

# Rose Merc. Limited

(CIN:L24110MH1985PLC035078)

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

Email ID: info@rosemerc.in Tele: 022-35138397 Website: www.rosemerc.in

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Date: July 11, 2023

To

The General Manager

Department of Corporate Services

BSE Limited

P. J. Towers, Dalal Street,

Mumbai – 400001

Dear Sir,

**Sub: 39<sup>th</sup> Annual Report together with the Notice of the Annual General Meeting (AGM) for the Financial Year 2022-2023.**

**Ref: Rose Merc Limited. (Security Id: ROSEMER, Code: 512115)**

Pursuant to Regulation 30 and 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Annual Report of the Company for the Financial Year 2022-2023 along with the Notice of 39<sup>th</sup> Annual General Meeting (AGM).

The 39<sup>th</sup> Annual General Meeting (AGM) of the Company will be held on Thursday, August 3, 2023, at 04:00 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM), in conformity with the regulatory provisions and the Circulars issued by the Ministry of Corporate Affairs, Government of India.

The aforesaid Annual Report, AGM Notice and e-voting instructions are also being uploaded on the Company's website [www.rosemerc.in](http://www.rosemerc.in).

This is for your information and record.

Thanking You,

Your faithfully,

For **ROSE MERC LIMITED**

Nooruddin Mohammed Shaikh

Director

DIN: 09660481



# ***39<sup>TH</sup> ANNUAL REPORT***

***Financial year – 2022-23***

***Assessment year – 2023-24***

***ROSE MERC LIMITED***

***CIN: L24110MH1985PLC035078***

***REGISTERED OFFICE***

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

<b>INDEX</b>		
<b>Sr. No.</b>	<b>Particulars</b>	<b>Page No.</b>
1.	Corporate Information	3
2.	Notice	4 to 52
3.	Director Report	53 to 69
4.	Annexures to Director Report including Management Discussion And Analysis Report	70 to 85
5.	Standalone Financial Statements	
	a. Audit Report	86 to 101
	b. Balance Sheet	102
	c. Statement of Profit and Loss	103
	d. Cash Flow statement	104
	e. Notes on Accounts	105 - 129



## Corporate Information

<b>BOARD OF DIRECTORS</b>		<b>REGISTERED OFFICE</b>
Mr. Kirti Savla	Managing Director	Office No:15/B/4, New Sion CHS SIES College, Behind D Mart, Sion West ,Mumbai MH 400022, India.  <b>Phone:</b> +91 – 22 – 35138397  <b>Email:</b> info@rosemerc.in  <b>Website:</b> www.rosemerc.in
Mr. Nooruddin Shaikh	Executive Director	
Mr. Shekhar Mennon	Independent Director	
Mr. Sonu Surjit Vasan	Independent Director	
Mr. Purvesh Shelatkar	Independent Director	
Mr. Vivek Parulkar	Additional Director	
Mrs. Vaishali Parkar Kumar	Additional Director	
<b>COMPANY SECRETARY &amp; CHIEF FINANCIAL OFFICER</b>		
Mr. Monil Shah (resigned w.e.f. 4 <sup>th</sup> April, 2023)		
<b>COMPANY SECRETARY</b>		
Ms. Mahashweta A Pamani (w.e.f. 6 <sup>th</sup> April, 2023)		
<b>CHIEF FINANCIAL OFFICER</b>		
Mr. Anant More (w.e.f. 6 <sup>th</sup> April, 2023)		
<b>STATUTORY AUDITOR</b>		<b>REGISTRAR &amp; SHARE TRANSFER AGENT</b>
<b>M/s. BB Gusani &amp; Associates, Chartered Accountants</b> 215-A,Manek Center, P.N. Marg, Jamnagar – 361008 (Gujrat) , India.		<b>Link Intime India Private Limited</b> C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra – 400 083 <b>Tel No.:</b> +91 – 22 – 4918 6000 <b>Fax No.:</b> +91 – 22 – 4918 6060 <b>Email:</b> rnt.helpdesk@linkintime.co.in <b>Web:</b> <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>
<b>SECRETARIAL AUDITOR</b>		<b>BANKERS</b>
<b>Mr. Deepak Rane</b> (Practicing Company Secretary) A/616, Trimurttkrupa C.H.S. ,Eksar Road, Borivali(West),Mumbai - 400091		HDFC Bank ICICI Bank Kotak Mahindra Bank
<b>AUDIT COMMITTEE</b>	<b>NOMINATION &amp; REMUNERATION COMMITTEE</b>	<b>STAKEHOLDER'S GRIEVANCE &amp; RELATIONSHIP COMMITTEE</b>
Mr. Purvesh Krishna Shelatkar - Chairperson	Mr. Purvesh Krishna Shelatkar - Chairperson	Mr. Purvesh Krishna Shelatkar - Chairperson
Mr. Shekhar Mennon - Member	Mr. Shekhar Mennon - Member	Mr. Shekhar Mennon - Member
Mr. Nooruddin Mohammed Shaikh - Member	Mr. Sonu Surjit Vasan - Member	Mr. Nooruddin Mohammed Shaikh - Member



## NOTICE

**NOTICE** is hereby given that the Thirty Ninth (39<sup>th</sup>) Annual General Meeting of the Members of Rose Merc Limited will be held on Thursday 3<sup>rd</sup> August, 2023 at 04:00 P.M. through other audio visual means to transact the following businesses :

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2023 and Profit and Loss Account for the year ended on that date and the Reports of the Directors' and Auditor's thereon.
2. To appoint a Director in place of Mr. Kirti Savla (DIN: 02003878), who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

#### **3. To approve implementation of the "RML Employee Stock Option Plan II 2023":**

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 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 the introduction of '**RML Employee Stock Option Plan II 2023**' (hereinafter referred to as "RML ESOP II 2023" / "Plan") authorising the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee, including the Compensation Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI SBEB Regulations) to create, issue and grant not exceeding 50,00,000 (Fifty Lakhs) Employee Stock Options (hereinafter referred to as the "Options"), in one or more tranches, to or for the benefit of such person(s) who are in the employment or service of the Company (together with the stock options proposed to be created / offered / issued / allotted to or for the benefit of such persons who are in employment of the Company's subsidiary company(ies) in terms of RML ESOP II 2023), present and future, in India or outside India, including any director, whether a whole time director or not, including a non-executive director (other than employees / directors who are promoters or belonging to the promoter group, independent directors and directors holding directly or indirectly more than ten



percent of the outstanding equity shares of the Company), subject to their eligibility as may be determined under the RML ESOP II 2023, which upon exercise shall not exceed in aggregate 50,00,000 (Fifty 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 into 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 Board / 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 pari passu 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 deem 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. To approve grant of employee stock options under the “RML Employee Stock Option Plan II 2023” to the eligible employees of the Company’s Subsidiary Companies:**



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 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 the introduction of ‘**RML Employee Stock Option Plan II 2023**’ (hereinafter referred to as “RML ESOP II 2023” / “Plan”) authorising the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee, including the Compensation Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI SBEB Regulations) to create, issue and grant not exceeding 50,00,000 (Fifty Lakhs) Employee Stock Options (hereinafter referred to as the “Options”), in one or more tranches, from time to time, under RML ESOP II 2023 as mention in the Resolution No.3 to or for the benefit of such person(s) who are in employment of any existing or future subsidiary company(ies) of the Company (together with the stock options proposed to be created / offered / issued / allotted to or for the benefit of such persons who are in employment of the Company in terms of RML ESOP II 2023), present and future, in India or outside India, including any director, whether a whole time director or not, including a non-executive director (other than employees / directors who are promoters or belonging to the promoter group, independent directors and directors holding directly or indirectly more than ten percent of the outstanding equity shares of the Company), subject to their eligibility as may be determined under the RML ESOP II 2023, which upon exercise shall not exceed in aggregate 50,00,000 (Fifty 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 Board / 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 pari passu 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.”

#### 5. To amend Memorandum of Association

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 13 of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof and other applicable provisions thereof the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

a. Deletion of Clause 2 viz-

Production, design, sourcing, trading and representation of products and services related to all the objectives including but not limited to religious artifacts, instruments and materials required for religious rites and rituals, consumable products for religious rites and rituals, religious, spiritual and related content on digital media and in nondigital formats like books, leaflets, posters, calendars. (printed, embossed, painted, handwritten.), jewellery made from all kinds of metals, alloys and non-metallic materials with and without embellishment by precious and semi precious gem stones, rudraksha, fabrics and garments related to religious rituals and practices, containers for storage and transport of consumption materials for religious rites, rituals and practices, and all other kinds of products and services used in the expression of religious faith and spiritual practices.





b. Addition of the following as Clause 2-

To carry on the business of owning, managing, and promoting sports leagues, teams, sporting events, sports merchandise, and related activities, either directly or through subsidiaries, joint ventures, or partnerships, to organize and host sporting events, tournaments, championships, matches, and exhibitions, and to provide the necessary infrastructure, facilities, and services associated with such events, to establish and maintain sports academies, training centers, and development programs aimed at nurturing talent, providing coaching, and fostering the growth of athletes across various sports disciplines and to organize and host all types of events whether sports or entertainment or carry on any type of event management business.

**“RESOLVED FURTHER THAT** any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**6. To amend Articles of Association 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 14 of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof and other applicable provisions thereof for for the time being in force and subject to approvals, permissions and sanctions from the appropriate authority, if any, the Articles of Association of the Company be and are hereby altered in the manner set out herein below:

Amending following Article-

Article 97 - Chairman or Vice- Chairman of the Board

(i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their member to be Chairperson of the meeting.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**7. To increase Authorised Share Capital of the Company**



To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 and rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for increase in Authorised Share Capital of the Company from Rs.10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs.15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of Rs.10/- (Rupees Ten Only) each, by way of creation of additional 50,00,000 (Fifty Lacs) Equity Shares of Rs.10/- (Rupees Ten Only) each ranking pari passu in all respect with the existing equity shares of the company, aggregating to Rs. 5,00,00,000 (Rupees Five Crore Only) and that existing Clause V of the Memorandum of Association of the Company be replaced with following new Clause V:

**“V. The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each ranking pari passu in all respect with the existing Equity Shares.”**

**“RESOLVED FURTHER THAT,** for the purpose of giving effect to this resolution, the Board of Directors and Key Management Personnel, be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company.”

**8. To Approve Issue Of Warrants Convertible Into Equity Shares Of The Company On Preferential Basis:**

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, 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 (collectively, the “CA 2013”); and in accordance with the 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 (“ICDR Regulations”); iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015, (iv) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, stock exchange and/or any other statutory / regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities,



institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, issue, offer and allot 3,60,000 (ThreeLakhsSixty Thousand) warrants convertible (‘Convertible Warrants’) into equivalent number of equity shares of the Company of face value of Re. 10/- (Rupee Ten Only) each (“Equity Shares”), in dematerialized form, on Preferential allotment basis, to non-promoters at a price of Rs. 100/- (Rupees One Hundred Only) per share(including premium of Rs. 90/- (Rupees Ninety Only) per equity share) as determined in accordance with Regulation 164 read with 166A of SEBI ICDR Regulations, to the following subscribers:

Sr. No.	Name of the proposed Allottees	Nature of persons who are the ultimate beneficial owner	No of Convertible Warrants proposed to be allotted	Category	Allottee is: QIB/MF/FI/Trust/Banks
1	Uday Pandurang Sait	Individual	50,000	Non-Promoter	Not applicable
2	Suhas Dattatraya Kale	Individual	50,000	Non-Promoter	Not applicable
3	Tony Lalchand Nawani (HUF)	Hindu Undivided Family: 1. Tony Lalchand Nawani (Karta) 2. Bhavna Tony Nawani (Co-parcener) 3. Mohnish Tony Nawani (Co-Parcener)	5,000	Non-Promoter	Not applicable
4	Gaurav Tripathi	Individual	25,000	Non-Promoter	Not applicable
5	Renu Khatri	Individual	15,000	Non-Promoter	Not applicable
6	Chaitanya Vaidya	Individual	1,00,000	Non-Promoter	Not applicable
7	Dattatray Rajaram Jadhav	Individual	50,000	Non-Promoter	Not applicable
8	Sailesh Madhav Pethe	Individual	10,000	Non-Promoter	Not applicable
9	Vijaykumar Pandurang Gaurat	Individual	5,000	Non-Promoter	Not applicable
10	Atul Satishchandra Jain	Individual	50,000	Non-Promoter	Not applicable



			3,60,000		
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**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 3,60,000 (ThreeLakhs SixtyThousand) 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 July 04, 2023, being the working day immediately preceding the date 30 (thirty) days prior to the date of declaration of results of General Meeting 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. A24110 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, Mr. Nooruddin Mohammed Shaikh, Whole-time Director and Ms. Mahashweta A Pamani, Company Secretary and Compliance Officer 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.”

