110**

**CP No.8717**

**UDIN: A024110E003435034**



Date: 15<sup>th</sup> February, 2024

Place: Mumbai