**9. To Approve Issue Of Equity Shares Of The Company On Preferential Basis For Consideration Other Than Cash (Share Swap):**

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, 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 (collectively, the “CA 2013”); and in accordance with the 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 (“SEBI LODR Regulations”), (iv) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), stock exchanges and/or any other statutory / regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot 7,51,000 (Seven Lakhs Fifty One Thousand) Equity Shares of the Company of face value of Rs.10/- (Rupee Ten Only) each (“Equity Shares”) of the Company, in dematerialized form, on Preferential allotment basis, to non-promoter at a price of Rs.100/- (Rupees One Hundred Only) per equity share (including premium of Rs.90/- (Rupees Ninety Only) per equity share) to be determined in accordance with Regulation 164 read with 166A of SEBI ICDR Regulations read with Articles of Association of the Company, to the persons stated in Table 1 below, for consideration other than cash (share swap), being discharge of total purchase consideration on such terms and conditions as agreed and set forth in the agreements, deeds and other documents, for the acquisitions as stated in Table 2 below:

**Table 1:**

Sr. No	Name of the proposed Allottees	Nature of persons who are the ultimate beneficial owner	Number of Equity Shares proposed to be allotted	Category	Allottee is: QIB/ MF/ FI/ Trust/ Banks
1.	Saurabh Sanjay Chaudhary	Individual	7,00,000	Non-Promoter	Not Applicable
2.	Arati Nimesh Shah	Individual	45,900	Non-Promoter	Not Applicable
3.	Mahendra M Dahisaria	Individual	5,100	Non-Promoter	Not Applicable
	Total		7,51,000		

**Table 2:**

Sr. No.	Name of Target Entity	Name of Transferor	Stake Acquired		Total Consideration
			No. of	Percentage of	





		holding shares of Target Company	Shares of the Target Company (“Sale Shares”)	Paid-up capital of the Target Company	for Acquisition (Rs. In crores)
1.	Fyopro Services Private Limited	1. Saurabh Sanjay Chaudhary	4667	46.67%	<b>7.00</b>
2.	Abaca Care Private Limited	1. Mahendra M. Dahisaria 2. Aarti Nimesh Shah	51000	51%	<b>0.51</b>

**RESOLVED FURTHER THAT** in accordance with the provisions of SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted as above shall July 04, 2023, being the working day immediately preceding the date 30 (thirty) days prior to the date of closure of voting process of general meeting August 03, 2023 to approve this offer.

**RESOLVED FURTHER THAT** the Equity Shares proposed to be issued and allotted to the Proposed Allottee shall inter alia be subject to the following:

- (a) The Equity Shares shall be allotted by the Company to the Proposed Allottee within a period of 15 (fifteen) days from the later of:
  - (i) date of the approval of this special resolution passed; 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 Equity Shares to Proposed Allottee);
- (b) The Equity Shares to be allotted shall be subject to minimum lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations.
- (c) No partly paid-up securities shall be issued and allotted.
- (d) Allotment of the securities shall only be made in dematerialized form;
- (e) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on BSE Limited subject to the receipt of necessary regulatory permissions and approvals;
- (f) The Equity Shares shall be allotted to the Proposed Allottees subject to the receipt of Sale Shares from the Proposed Allottees i.e., for consideration other than cash; and
- (g) The Equity Shares to be issued and allotted shall be fully paid up and rank ‘pari-passu’ with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.



**RESOLVED FURTHER THAT** the Equity Shares 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.

**RESOLVED FURTHER THAT** the Company hereby takes note of the certificate by CS Deepak Rane, Practicing Company Secretary (Membership No. A24110 CP No. 8717) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the offer, issue, allotment of the equity shares of the Company, Mr. Kirti Savla, Chairman & Managing Director, Mr. Nooruddin Mohammed Shaikh, Whole time Director and Company Secretary and Compliance Officer 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 Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, 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 Equity Shares 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.”

**10. To regularise appointment of Ms. Vaishali Parkar Kumar (DIN: 09159108) as a Non-Executive Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Ms. Vaishali Parkar Kumar (DIN: 09159108), who was appointed as an Additional Director of the Company in Non-Independent Category and who holds office up to the date of ensuing annual general meeting or the last date on which general meeting is to be held whichever is earlier, who has submitted a declaration that she is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby appointed as a Non-executive Non-Independent Director of the Company, liable to retire by rotation.

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts,





deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**11. To regularise appointment of Mr. Avinash Madhav Sonawane (DIN: 10101936) as an Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. **Avinash Madhav Sonawane (DIN: 10101936)**, who was appointed as an Additional Director of the Company in Independent Category and who holds office up to the date of ensuing annual general meeting or the last date on which general meeting is to be held whichever is earlier, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for term of five consecutive years with effect from 21<sup>st</sup> April, 2023 to 21<sup>st</sup> April, 2028.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**12. To regularise appointment of Mr. Omprakash Brijnath Singh (DIN: 07204004) as an Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. **Omprakash Brijnath Singh (DIN: 07204004)**, who was appointed as an Additional Director of the Company in Independent Category and who holds office up to the date of ensuing annual general meeting or the last date on which general meeting is to be held whichever is earlier, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for term of five consecutive years with effect from 19<sup>th</sup> June, 2023 to 19<sup>th</sup> June, 2028.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”



**13. To regularise appointment of Mr. Uday Tardalkar (DIN: 00205409) as an Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. **Uday Tardalkar (DIN: 00205409)**, who was appointed as an Additional Director of the Company in Independent Category and who holds office up to the date of ensuing annual general meeting or the last date on which general meeting is to be held whichever is earlier, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for term of five consecutive years with effect from 19<sup>th</sup> June, 2023 to 19<sup>th</sup> June, 2028.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**For and on behalf of Board of Directors  
Rose Merc Limited**

**Place: Mumbai  
Date: 07/07/2023**

**Sd/-  
Kirti Savla  
Managing Director  
(DIN:02003878)**

**NOTES:**



1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM is annexed.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to isha@spassociates.co with a copy marked to evoting@nsdl.co.in.
5. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s Registrars and Transfer Agents for assistance in this regard.
6. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with DBSL in case the shares are held by them in physical form.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Linkintime in case the shares are held by them in physical form.
8. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination



are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Linkintime in case the shares are held in physical form.

9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or DBSL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. Shareholders are requested to forward their queries on the annual report for the financial year ended March 31, 2023 to the Company on [cs@rosemerc.in](mailto:cs@rosemerc.in) atleast 10 days in advance, to enable us to keep the required information available at the Meeting.
12. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website [www.rosemerc.in](http://www.rosemerc.in), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL <https://www.evoting.nsdl.com>.
13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
15. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the business under item no. 4 above is annexed hereto. The relevant details of the special resolution are annexed.
16. Instructions for e-voting and joining the AGM are as follows:

#### **VOTING THROUGH ELECTRONIC MEANS**

- i. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- ii. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate



- Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- iii.** The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
  - iv.** The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
  - v.** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
  - vi.** In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <http://dhootfinance.com/frame.html>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - vii.** AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
  - viii.** The Board of Directors has appointed Mr. Deepak Rane, Company Secretary in Practice (Certificate of Practice No. 8717) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
  - ix.** The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.



- x. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- xi. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, will only be entitled to avail the facility of remote e-Voting as well as voting through e-voting system during the AGM
- xii. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- xiii. The details of the process and manner for remote e-voting are explained herein below:  
Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>  
  
Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE ASUNDER:-**

**The remote e-voting period begins on Monday, July 31, 2023 at 10:00 A.M. and ends on Wednesday, August 2, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 27<sup>th</sup> July, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 27<sup>th</sup> July, 2023.**

**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 and joining virtual meeting 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.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during</li> </ol>

the remote e-Voting period or joining virtual meeting & voting during the meeting.

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**

 App Store     
  Google Play

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](http://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 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 or joining virtual meeting & voting during the meeting. 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.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://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





	<p>a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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>
<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 or joining virtual meeting &amp; voting during the meeting.</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.**

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



**B) Login Method for e-Voting and joining virtual meeting 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. 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*

1. 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***
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5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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'.
    - 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:
- 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](http://www.evoting.nsdl.com).
  - [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - 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.

**Details on Step 2 are mentioned below:**

**How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
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](mailto:csdeepakrane@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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.nsd](http://www.evoting.nsd)
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.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a



request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto: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 [cs@rosemerc.in](mailto:cs@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 [cs@rosemerc.in](mailto:cs@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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto: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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID



and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@rosemerc.in](mailto:cs@rosemerc.in). The same will be replied by the company suitably.

#### **Other Instructions**

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.rosemerc.in](http://www.rosemerc.in) and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

**For and on behalf of Board of Directors  
Rose Merc Limited**

**Place: Mumbai  
Date: 07/07/2023**

**Sd/-  
Kirti Savla  
Managing Director  
(DIN:02003878)**



### **Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013:**

As required by Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the business mentioned under respective items of the accompanying Notice

#### **Item No. 3 and 4:**

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 intends to implement an employee stock option plan, namely, ‘RML Employee Stock Option Plan II 2023’ (“RML ESOP II 2023” / “Plan”) seeking to cover eligible employees of the Company and its subsidiary companies.

In this context, the Scheme contemplates that the exercise price shall be determined on the date of the grant as may be decided by the Compensation Committee at its discretion from time to time. However, the Exercise Price shall not be less than the face value of the Shares.

As per the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2011 (“SEBI SBEB Regulations”), the Company seeks your approval for:

- Implementation of the Plan; and
- Grant of the Options to the eligible employees of the Company and its subsidiary companies as per the terms of the Plan.

Accordingly, the Compensation Committee and the Board of Directors the Company (“Board”) at their respective meetings held on June 19, 2023 have approved the Plan subject to approval of the shareholders.

The main features of the Plan are as under:

- a) Brief description of the Plan:

The Company proposes to introduce the Plan 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 the eligible employees as may be determined 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 shall administer the Plan. All questions of interpretation of the Plan shall be 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 liability of paying taxes, if any, in respect of the Options granted pursuant to the Plan and the Shares issued pursuant to the exercise of the Options shall be on the Option grantee and / or the Company, in such cases where the Company decides to pay on behalf of the Option grantee, and shall be in accordance with the provisions of the Income Tax Act, 1961 read with rules issued there under and / or Income Tax Laws of respective countries as applicable to eligible employees of the Company / its subsidiary companies working abroad, if any.

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 offered and granted:

The total number of Options to be granted under RML ESOP II 2023 shall not exceed 50,00,000 (Fifty Lakhs) convertible in to not more than 50,00,000 (Fifty Lakhs) 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.

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 RML ESOP 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 50,00,000 (Fifty Lakhs) shall be deemed to be increased to the extent of such additional Options issued.

If an Option expires, lapses or becomes un-exercisable due to any reason, it shall be brought back to the Options pool and shall become available for future grants, subject to compliance with the provisions of the Applicable Laws.

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

- i. August 31, 2033; 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 and be beneficiaries in the scheme:

Following classes of employees ("Employees") are entitled to participate in Plan:





- a. an employee as designated by the company, who is exclusively working in India or outside India; or
- b. a director of the company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- c. an employee as defined in sub-clauses (a) or (b), of a subsidiary company, in India or outside India, but does not include:
  - (i) an employee who is a promoter or a person belonging to the promoter group; or
  - (ii) a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares 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 in capacity, as the case may be, shall vest as on date of such event. However, in the event of superannuation, the Options shall vest as per the original vesting schedule even after the superannuation unless otherwise determined by the Compensation Committee as per policy of the Company and SEBI SBEB Regulations.

In the event that an eligible Employee is transferred or deputed or resigns to join any subsidiary company of the Company prior to vesting, the vesting shall continue as per original vesting schedule / conditions.

- 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 price shall be determined on the date of the grant as may be decided by the Compensation Committee at its discretion from time to time. However, the Exercise Price shall not be less than the face value of the Shares.

- g) Exercise period and the process of exercise:



The exercise period would commence from the date of vesting and will expire on completion of 4 (Four) year from the date of respective vesting or such other period as may be decided by the Compensation Committee, from time to time.

The vested Options, as permitted under the Planshall be deemed to have been exercised when an Employee makes an application in writing to the Company, for the issuance of the Equity Shares against the Options vested in him, subject to the Applicable Laws. The vested Options shall lapse,if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of Employees under Plan:

The appraisal process for determining the eligibility shall be decided from time to time by the Compensation Committee. The broad criteria for appraisal and selection may include parameters like tenure of associationwith the Company, performance during the previous years, contribution towards strategic growth, contribution to teambuilding & succession, cross-functional relationship, corporate governance, etc.

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 designationand the appraisal / assessment process, however shall not exceed 15,00,000 (Fifteen Lacs) Options pereligible Employee, however the Compensation Committee reserves the right to decide the number ofOptions 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 shall be 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:

RML ESOP II 2023envisages 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:

RML ESOP II 2023envisages 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 recognized 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.

The consent of the shareholders is being sought pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Regulation 6 of the SEBI SBEB Regulations for implementation of RML ESOP II 2023.

The Board of Directors recommend implementation of RML ESOP II 2023 for the employees of the Company. In light of above, you are requested to accord your approval to the Special Resolutions as set out at Agenda Item Nos. 3 and 4 of the accompanying Notice.



A draft copy of RML ESOP II 2023 is available for inspection at the Registered office of the Company between 10.00 a.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays). The same is also available on the website of the Company, [www.rosemerc.in](http://www.rosemerc.in) to facilitate online inspection till the conclusion of the ensuing Extra Ordinary General Meeting.

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 No. 5:**

Change of Object Clause of the Memorandum of Association of the Company

Your Board has to consider from time to time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, the object Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

The alteration in the Objects Clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification. This will enable the company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company.

The “Main Object” clause of the Memorandum of Association of the Company is being amended by a. Deletion of Clause 2 viz-

Production, design, sourcing, trading and representation of products and services related to all the objectives including but not limited to religious artifacts, instruments and materials required for religious rites and rituals, consumable products for religious rites and rituals, religious, spiritual and related content on digital media and in nondigital formats like books, leaflets, posters, calendars. (printed, embossed, painted, handwritten.), jewellery made from all kinds of metals, alloys and non-metallic materials with and without embellishment by precious and semi precious gem stones, rudraksha, fabrics and garments related to religious rituals and practices, containers for storage and transport of consumption materials for religious rites, rituals and practices, and all other kinds of products and services used in the expression of religious faith and spiritual practices.

and

b. Addition of the following as Clause 2-

To carry on the business of owning, managing, and promoting sports leagues, teams, sporting events, sports merchandise, and related activities, either directly or through subsidiaries, joint ventures, or partnerships, to organize and host sporting events, tournaments, championships, matches, and exhibitions, and to provide the necessary infrastructure, facilities, and services associated with such events, to establish and maintain sports academies, training centers, and development programs aimed at nurturing talent, providing coaching, and fostering the growth of athletes across various sports disciplines and to organize and host all types of events



whether sports or entertainment or carry on any type of event management business.

The Board at its meeting held on June 19, 2023 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on 10.00 a.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays).The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution. The Board recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the Members.

**Item No. 6:**

Amend Articles of Association of the company

It is proposed to amend the existing set of Articles of Association (AOA) of the Company by amending the following :

Article 97 - Chairman or Vice- Chairman of the Board

(i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their member to be Chairperson of the meeting.

The Board at its meeting held on June 19, 2023 has approved alteration of the AOA of the Company and the Board now seek Members' approval for the same.

The draft Copy of the Articles of Association of the Company is available for inspection at the registered office of the Company 10.00 a.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays).The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 14 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way,



concerned or deemed to be interested in the proposed resolution. The Board recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the Members.

**Item No. 7:**

The present Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore) comprising of 1,00,00,000 (One crore) Equity Shares of Rs.10/- each. The Board, at its meeting held on June 19, 2023. In this regard, the Board, at the same meeting, has also accorded its approval for increasing the Authorised Share Capital from Rs. 10,00,00,000 (Rupees Ten crore) to Rs. 15,00,00,000 (Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of Rs.10/- (Rupees Ten Only) each, by way of creation of additional 50,00,000 (Fifty Lacs) Equity Shares of Rs10/- (Rupees Ten Only) each pari passu with the existing Equity Shares in all respects as per the Memorandum of Association of the Company, subject to shareholders approval.

Pursuant to the provisions of Section 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association of the Company. Accordingly, the Board recommends the Ordinary resolution set out at Item No. 7 seeking approval of the Members for increasing the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association to be passed as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.

**Item No.8 and 9:**

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 this issue:**

To raise further capital in order to meet the funding and business requirements of the Company including in relation to, and for [funding the business growth, capital expenditure, expansion plans including investments in subsidiaries, exploring new initiatives, working capital, and other general corporate purposes] by way of fresh issue for cash and / or for consideration other than cash (including share swap).

**2. Maximum number of specified securities to be issued:**



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

- a. 7,51,000 Equity shares of face value Rs.10/- per share and
- b. 3,60,000 Equity Warrants convertible into equivalent 3,60,000 equity shares of face value Rs.10/- per share.

Thus, based on the assumption that all the Equity Warrants will be converted in equity shares of face value Rs.10/- of the Company, the Company intends to issue a maximum of 11,11,000 equity shares of face value Rs.10/- per share at a price to be determined under Regulation 164 read with Regulation 166A of SEBI (ICDR) Regulations, 2018 in the following manner:

**3. Amounts proposed to be raised:**

Upto Rs. 11,11,00,000/- (Rupees Eleven Crores Eleven Lakhs Only).

**4. Intent of Promoters / Directors / Key Management Persons / Senior Management to subscribe to the preferential issue:**

None of the promoters, directors, key management personnel or senior management of the Company intend to subscribe in the proposed issue of Equity Shares and / or Equity Warrants.

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

SR. NO.	CATEGORY	PRE-ISSUE *		POST-ISSUE (Upon conversion within 18 months from date of allotment on fully diluted basis)	
		No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding
<b>A</b>	<b>Promoters' holding:</b>				
<b>1</b>	<b>Indian</b>				
	Individual	7200	0.16	7200	0.13



	Bodies Corporate	-	-	-	-
	<b>Sub Total</b>	<b>7200</b>	<b>0.16</b>	<b>7200</b>	<b>0.13</b>
	<b>Foreign Promoters<sup>2</sup></b>	-	-	-	-
	<b>Sub Total (A)</b>	<b>7200</b>	<b>0.16</b>	<b>7200</b>	<b>0.13</b>
<b>B</b>	<b>Non-Promoters' holding:</b>				
<b>1</b>	<b>Institutional Investors</b>	-	-	-	-
<b>2</b>	<b>Non-Institutional Investors</b>				
	Private corporate bodies	127355	4.52	127355	2.22
	Directors and relatives	0	0	0	0
	Indian public	2574018	91.40	5380018	93.94
	Others [including HUF, NRI, IEPF Authorities, etc.]	107427	3.81	212427	3.71
	<b>Sub Total (B)</b>	<b>2808800</b>	<b>99.84</b>	<b>57,19,800</b>	<b>99.87</b>
	<b>GRAND TOTAL (A+B)</b>	<b>2816000</b>	<b>100.00</b>	<b>57,27,000</b>	<b>100.00</b>

**\* Notes:-**

1. The above shareholding pattern has been prepared on the basis of shareholding as on July 07, 2023 as provided by the Registrar.
2. The post-issue shareholding pattern has been arrived on the assumption that
  - (a) 7,51,000 equity shares proposed to be allotted on preferential basis will be subscribed in full.
  - (b) 3,60,000 convertible warrants proposed to be issued and allotted, subject to shareholder approval hereinabove, will be subscribed in total and be converted into equivalent number of equity shares by the proposed allottees.
  - (c) 18,00,000 warrants convertible into equity shares of the Company outstanding on the date of issue of this Notice will be 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 Identity of the proposed Allottee and the percentage of post preferential issue capital that may be held by them:**

Sr. No.	Name of the proposed allottee	The natural persons who are ultimate beneficial owner	Pre-Issue			Number of Equity Shares proposed to be allotted	Post-Issue (Upon conversion within 18 months from date of allotment on fully diluted basis) (Refer Note 1 below)		
			Category (Promoter /Non-Promoter)	No. of Shares	Percentage holding (%)		Category (Promoter /Non-Promoter)	No. of Shares	Percentage holding (%)
1	Saurabh Sanjay Chaudhary	Individual	Non-Promoter			700000	Non-Promoter	700000	17.83
2	Dr. Arati Nimesh Shah	Individual	Non-Promoter			45900	Non-Promoter	45900	1.17
3	Mahendra M Dahisaria	Individual	Non-Promoter			5100	Non-Promoter	5100	0.13
4	Uday Pandurang Sait	Individual	Non-Promoter	-	-	50000	Non-Promoter	50000	1.27
5	Suhas Dattatraya Kale	Individual	Non-Promoter	-	-	50000	Non-Promoter	50000	1.27
6	Tony Lalchand Nawani (HUF)	Hindu Undivided Family: 1.Tony Lalchand	Non-Promoter	-	-	5000	Non-Promoter	5000	0.13



		Nawani (Karta) 2.Bhavna Tony Nawani (Co- parcener) 3.Mohnish Tony Nawani (Co-Parcener)							
7	Gaurav Tripathi	Individual	Non- Promoter	-	-	25000	Non- Promoter	25000	0.64
8	Renu Khatri	Individual	Non- Promoter	5997	0.21	15000	Non- Promoter	20997	0.53
9	Chaitanya Vaidya	Individual	Non- Promoter	-	-	100000	Non- Promoter	100000	2.55
10	Dattatray Rajaram Jadhav	Individual	Non- Promoter	-	-	50000	Non- Promoter	50000	1.27
11	Sailesh Madhav Pethe	Individual	Non- Promoter	-	-	10000	Non- Promoter	10000	0.25
12	Vijaykumar Pandurang Gaurat	Individual	Non- Promoter	-	-	5000	Non- Promoter	5000	0.13
13	Atul Satishchandra Jain	Individual	Non- Promoter	-	-	50000	Non- Promoter	50000	1.27
	<b>Total</b>			<b>5997</b>	<b>0.21</b>	<b>1111000</b>		<b>1116997</b>	<b>28.44</b>

**Note:**The Post Issue Capital percentages have been calculated considering fully diluted equity share capital addition of as follows:

1. *The post-issue shareholding pattern has been arrived on the assumption that:*
  - (d) 7,51,000 equity shares proposed to be allotted on preferential basis will be subscribed in full.
  - (e) 3,60,000 convertible warrants proposed to be issued and allotted, subject to shareholder approval hereinabove, will be subscribed in total and be converted into equivalent number of equity shares by the proposed allottees.
  - (f) 18,00,000 warrants convertible into equity shares of the Company outstanding on the date of issue of this Notice will be converted into equivalent number of equity shares of the Company.

#### 8. Lock in period:

##### Equity Shares

The Equity Shares to be issued and allotted shall be subject to minimum lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations, 2018.



### **Equity Shares allotted upon conversion of Equity Warrants**

The convertible warrants allotted on preferential basis and the equity shares to be allotted upon conversion of such convertible warrants shall be subject to lock in as per the applicable provision under Chapter V – Preferential Issue of SEBI ICDR Regulations, 2018.

### **9. Change in the control, if any:**

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares upon conversion of warrants allotted on preferential allotment.

### **10. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered value:**

- i. The acquisition of stake in Fyopro Services Private Limited would allow our company to partner with the leading and fast-growing event management company, talent promotion, product launches, promotional advisors, creative branding, and experiential marketing campaigns for promotion activity.

A valuation report issued by Registered Valuer CA Mohit Jhunjunwala, IBBI registration no. IBBI/RV/01/2020/13487 having office at Office 23/10, R.M.G, Bulcon Orchid, Flat-1D, 1st Floor, Jayangra, Rajarhat, West Bengal-700 059 has been obtained and the same shall remain available for inspection by the members of the Company till the conclusion of extra ordinary general meeting as well as is available on the Company website at [www.rosemerc.in](http://www.rosemerc.in).

- ii. Further, the acquisition of stake in Abaca Care Private Limited would allow our company to partner with the leading and fast-growing market of organic healthcare products.

A valuation report issued by Registered Valuer CA Mohit Jhunjunwala, IBBI registration no. IBBI/RV/01/2020/13487 having office at Office 23/10, R.M.G, Bulcon Orchid, Flat-1D, 1st Floor, Jayangra, Rajarhat, West Bengal-700 059 has been obtained and the same shall remain available for inspection by the members of the Company till the conclusion of extra ordinary general meeting as well as is available on the Company website at [www.rosemerc.in](http://www.rosemerc.in).

### **11. Price of the issue:**

The offer price of equity shares of face value Rs.10/- (Rupees Ten only) per equity share shall be Rs.100 (Rupees Hundred Only) per share (including premium of Rs.90/- (Rupees Ninety Only) per equity share) as determined under Regulation 164 read with Regulation 166A of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018 read with Articles of Association of the Company. The Pricing Certificate so



obtained from the IBBI Registered Valuer Mr. Nikunj Kanodia (IBBI Regn No. IBBI/RV/01/2020/13470) having his office at Office 510, Dilkap Chambers, Plot – A/7, Veera Desai Road, Andheri West, Mumbai - 400053 is available at the registered office of the Company for your review and is placed on the website of the Company at: [www.rosemerc.in](http://www.rosemerc.in).

The Pricing Certificate as issued by CS Deepak Rane, Practicing Company Secretary (Membership No. A24110 CP No. 8717) having office at D. Kothary & Co., Chartered Accountants, 102A, Ameya House, Near Azad Nagar Metro station, Andheri (West), Mumbai 400 058 is also available at the registered office of the Company for your review and is placed on the website of the Company at: [www.rosemerc.in](http://www.rosemerc.in).

#### **12. Relevant Date:**

The Relevant Date on the basis of which the price of the Convertible Warrants is determined is July 04, 2023.

#### **13. The number of persons to whom Preferential Allotment have already been made during the year, in terms of numbers of securities as well as price:**

The Company has allotted 700000 equity shares on preferential basis to Ms. Kaajal Rohira towards purchase consideration for acquisition of 465508 equity shares of Bhakti World RadioBroadcasting Private Limited ('BWRBPL') (equivalent to 7.61% of paid up equity share capital of BWRBPL approximately) at a price of Rs. 50/- (Rupees Fifty Only) per share including premium of Rs. 40/- (Rupees Forty Only) per equity share).

#### **14. Compliance Certificate from Practising Company Secretary:**

A copy of the Compliance Certificate as issued by CS Deepak Rane, Practicing Company Secretary (Membership No. A24110 CP No. 8717), having office at D. Kothary & Co., Chartered Accountants, 102A, Ameya House, Near Azad Nagar Metro Station, Andheri (West), Mumbai 400 058 certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till July 03, 2023. Further, a copy of the Compliance Certificate is also available in the "Investors" tab on the website of the Company at the following link: <http://www.rosemerc.in/>.

#### **15. Other terms of issue for convertible warrants:**

- (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) In the event the Equity Warrants Holder does not exercise the option of conversion within 18 months from the date of allotment of Equity Warrants, the Equity Warrants shall lapse and the deposit of 25% as indicated in point (i) above shall be forfeited by the Company;
- (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.

#### **16. Undertakings**

- (a) The Issuer Company undertakes that they shall re-compute the price of the Convertible Warrants in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.
- (b) 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 convertible warrants / equity shares issued upon conversion of warrants shall continue to be locked-in till the time such amount is paid by the allottees.
- (c) The entire pre-preferential holding of the proposed allottees shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

#### **17. Disclosure regarding Wilful Defaulter or Fraudulent Borrower or Fugitive Economic Offender:**

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

#### **18. Disclosure of Interest**

None of the Promoters, Directors, Key Managerial personnel of the Company are in any way, directly or indirectly concerned or interested in the resolution.

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, therefore, recommends the resolution for your approval.



The Board recommends the Special Resolution set out at Item No. 8 & 9 of the Notice for approval of Members.

**Item No. 10:**

Regularise appointment of Ms. Vaishali Parkar Kumar (DIN: 09159108) as a Non-Executive Director

The Board of Directors of the Company at its meeting held on 2<sup>nd</sup> May, 2023, appointed Ms. Vaishali Parkar Kumar as an Additional Director of the Company in the capacity of Non-executive Director with effect from 2<sup>nd</sup> May, 2023, subject to the approval of the Members of the Company. In terms of section 160 of the Companies Act, 2013, the Board Governance, Nomination and Remuneration Committee and the Board have recommended the appointment of Ms. Vaishali Parkar Kumar as a Non-executive Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013.

In terms of Section 161(1) of the Companies Act, 2013, Ms. Vaishali Parkar Kumar can hold office only up to the date of the ensuing Annual General Meeting. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing her candidature for appointment as a Director of the Company. Further, the Company has also received Ms. Vaishali Parkar Kumar's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Board is of the opinion that the appointment and presence of Ms. Vaishali Parkar Kumar on the Board will be desirable, beneficial and in the best interest of the Company. The Board recommends the resolution set out in item no.10 of the accompanying Notice for approval and adoption of the Members.

Copy of letter of appointment of Ms. Vaishali Parkar Kumar setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Ms. Vaishali Parkar Kumar, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

Brief profile of Ms. Vaishali Parkar Kumar is given at Annexure A to this Notice. Except Ms. Vaishali Parkar Kumar, being the appointee, or her relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 10.

**Item No. 11:**

Regularise appointment of Mr. Avinash Madhav Sonawane (DIN: 10101936) as an Independent Director:

The Board of Directors of the Company at its meeting held on 13<sup>th</sup> April, 2023, appointed Mr. Avinash Madhav Sonawane as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from 13<sup>th</sup> April, 2023, subject to the approval of the Members of the Company.

In terms of section 160 of the Companies Act, 2013, the Board Governance, Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. Avinash Madhav Sonawane as an Independent Director pursuant to the provisions of Sections 149 and 152 of the



Companies Act, 2013.

In terms of Section 161(1) of the Act, Mr. Avinash Madhav Sonawane holds office only upto the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying its intention to propose appointment of Mr. Avinash Madhav Sonawane as Non-Executive Independent Director, not liable to retire by rotation.

The Company has received a declaration from Mr. Avinash Madhav Sonawane confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mr. Avinash Madhav Sonawane's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Avinash Madhav Sonawane fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering Mr. Avinash Madhav Sonawane's knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from April 13, 2023.

Mr. Avinash Madhav Sonawane does not hold any equity shares of the Company.

Copy of letter of appointment of Mr. Avinash Madhav Sonawane setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Mr. Avinash Madhav Sonawane, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

Brief profile of Mr. Avinash Madhav Sonawane is given at Annexure A to this Notice. Except Mr. Avinash Madhav Sonawane, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No.11

#### **Item No. 12:**

Regularise appointment of Mr. Omprakash Brijnath Singh (DIN: 07204004) as an Independent Director:

The Board of Directors of the Company at its meeting held on 19<sup>th</sup> June, 2023, appointed Mr. Omprakash Brijnath Singh as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from 19<sup>th</sup> June, 2023, subject to the approval of the Members of the Company.

In terms of section 160 of the Companies Act, 2013, the Board Governance, Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. Omprakash Brijnath Singh as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013.

In terms of Section 161(1) of the Act, Mr. Omprakash Brijnath Singh holds office only upto the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying its intention to propose appointment of Mr. Omprakash





Brijnath Singh as Non-Executive Independent Director, not liable to retire by rotation.

The Company has received a declaration from Mr. Omprakash Brijnath Singh confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mr. Omprakash Brijnath Singh's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Omprakash Brijnath Singh fulfils the conditions specified in the Companies Act, 2013 and rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering Mr. Omprakash Brijnath Singh's knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from 19<sup>th</sup> June, 2023.

Mr. Omprakash Brijnath Singh does not hold any equity shares of the Company.

Copy of letter of appointment of Mr. Omprakash Brijnath Singh setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Mr. Omprakash Brijnath Singh, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

Brief profile of Mr. Omprakash Brijnath Singh is given at Annexure A to this Notice. Except Mr. Omprakash Brijnath Singh, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No.12

### **Item No.13 :**

Regularise appointment of Mr. Uday Tardalkar (DIN: 00205409)) as an Independent Director:

The Board of Directors of the Company at its meeting held on 19<sup>th</sup> June, 2023, appointed Mr. Uday Tardalkar as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from 19<sup>th</sup> June, 2023, subject to the approval of the Members of the Company.

In terms of section 160 of the Companies Act, 2013, the Board Governance, Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. Uday Tardalkar as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013.

In terms of Section 161(1) of the Act, Mr. Uday Tardalkar holds office only upto the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying its intention to propose appointment of Mr. Uday Tardalkar as Non-Executive Independent Director, not liable to retire by rotation.

The Company has received a declaration from Mr. Uday Tardalkar confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mr. Uday Tardalkar's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not



disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Uday Tardalkar fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering Mr. Uday Tardalkar's knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from 19<sup>th</sup> June, 2023.

Mr. Uday Tardalkar does not hold any equity shares of the Company.

Copy of letter of appointment of Mr. Uday Tardalkar setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Mr. Uday Tardalkar, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

Brief profile of Mr. Uday Tardalkar is given at Annexure A to this Notice. Except Mr. Uday Tardalkar, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No.13

**For and on behalf of Board of Directors  
Rose Merc Limited**

**Place: Mumbai  
Date: 07/07/2023**

**Sd/-  
Kirti Savla  
Managing Director  
(DIN:02003878)**



**ANNEXURE-A**

**Information about the Directors seeking appointment/re-appointment under Regulation 36(3) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Ms.Vaishali Parkar Kumar</b>	<b>Mr. Avinash Madhav Sonawane</b>	<b>Mr. Uday Tardalkar</b>	<b>Mr.Omprakash Brijnath Singh</b>
<b>1.</b>	<b>Name of the Director</b>				



2.	<b>Brief Resume</b>	<p>Ms. 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</p>	<p>Mr. Avinash Sonawane has served with Maharashtra Police Service Commission since 1987 and retired as Deputy Superintendent of Police/ACP in January, 2019. He has been rewarded with 574 awards during his tenure. Post retirement, he had rendered his services for betterment and upliftment of Maharashtra state security corporation, Mumbai since November 2019. He has also worked Maharashtra state security corporation and contributed at the venue in tandem with reliance and MMRDA. He was spearheading the proceedings as Joint Director Operation at Maha Metro Mumbai and Mumbai Metro Rail, up until early June, 2022.</p>	<p>Mr. Uday Tardalkar holds Bachelor of Commerce and L.L.B Degree from University of Mumbai. He has a vast experience of over 20 years in the industry. He is currently a Member of Grievance Redressal Committee (GRC) of National Stock Exchange (NSE), National Commodity &amp; Derivatives Exchange Limited (NCDEX) Multi Commodities Exchange Limited (MCX) National Depository Services Ltd. (NSDL), Central Depository India Limited (CDSL), NSE Clearing Ltd, NCDEX Clearing Ltd. and MCX Clearing Corporation Limited.</p>	<p>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 &amp; Processes in ITES and Energy vertical.</p>
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3.	<b>Expertise in specific functional area/s</b>	As mentioned in the outcome of Board Meeting held on June 19,2023. <a href="https://www.bseindia.com/stock-share-price/rose-mercltd/rosemer/512115/corp-announcements/">https://www.bseindia.com/stock-share-price/rose-mercltd/rosemer/512115/corp-announcements/</a>	As mentioned in the outcome of Board Meeting held on June 19,2023. <a href="https://www.bseindia.com/stock-share-price/rose-mercltd/rosemer/512115/corp-announcements/">https://www.bseindia.com/stock-share-price/rose-mercltd/rosemer/512115/corp-announcements/</a>	As mentioned in the outcome of Board Meeting held on June 19,2023. <a href="https://www.bseindia.com/stock-share-price/rose-mercltd/rosemer/512115/corp-announcements/">https://www.bseindia.com/stock-share-price/rose-mercltd/rosemer/512115/corp-announcements/</a>	As mentioned in the outcome of Board Meeting held on June 19,2023. <a href="https://www.bseindia.com/stock-share-price/rose-mercltd/rosemer/512115/corp-announcements/">https://www.bseindia.com/stock-share-price/rose-mercltd/rosemer/512115/corp-announcements/</a>
4.	<b>Name of Other Companies in which the person holds Directorship (Public)</b>	None	None	None	None
	<b>Names of Other Companies in which the person also holds the Membership of the following Committees of the Board</b>	None	None	None	None
a.	<b>Audit Committee</b>	None	None	None	None
b.	<b>Nomination &amp; Remuneration Committee</b>	None	None	None	None

<b>c.</b>	<b>Stakeholders Relationship Committee</b>	None	None	None	None
<b>5.</b>	<b>Disclosure of Shareholding of non-executive directors</b>	4,20,000 Equity Shares	None	None	None
<b>6.</b>	<b>Disclosure of relationship inter-se</b>	None	None	None	None



## DIRECTOR'S REPORT

To,

The Members of

**ROSE MERC LIMITED**

Your directors have the pleasure in presenting the Thirty Ninth Director Report of your Company together with the Audited Financial Statement for the year ended 31st March, 2023.

### FINANCIAL HIGHLIGHTS

(in Lakhs)

Particulars	2022-23	2021-22
Revenue from operations - -	128.18	-
Other Income	16.19	31.57
<b>Total Income</b>	<b>144.37</b>	<b>31.57</b>
Operating expenditure	159.61	52.31
<b>Earnings before interest, tax, depreciation and amortization (EBITDA)</b>	<b>(15.77)</b>	<b>60.92</b>
Less: Finance costs	0.27	8.61
Depreciation and amortization expense	-	-
<b>Profit before tax</b>	<b>(15.51)</b>	<b>(29.35)</b>
Less: Tax expense	-	-
<b>Profit for the year (PAT)</b>	<b>(15.50)</b>	<b>(29.35)</b>

### COMPANY'S FINANCIAL PERFORMANCE

In the financial year 2022-23, the Company has generated the revenue from sale of products and services. The turnover of the Company is INR 128.18 Lakhs during the FY 2022-23 as against NIL Turnover during the previous year. The Company has earned total income of Rs. 144.37 Lakhs as against total income of Rs. 31.57 Lakhs of previous year. The Profit before tax of the Company for the financial year 2022-23 stood at Loss of Rs. (15.50)Lakhs as against that of Rs. (29.35)Lakhs for previous year and Net Profit/Loss After Tax is Rs. (15.50) Lakhs for the financial year 2022-23 as against loss of Rs. (29.35) Lakhs for the previous financial year. A detailed analysis on the Company's performance is included in the "Management's Discussion and Analysis Report", which forms part of this Report.





## **CHANGE IN NATURE OF BUSINESS**

During the year under review, company has added various activities including trading in all kinds of products and services to its business or object in the Annual General Meeting. The Company is in the process of further amending the objects to include sports related events in the main business.

## **DIVIDEND**

Considering the financial requirement for business growth and debt servicing, your Directors do not propose any dividend for the year ended March 31, 2023.

## **AMOUNT TRANSFERRED TO RESERVE:**

During the year, the Company has not appropriated any amount to other reserve. The loss incurred during the year has been adjusted against the carry forward credit balance of Profit and Loss account.

## **TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND**

The provisions of Section 125(2) of Companies Act, 2013 do not apply as there is no unpaid dividend accounts appeared in balance sheet as on March 31, 2023.

## **HOLDING/SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANY**

As on March 31, 2023 the Company does not have any Holding, Subsidiary, Associate and Joint Venture Company.

## **BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

### **CONSTITUTION OF BOARD:**

The Board of the Company comprises Seven Directors out of which **one is Promoter - Executive Director**, one Executive Director, three are Non-Promoter - Independent Director and two are Non-promoter Non-Executive Directors ..

In accordance with the provisions of section 149, 152 & Article of Association of the Company and other applicable provisions of the Companies Act, 2013, one third of the of Directors are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every AGM. Consequently Mr. Kirti Savla, Director of the Company is liable to retire by rotation in the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his re-appointment for the consideration of Members of the Company at the ensuing Annual General Meeting. He is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.



The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking re-appointment as Director are also annexed to the Notice convening the annual general meeting.

Mr. Kirti Savla, Managing Director of the company is not holding position as an Independent Director in any listed company and none of the Director of the Company is holding position as Independent Director in more than 7 Listed Companies. Further, none of the Directors of the Company is disqualified for being appointed as Director as specified in Section 164 (2) of the Companies Act, 2013.

The details of Directors being recommended for appointment as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are contained in the accompanying Notice convening the ensuing Annual General Meeting of the Company. Appropriate Resolution(s) seeking your approval to the appointment of Directors are also included in the Notice.

During the year under review, there is change in the Board of Directors & KMP of the Company as follow:

1. Regularisation of Additional Director, Mr. Nooruddin Mohammed Shaikh (DIN: 09660481), by appointing him as Executive Director of the company and Appointment of Mr. Shekhar Mennon (DIN:02262964) as an Independent Director of the Company w.e.f. February 29,2022.
2. In accordance with Section 149 of the Companies Act, 2013, company has appointed Mrs. Vaishali Parkar Kumar (DIN: 09159108) as an additional Director of the company and appointed Mr. Purvesh Krishna Shelatkar (DIN: 09838204) and Mr. Sonu Surjit Vasan (DIN: 09133175) as an independent director of the company w.e.f. January 25, 2023.
3. In accordance with Section 168 of the Companies Act, 2013, company has received the resignation letter from Mr. Gopal Hareshbhai Shah (DIN: 07962196) for resignation , from the post of Independent Director of the Company w.e.f. January 25, 2023.
4. In accordance with Section 168 of the Companies Act, 2013, company has received the resignation letter from Mrs. Pooja Shah (DIN: 07502838) for resignation ,from the post of Independent Director of the company w.e.f. February 13, 2023.
5. In accordance with Section 168 of the Companies Act, 2013, company has received the resignation letter from Mr. Mayur Rajendrabhai Parikh (DIN: 00005646) for resignation from the post of Independent Director of the company w.e.f. February 24, 2023.
6. In accordance with Section 149 of the Companies Act, 2013, company has appointed Mr. Vivek Shankar Parulkar (DIN: 10064277) as an additional (executive) director of the company w.e.f. March 03, 2023.



The Board has appointed the following as Additional Directors after the financial year end-

1. Mr. Uday Tardalkar (DIN: 00205409) as an Additional Independent Director w.e.f. 19/06/2023
2. Mr. Omprakash Brijnath Singh (DIN: 07204004) as Additional Independent Director w.e.f. 19/06/2023
3. Mr. Avinash Madhav Sonawane (DIN: 10101936) as Additional Independent Director w.e.f. 13/04/2023

The Board recommends regularization of the following Directors at the ensuing Annual General Meeting-

1. Ms. Vaishali Parkar Kumar (DIN: 09159108) as a Non-Executive Director
2. Mr. Avinash Madhav Sonawane (DIN: 10101936) as an Independent Director
3. Mr. Omprakash Brijnath Singh (DIN: 07204004) as an Independent Director
4. Mr. Uday Tardalkar (DIN: 00205409) as an Independent Director

The table below provides the composition of the Board and Key Managerial Personnel for the Financial Year 2022-23, their attendance at Board meetings & AGM and number of directorship, chairmanship/membership in committee across companies in which he/she is Director are as follow:

Name of the Director	Designation	No. of Directorship Held in all the companies as on 31.03.2023#	No. of committees of which Member(M)/Chairman(C) * as on 31.03.2023#	Board meeting attended in F.Y. 2022-2023	Attendance at the last AGM	No. of Shares held & % holding (of the Company)
Mr. Kirti Savla	Managing Director	1	-	14	Yes	7200 Equity Shares (0.72%)
Mr. Nooruddin Shaikh	Executive Director	1	Member of Audit Committee and SRC	10	Yes	-
Mr. Shekhar Mennon	Independent Director	3	Chairperson of SRC and Member of Audit Committee	7	No	-



Mr. Sonu Surjit Vasan	Independent Director	1	-	4	No	-
Mr. Purvesh Shelatkar	Independent Director	1	Chairperson of Audit Committee Member of SRC	4	No	-
Mr. Vivek Parulkar	Additional Director	1	-	1	No	-
Mrs. Vaishali Parkar Kumar	Additional Director	1	-	4	No	4,20,000 Equity Shares (19.85%)

\*Committee includes Audit Committee and Stakeholders Grievances & Relationship Committee as provided in SEBI (LODR) Regulations, 2015.

# For calculating Number of Directorship and number of Committees in which directors are member/ Chairman it include Rose Merc Ltd. This excludes Directorships held in Indian Private Limited companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013.

@ Mrs. Vaishali Parkar Kumar as an additional Director of the company and appointed Mr. Purvesh Krishna Shelatkar and Mr. Sonu Surjit Vasan as an independent director of the company w.e.f. January 25, 2023.

@ Mr. Vivek Shankar Parulkar as an additional (executive) director of the company w.e.f. March 03, 2023

Mr. Monil Shah is the Company Secretary and Chief Financial Officer is designated as Key Managerial Personnel of the Company pursuant to Section 203 of the Companies Act, 2013. He has resigned w.e.f. 4<sup>th</sup> April, 2023. Ms. Mahashweta Pamnani has been appointed as Company Secretary and Compliance officer of the Company w.e.f. 6<sup>th</sup> April, 2023 and Mr. Anant More has been appointed as Chief Financial Officer of the Company w.e.f. 6<sup>th</sup> April, 2023.

The company fulfils the requirements related to the provision of composition of Board specified under the Companies Act, 2013. Further, in pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company is exempted from complying with the requirement of having composition of Board as per Listing Regulations.

None of the Directors of Board is a member of more than ten Committees or Chairman of more than five committees across all the public companies in which they are director as per Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The necessary disclosures regarding committee positions have been made by all the Directors.



#### **NUMBER OF MEETING OF THE BOARD:**

Regular meetings of the Board of Directors are held at least once in a quarter, inter-alia, to review the quarterly results of the Company. Additional Board meetings are convened, as and when requires for discussing and deciding on various business policies, strategies and other businesses. The Board meetings are generally held at registered office of the Company.

During the year under review, Board of Directors of the Company met 14(Fourteen) times-

1. May 11,2022,
2. May 26,2022,
3. June 21,2022,
4. July 07,2022,
5. June 17, 2022
6. August 13,2022,
7. September 01,2022,
8. September 21,2022,
9. November 10,2022, ,
10. January 25,2023,
11. February 13,2023,
12. February 24,2023,
13. March 03,2023,
14. March 10,2023.

During the year, the Board of Directors has not passed any resolutions through circulation.

#### **INDEPENDENT DIRECTORS:**

In terms of Section 149 of the Companies Act, 2013 and rules made there under, the Company has three Non-Promoter Independent Directors in line with the Companies Act, 2013 during the year. A separate meeting of Independent Directors was held on March 31, 2023 to review the performance of Non-Independent Directors and Board as whole and performance of Chairperson of the Company including assessment of quality, quantity and timeliness of flow of information between Company management and Board.

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.



### **PERFORMANCE EVALUATION:**

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act.

- The performance of the board was evaluated by the board, after seeking inputs from all the directors, on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning etc.
- The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc
- The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role

### **DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- a) In preparation of annual accounts for the year ended March 31, 2023, the applicable accounting standards have been followed and that no material departures have been made from the same;
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors had prepared the annual accounts for the year ended March 31, 2023 on going concern basis.
- e) The Directors had laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



## **COMMITTEES OF BOARD:**

The Board of Directors, in line with the requirement of the act, has formed various committees, details of which are given hereunder.

### **A. AUDIT COMMITTEE**

The Company has formed audit committee in line with the provisions of Section 177 of the Companies Act, 2013. Audit Committee meeting is generally held once in quarter for the purpose of recommending the quarterly/half yearly/ yearly financial result and the gap between two meetings did not exceed one hundred and twenty days. Additional meeting is held for the purpose of reviewing the specific item included in terms of reference of the Committee.

The composition of the Committee and the details of meetings attended by its members are given below:

<b>Name of Director</b>	<b>Designation</b>
Mr. Purvesh Krishna Shelatkar	Chairman
Mr. Nooruddin Mohammed Shaikh	Member
Mr. Shekhar Mennon	Member

The Statutory Auditors of the Company are invited in the meeting of the Committee wherever requires.

Recommendations of Audit Committee have been accepted by the Board wherever given.

### **VIGIL MECHANISM:**

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behaviour, actual or suspected fraud or violation of Company's Code of Conduct. Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of the Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available at the registered office of the Company for inspection of the Members of the Company.





## **B. NOMINATION AND REMUNERATION COMMITTEE:**

The Company has formed Nomination and Remuneration committee in line with the provisions of Section 178 of the Companies Act, 2013.

The composition of the Committee and the details of meetings attended by its members are given below:

<b>Name Designation</b>	<b>Designation</b>
Mr. Purvesh Krishna Shelatkar	Chairperson
Mr. Shekhar Mennon	Member
Ms. Vaishali Parkar Kumar*	Member

\* Mr. Sonu Vasani has been appointed as Member of the NRC w.e.f. 13/04/2023 in place of Ms. Vaishali Parkar Kumar.

## **NOMINATION AND REMUNERATION POLICY:**

In terms of Section 178(3) of the Companies Act, 2013 and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a policy on Director's, Key Managerial Personnel and Senior Management Employee's appointment and remuneration including criteria for determining their qualifications, positive attributes, independence and other prescribed matters was formulated and recommended by the Nomination and Remuneration Committee and adopted by the Board of Directors of the company.

## **C. STAKEHOLDER'S GRIEVANCE & RELATIONSHIP COMMITTEE:**

The Company has constituted Stakeholder's Grievance & Relationship Committee mainly to focus on the redressal of Shareholder's / Investor's Grievances, if any, like Transfer / Transmission / Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report; Dividend Warrants; etc.

The composition of the Committee, as reconstituted on 13<sup>th</sup> April, 2023 is given below:

<b>Name Designation</b>	<b>Designation</b>
Mr. Purvesh Krishna Shelatkar	Chairperson
Mr. Shekhar Mennon	Member
Ms. Vaishali Parkar Kumar	Member



#### **D. ALLOTMENT COMMITTEE**

The Company has constituted Allotment Committee mainly to delegate the powers of Board to allot all types of securities.

The composition of the Committee is given below:

<b>Name</b>	<b>Designation</b>
Mr. Nooruddin Mohammed Shaikh	Chairperson
Mr. Purvesh Krishna Shelatkar	Member
Mr. Shekhar Mennon	Member

#### **PUBLIC DEPOSITS:**

The Company has not accepted any deposits from Shareholders and Public falling within the ambit of Section 73 to 76 (Chapter V of the companies Act, 2013) of the Companies Act, 2013 and rules made there under. There were no deposits, which were claimed and remained unpaid by the Company as on March 31, 2023.

#### **SHARE CAPITAL:**

The Paid-up Equity Share Capital as March 31, 2023 stood at Rs. 211.60 Lakhs. During the year under review, the company has issued the following -

- The company had allotted 10,92,000 Warrants convertible into Equity shares on 21<sup>st</sup> September, 2022
- The company had allotted 10,83,000 Warrants convertible into Equity Shares on 26<sup>th</sup> September, 2022
- The Company had allotted 2,83,000 Equity Shares pursuant to conversion of Warrants on 26<sup>th</sup> December, 2022
- The Company had allotted 4,20,000 Equity Shares pursuant to conversion of Warrants on 06<sup>th</sup> January, 2023
- The Company had allotted 2,83,000 Equity Shares pursuant to conversion of Warrants on 13<sup>th</sup> January, 2023

#### **LOANS, GUARANTEES AND INVESTMENTS U/S 186 OF THE COMPANIES ACT, 2013:**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statement.

#### **TRANSACTIONS WITH RELATED PARTIES:**



All contracts, arrangements and transactions entered by the Company with related parties during FY 2021-22 were in the ordinary course of business and on an arm's length basis.

During the year, the Company did not enter into any transaction, contract or arrangement with related parties that could be considered material in accordance with the Company's policy on related party transactions. Accordingly, the disclosure of related party transactions in Form AOC-2 is not applicable.

However detailed disclosure on related party transactions as per IND AS-24 containing name of the related party and details of the transactions have been provided under financial statements.

The Company has formulated a Policy on Related Party Transactions which is also available on Company's website at [www.rosemerc.in](http://www.rosemerc.in). The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

#### **INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The details on Internal Financial Control and their adequacy are provided in "Management Discussion and Analysis Report".

#### **MATERIAL CHANGES AND COMMITMENTS:**

There have been some material changes and commitments, which is, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

1. Approval of new business plan for the company: Rose Merc Ltd. Plans to enter into new business with e-commerce where the company plans to sell Rudraksha, gem stones, yantra products related to astrology and other occult services. Further the company also plans to start different kinds of occult services like Astrology, numerology, Tarot, handwriting analysis, Vastu shatra and other occult services.
2. The registered office of the Company is shifted from Office No G-2, Ground Floor, Part-A, Mangal Mahesh CHS, 14th Road Khar (West), Mumbai - 400052 Maharashtra to Office No. 12, Priyadarshani Roj Bazar, Sector 10, Khanda Colony, Panvel- 410206, District Raigad, Maharashtra
3. The registered office of the Company is shifted from one city to another city within the jurisdiction of same Registrar of Companies (i.e. ROC Mumbai) from Office No:12, Priyadarshani Roj Bazar Soc., Sector- 10, Khanda Colony, New Panvel (West) Mumbai-410206 Raigarh, Maharashtra to Office no:15/B/4, New Sion CHS, Swami Vallabhdas Road, Opp SIES College, Behind D Mart, Sion West, Mumbai 400022, Maharashtra, subject to approval of members.



4. Approved signing of the E-Commerce Vendor Services Agreement, which will enable the Company to sell Nutra Supplements Pvt Ltd's (<https://www.nutrasupplements.in/>) range of high-quality Nutraceutical products. These products are specially formulated and used for target groups, including sports persons, growing children, pregnant women, and individuals over the age of 40 years. Currently, they are being used by sport institutions, army institutes, fitness gyms, health clubs, tribal children schools, and celebrated and accomplished National and International athletes. This agreement marks an exciting development for the company in the field of nutraceuticals B2C business, and we look forward to a successful partnership with Nutra Supplements Pvt Ltd.
5. Approved RML Employee Stock Option Plan, 2023 ('RML ESOP 2023') recommended by the Compensation Committee
6. The Company has entered in to Share swap agreements with Bhakti World Radio Broadcasting Private Limited, Fyopro Services Private Limited and Abaca Care Private Limited

**DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:**

The existing internal financial controls are adequate and commensurate with the nature, size, complexity of the Business and the Business Processes followed by the Company. The Company has a well laid down framework for ensuring adequate internal controls over financial reporting. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

**DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

During the year in review, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

**OTHER COMPANY/IES WHICH HAVE BECOME OR CEASED TO BE COMPANY'S SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES:**

Not Applicable as the company has no subsidiaries, joint ventures or associates.

**PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENT:**

The company has no subsidiary or associate company or any joint venture to be included in the consolidated financial statement of the Company.



#### **DISCLOSURE OF REMUNERATION:**

The information required under section 197(12) of the Act read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given as an **Annexure – B**.

#### **EXTRACT OF ANNUAL RETURN:**

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in Form MGT-9 is available on the website of the company i.e. [www.rosemerc.in](http://www.rosemerc.in).

#### **DISCLOSURE ABOUT CORPORATE SOCIAL RESPONSIBILITY:**

As per the provisions of Section 135 read with the Section 198 of the Companies Act, 2013, there is no CSR obligation for the year 2022-23.

#### **SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:**

To foster a positive workplace environment, free from harassment of any nature, we have institutionalized the Anti-Sexual Harassment Initiative (ASHI) framework, through which we address complaints of sexual harassment at the all workplaces of the Company. Our policy assures discretion and guarantees non retaliation to complainants. We follow a gender-neutral approach in handling complaints of sexual harassment and we are compliant with the law of the land where we operate.

During the year under review, there were no incidences of sexual harassment reported.

#### **RISK MANAGEMENT:**

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non business risks.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:**

	<b>Particulars</b>	<b>Reporting for the said financial year</b>
<b>A.</b>	<b>Conservation of energy</b>	
i.	Steps taken or impact on conservation of	Wherever possible, the Company strives to

	energy	curtail the energy consumption on a continuous basis
ii.	Steps taken for utilising alternate sources of energy	Nil
iii.	Capital investment on energy conservation Equipments	Not Applicable
<b>B.</b>	<b>Technology absorption</b>	
I	Efforts made towards technology absorption	Not Applicable
ii.	The benefits derived like product improvement ,cost reduction, product development or import substitution	Not Applicable
Iii	Imported technology (imported during last three years reckoned from the beginning of the financial year)	
a.	the details of technology imported	Not Applicable
b.	the year of import	Not Applicable
c.	whether the technology has been fully absorbed	Not Applicable
d.	if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Not Applicable
iv.	Expenditure incurred on research and development	Not Applicable
<b>C.</b>	<b>Foreign exchange earnings and outgo</b>	
a.	The foreign exchange earned in terms of actual inflows during the year	NIL



b.	The foreign exchange outgo during the year in terms of actual outflow	NIL
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#### **CORPORATE GOVERNANCE:**

Your Company strives to incorporate the appropriate standards for corporate governance although the Company is not required to follow certain Regulations of Listing Regulations as the Company is fulfilling the exemption criteria provided in Regulation 15(2) of the Listing Regulation.

However, Company is complying with few of the exempted regulations voluntarily and details of same are provided in this report under the respective heading

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Management Discussion and Analysis Report for the year under review, as stipulated under Schedule V of the Listing Regulations, is presented in a separate section forming part of this Annual Report.

#### **STATUTORY AUDITOR AND THEIR REPORT:**

M/s. BB Gusani & Associates, Chartered Accountants, is acting as Statutory Auditors of Company till the conclusion of the 43rd AGM of the company.

The Auditor's Report for financial year 2022-23 is self-explanatory and does not contain any qualification, reservation or adverse remark. The Auditor's Report is enclosed with the financial statements in this Annual Report.

#### **REPORTING OF FRAUD:**

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

#### **SECRETARIAL AUDITOR:**

The Company has appointed Mr. Deepak Rane, Practicing Company Secretary, to conduct the secretarial audit of the Company for the financial year 2022-23, as required under Section 204 of the Companies Act, 2013 and Rules there under. The Secretarial Audit Report for the financial year 2022-23 is annexed to this report as an **Annexure –C**.

#### **EXPLANATION/ COMMENTS BY THE BOARD ON QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE IN AUDITORS' REPORT AND SECRETARIAL AUDIT REPORT.**

There are no qualifications, reservations or adverse remarks by the Statutory Auditors of the Company.





The Secretarial Auditor has observed that the Company has not filed Declaration of Non-

Applicability of Large Corporate Entity for Financial Year 2022-2023. The management would like to state that the company is seeking support from BSE on the same for making good the compliance.

#### **COMPLIANCE WITH SECRETARIAL STANDARDS:**

The Company has complied with the Secretarial Standards on Meetings of the Board of Directors and General Meetings issued by the Institute of Company Secretaries of India (ICSI).

#### **VARIATION OF FUNDS RAISED, IF ANY**

There has not been any variation or deviation in utilization of funds from the objects stated in the explanatory statement to the notice for the general meeting.

#### **GENERAL DISCLOSURE:**

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134(3) of the Act and Rule 8 of The Companies (Accounts) Rules, 2014 and other applicable provisions of the act and listing regulations, to the extent the transactions took place on those items during the year. Your Directors further state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review;

- i. Issue of Equity Shares with differential rights as to dividend, voting or otherwise;
- ii. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS;
- iii. Other compliances on Corporate Social Responsibility;
- iv. There is no revision in the Board Report or Financial Statement;
- v. Information on subsidiary, associate and joint venture companies.
- vi. Cost records
- vii. Details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year alongwith their status as at the end of the financial year.
- viii. Details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof



**ACKNOWLEDGEMENT:**

Your Directors wish to place on record their sincere appreciation for significant contributions made by the employees at all levels through their dedication, hard work and commitment, enabling the Company to achieve good performance during the year under review.

Your Directors also take this opportunity to place on record the valuable co-operation and support extended by the banks, government, business associates and the shareholders for their continued confidence reposed in the Company and look forward to having the same support in all future endeavours.

**For and on behalf of Board of Directors**

**Rose Merc Limited**

**Place: Mumbai**

**Date: 07/07/2023**

**Sd/-**

**Kirti Savla  
Managing Director  
(DIN:02003878)**

**Sd/-  
Nooruddin Mohammed Shaikh  
Director  
(DIN: 09660481)**



## Annexure – B

### DISCLOSURE OF REMUNERATION

(pursuant to Section 197(12) read with Rule 5 of the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended)

#### A. Disclosures required with respect to Section 197(12) of the Companies Act, 2013 :

The ratio of remuneration of each of the Director to the employee's remuneration and such other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### a) The ratio of remuneration of each director to the median remuneration of employees of the company for the financial year:

Name	Designation	Ratio against median employee's remuneration
Mr. Kirti Savla	Managing Director	0:1

#### b) The Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Name	Designation	Nature of Payment	Increase
Mr. Kirti Savla	Managing Director	Remuneration	N.A
Mr. Monil Shah	Company Secretary & Compliance Officer and CFO	Remuneration	N.A

#### c) The percentage increase in the median remuneration of employees in the financial year: N.A

#### d) The number of permanent employees on the rolls of the Company as on March 31, 2023: 4 Employees

#### e) Comparison of the remuneration of the Key Managerial Personnel against the performance of the company:

As the Company is in its nascent stage, the Key Managerial Personnel is drawing a very nominal remuneration as token for their work. So remuneration drawn is modest as compared with the performance of the company.

#### f) Average percentile increase in the Salaries of the Employees and Managerial Remuneration:



Sr. No.	Particulars	Percentile Increase /(Decrease)
1.	Salaries of the Employees other than Managerial Remuneration NIL	NIL
2.	Managerial Remuneration NIL	NIL

**g) Key parameters for any variable component of remuneration availed by the directors:** There are no variable components in remuneration to the Directors.

**h) Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:** Not Applicable

**i) Affirmation that the remuneration is as per the remuneration policy of the company:** The Board of Directors of the Company affirmed that remuneration paid is as per the Remuneration Policy of the Company.

**B. Information as per Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are provided in the Annual Report, which forms part of this Report.



Having regard to the provisions of the first proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the Registered Office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

**For and on behalf of Board of Directors  
Rose Merc Limited**

**Place: Mumbai  
Date: 07/07/2023**

**Sd/-  
Kirti Savla  
Managing Director  
(DIN:02003878)  
Sd/-  
Nooruddin Mohammed Shaikh  
Director  
(DIN: 09660481)**



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## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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### **Industry structure and developments.**

The Company is in the development of new lines of business.

### **Outlook:**

Though the year under review was dormant for the company's business activities, company is sure to come back with good operational activities and profitability in the current year in view of the strong fundamentals of the Indian companies and hope to improve its Turnover. Our company is in General Trading Activities, but because of online trading activates we have to face severe competition. We may also have to think over for online trading activities.

### **Opportunities and Threats:**

As we are in General Trading Activities, we have to face severe competition with the online Trading Activities. It may not be possible to compete with the very huge online portal. However, if we switchover our trading activities to the online portal, we can approach the customer from all the corner of our country, thus there is a abundant opportunity to develop our business in full swing.

### **Risk & Concerns:**

The company will face market competition.

### **Segment-wise and Products-wise performance:**

Company had not undertaken any operational activities during the year under review.

### **Internal Controls Systems and their adequacy:**

The company has adequate internal control systems to exercise necessary checks and control in working system, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of all Legal requirements and regulations. The internal control system is designed in such a manner to ensure that checks and control are exercised at every stage without disturbing the work process. The Audit Committee of the Board reviews the adequacy and effectiveness of internal controls.

### **Human Resources:**

The relationship with the employees continues to be very cordial. The Company recognizes the importance and



contribution of its employees for its growth and development and constantly endeavours to train, nurture and groom its people. The Company puts emphasis on attracting and retaining the right talent. The company places emphasis on training and development of employees at all levels and has introduced methods and practices for Human Resource Development.

### **Internal Financial Control Systems and their adequacy:**

The Company has aligned its current systems of internal financial control with the requirement of Companies Act 2013. The Internal Control is intended to increase transparency and accountability in an organization's process of designing and implementing a system of internal control. The Company has successfully laid down the framework and ensured its effectiveness. The Company has developed system to record data for accounting and management information system.

Necessary internal control systems are also implemented by the Company for the various activities across the organization to ensure that business operations are directed towards attaining the stated organizational objectives with optimum utilization of the resources.

M/s. B B Gusani. & Co., Chartered Accountants, the statutory auditors of the Company have audited the financial statements included in this annual report and has issued an attestation report on our internal control over financial reporting (as defined in section 143 of Companies Act, 2013).

The audit committee meets the statutory auditors of the Company to ascertain, inter alia, their views on the adequacy of internal control systems and keeps the board of directors informed of its major- observations periodically, if any. Based on its evaluation (as defined in section 177 of Companies Act 2013), our audit committee has concluded that, as of March 31, 2023, our internal financial controls were adequate and operating effectively.

### **Turnover and Profitability:**

During the year under review, the Company has generated the revenue from sale of products and services. The turnover of the Company is INR 128.18 Lakhs during the FY 2022-23 as against NIL Turnover during the previous year. The Company has earned total income of Rs. 144.37 Lakhs as against total income of Rs. 31.57/- of previous year. The Profit before tax of the Company for the financial year 2022-23 stood at Loss of Rs. (15.50)Lakhs as against that of Rs. (29.35)Lakhs for previous year and Net Profit/Loss After Tax is Rs. (15.50) Lakhs for the financial year 2022-23 as against loss of Rs. (29.35) Lakhs for the previous financial year.

### **Cautionary Statement:**

Statement in this Management and Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may be forward looking statement and within the meaning of applicable laws and regulations. Actual results may or might differ materially from those either expressed or implied.





**There have been significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios.**

The Key Financial Ratios for the year under review have undergone changes as compared to previous FY 2021-22.

Ratio	Numerator	Denominator	As at 31st March, 2023	As at 31st March, 2022	% of change in Ratio	Reason for Variance
Current Ratio	Total Current Asset	Total Current Liabilities	102.02	1.16	8705.97%	Due to Company starts its revival business Plan and during the year engaged in trading activity.
Debt Equity Ratio	Debt capital	Shareholder's Equity	0.01	0.03	-57.13%	During the year company has made new warrant issue.
Return on Equity Ratio	Profit for the year	Average Shareholder's Equity	(0.04)	(0.11)	65.88%	Due to Company starts its revival business Plan and during the year engaged in trading activity.
Inventory Turnover Ratio	COGS	Average Inventory	1.20	-	100.00%	Due to Company starts its revival business Plan and during the year engaged in trading activity.
Trade payables turnover ratio	Total Purchases (Fuel Cost + Other Expenses + Closing Inventory - Opening	Closing Trade Payables	14.75	-	100.00%	Due to Company starts its revival business Plan and during the year engaged in trading activity.



	Inventory)					
Net capital turnover ratio	Sales	Working capital (CA-CL)	0.39	-	100.00%	Due to Company starts its revival business Plan and during the year engaged in trading activity.
Net profit ratio	Net Profit	Sales	(0.12)	-	100.00%	Due to Company starts its revival business Plan and during the year engaged in trading activity.
Return on Capital employed	Earnings before interest and tax	Capital Employed	(0.03)	(0.08)	-67.99%	Due to Company starts its revival business Plan and during the year engaged in trading activity.



**5. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT:**

- a. Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year – NIL
- b. Number of shareholders who approached listed entity for transfer of shares from suspense account during the year - NIL
- c. Number of shareholders to whom shares were transferred from suspense account during the year - NIL
- d. Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year - NIL
- e. That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares. - NIL

**For and on behalf of Board of Directors  
Rose Merc Limited**

**Place: Mumbai  
Date: 07/07/2023**

**Sd/-  
Kirti Savla  
Managing Director  
(DIN:02003878)  
Sd/-  
Nooruddin Mohammed Shaikh  
Director  
(DIN: 09660481)**



**ANNEXURE - C**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup>MARCH, 2023**

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel Rules, 2014)]*

To,  
The Members,  
**ROSE MERC LIMITED**  
15/B/4, New Sion CHS SIES College,  
Behind D Mart, Sion West,  
Mumbai – 400022

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ROSE MERC LIMITED**(CIN:L24110MH1985PLC035078) (herein after referred as “Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Secretarial Audit was conducted for the period from 1<sup>st</sup>April, 2022 to 31<sup>st</sup>March, 2023 (“**Audit Period**”), in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances of the Company and expressing our opinion thereon. I have been engaged as Secretarial Auditor of the Company to conduct the Audit of the Company to examine the compliance of Companies Act 2013, and the other laws listed below.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup>March 2023 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (*Not applicable to the Company during the Audit Period*);
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) to the extent applicable:-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - e) The Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021 (*Not applicable to the Company during the Audit Period*);
  - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities and Security Receipts) Regulations, 2008 (*Not applicable to the Company during the Audit Period*);
  - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (*Not applicable to the Company during the Audit Period*); and
  - i) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (*Not applicable to the Company during the Audit Period*).
  - j) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) entered into by the Company with Stock Exchange.
- vi. As per Management representation there are no other specific laws and Regulations applicable specifically to the Company.

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India
- ii. Listing Agreements entered into by the Company with BSE Limited as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

During the period under review the Company generally has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**I further report that subject to my observation in Annexure II that: -**

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors including a woman director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda are sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All the decisions of the board are passed with unanimous consent or without any dissent by all the directors present in the meetings and are recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the Audit Period under review, had following events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.:



- 1) On 07<sup>th</sup> July 2022 the Board of Directors approved appointment of Mr. Nooruddin Mohammed Shaikh(DIN: 09660481)as an Additional Director and on 29<sup>th</sup> September 2022 in Annual General Meeting the shareholders of the Company accorded their consent to appoint Mr. Nooruddin Mohammed Shaikh as a Whole Time Director designated as Executive Director of the Company.
- 2) On 21<sup>st</sup>July 2022 in Extra Ordinary General Meeting the shareholders of the Company accorded their consent to shift registered office of the Company from Office No G -2, Ground Floor, Part – A, Mangal Mahesh , 14th Road Khar (West), Mumbai - 400052 to Office No 12, PriyadarshaniRoj Bazar Soc, Sector 10, Khanda Colony, NewPanvel (West) - 410206.
- 3) On 21<sup>st</sup> July 2022 in Extra Ordinary General Meeting the shareholders of the Company accorded their consent to issue 21,75,000 Equity Warrants convertible into Equity Shares of face value Rs.10/- per share at the issue price of Rs.24.25/-to Non-Promoters on Preferential Allotment basis.
- 4) On 1<sup>st</sup> September 2022 the Board of Directors approved Appointment ofB.B. Gusani & Associates as Statutory Auditor of the Company and on 29<sup>th</sup> September 2022 in Annual General Meeting the shareholders of the Company accorded their consent to appoint B.B. Gusani & Associates as Statutory Auditor of the Company.
- 5) On 1<sup>st</sup> September 2022 the Board of Directors appointed Mr. ShekarMennon as an Additional Independent Directorand on 29<sup>th</sup> September 2022in Annual General Meeting theshareholders of the Company accorded their consent to appoint Mr. Shekar Mennon as an Independent Director.
- 6) On 1<sup>st</sup> September 2022 the Board of Directors approved inserting new object clause in the Memorandum of Association of the Company and on 29<sup>th</sup> September 2022in Annual General Meeting the shareholders accorded their consent to Change of Object Clause of the Memorandum of Association of the Company.
- 7) On 1<sup>st</sup> September 2022 the Board of Directors approved new set of Article of Association of Company and on 29<sup>th</sup> September 2022 in Annual General Meeting the shareholders accorded their consent to adopt new set of Article of Association of the company.
- 8) On 21<sup>st</sup> September 2022 the Board of Directors approved issuance of 10,92,000 warrants convertible into equity shares of face value Rs. 10/- each at a price of Rs.24.25/- per share (including Rs. 14.25 per share) to non-promoters on preferential basis.
- 9) On 26<sup>th</sup> September 2022 the Allotment Committee allotted 10,83,000 warrants convertible into Equity Shares of Rs.10/- each of the Company, at a price of Rs. 24.25 per Share(Including premium of Rs.14.25 per shares) on a preferential basis.
- 10) On 29<sup>th</sup> September 2022 in Annual General Meeting the shareholders of the Company accorded consent for appointment of M/s.Nagda&Haria, Chartered Accountants (FRN: 141233W) as the Internal Auditors of the Company.
- 11) On 26<sup>th</sup> December 2022 the Allotment Committee approved allotment of 2,83,000 fully paid up equity shares of the face value of Rs. 10/- each upon conversion of warrants.
- 12) On 6<sup>th</sup> January 2023 the Allotment Committee approved allotment of 4,20,000 fully paid up equity shares of the face value of Rs. 10/- each upon conversion of warrants.
- 13) On 12<sup>th</sup> January 2023 the Allotment Committee approved allotment of 4,17,000 fully paid up equity shares of the face value of Rs. 10/- each upon conversion of warrants.
- 14) On 25<sup>th</sup> January 2023 the Board of Directors approved appointment of Mrs. VaishaliParkar Kumar as an Additional Director of the Company.
- 15) On 25<sup>th</sup> January 2023 the Board of Directors approved appointment of Mr. Purvesh Krishna Shelatkar as an Additional Independent Director of the Company.
- 16) On 25<sup>th</sup> January 2023 the Board of Directors approved appointment of Mr. SonuSurjitVasan as an Additional Independent Director of the Company.



- 17) On 25<sup>th</sup> January 2023 the Board of Directors approved resignation of Mr. GopalHareshbhai Shah from the post of an Independent Director of the Company.
- 18) On 13<sup>th</sup> February 2023 the Board of Directors approved resignation of Mrs. Pooja Shah from the post of an Independent Director of the Company.
- 19) On 24<sup>th</sup> February 2023 the Board of Directors approved resignation of Mr. Mayur Rajendrabhai Parikh from the post of an Independent Director of the Company.
- 20) On 24<sup>th</sup> February 2023 the Board of Directors approved proposal to increase the borrowing limit to Rs. 100 crores subject to approval of shareholders.
- 21) On 24<sup>th</sup> February 2023 the Board of Directors approved increase in authorized capital of the Company from Rs. 5,00,00,000 divided into 50,00,000 equity shares of Rs. 10/- each to Rs. 10,00,00,000 divided into 1,00,00,000 equity shares of Rs. 10/- each subject to approval of shareholders and amendment of Capital clause in Memorandum of Association due to increase in Authorized Capital of Company subject to approval of shareholders.
- 22) On 3<sup>rd</sup> March 2023 the Board of Directors approved Appointment of Mr. Vivek Shankar Parulkar as Additional Director(Executive Director).

This Report should be read along with our letter of even date annexed as Annexure I and form part of this Report for all purposes.

SD/-

**Place: Mumbai**  
**Date: July07, 2023**

**Deepak Rane**  
**Practicing Company Secretary**  
**ACS No. 24110**  
**CP No. 8717**  
**UDIN: A024110E000568951**  
**Peer Review No: - 2063/2022**





**ANNEXURE I TO THE SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2023**

**AUDITORS' RESPONSIBILITY**

My Report of even date is to be read along with this letter.

In accordance with the ICSI Auditing Standards (CSA1 to CSA4) –

- Maintenance of secretarial record is the responsibility of the Management of the Company. My responsibility as the Auditor is to express the opinion on the compliance with the applicable laws and maintenance of Records based on Secretarial Audit conducted by me.
- The Secretarial Audit needs to be conducted in accordance with applicable Auditing Standards. These Standards require that the Auditor should comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of Records.
- I am also responsible to perform procedures to identify, assess and respond to the risks of material misstatement or non-compliance arising from the Company's failure appropriately to account for or disclose an event or transaction. However, due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit was properly planned and performed in accordance with the Standards.

Accordingly, I wish to state as under-

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. I believe that the process and practices that I followed provide a reasonable basis for my opinion that the statements prepared, documents or records maintained by the Company are free from misstatement.
3. My responsibility is limited to only express my opinion on the basis of evidences collected, information received and records maintained by the Company or given by the Management. I have not verified the correctness and appropriateness of the financial records and books of accounts maintained by the Company.
4. Wherever required, I have obtained the Management Representation about compliance of laws, rules and regulations and happening of events, etc.



5. The Compliance of the provisions of the Corporate Laws, other applicable laws, rules, regulations and standards is the responsibility of the management. My examination as limited to verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**ANNEXURE II TO THE SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup>MARCH, 2023**

**LIST OF DOCUMENTS OBSERVATIONS BY ME**

Sr. No	Compliance Requirement (Regulations/Circulars/Guidelines including specific clause)	Deviations	Observations and remarks of the Practicing Company Secretary
1.	SEBI Circular No SEBI/HO/DDHS/CIR/P/2018 144, dated, November 26 2018	Declaration of Non-Applicability of Large Corporate Entity for Financial Year 2022-2023 Due Date: 30 <sup>th</sup> April, 2022	The Company was required to file declaration of Non-applicability of Large Corporate Entity within 30 days from the beginning of Financial year with the recognized stock exchange which the company has failed to comply with.

**FOLLOWING ACTIONS TAKEN AGAINST LISTED ENTITY**

Sr. No	Action taken by	Details of violation	Detail of action taken eg. Fines, warning, letter, debarment, etc
NIL			



## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2023

*[Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To,  
The Members,  
**ROSE MERC LIMITED**  
15/B/4, New Sion CHS SIES College,  
Behind D Mart, Sion West,  
Mumbai – 400022

I have examined the relevant disclosures provided by the Directors (as enlisted in Table A) to **ROSE MERC LIMITED** bearing CIN: L24110MH1985PLC035078, having registered office at 15/B/4, New Sion CHS SIES College, Behind D Mart, Sion West, Mumbai – 400022, Maharashtra, India (hereinafter referred to as “the Company”) for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of the Directors	Director Identification Number (DIN)	Date of appointment in the Company
1.	Kirti Chunilal Savla	02003878	05/10/2001
2.	Nooruddin Mohammed Shaikh	09660481	07/07/2022
3.	Shekhar Mennon	02262964	01/09/2022
4.	Purvesh Shelatkar	09838204	25/01/2023
5.	Sonu Surjit Vasani	09133175	25/01/2023
6.	Vivek Parulkar	10064277	03/03/2023

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification.



This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**SD/-**

**Place: Mumbai**  
**Date: July 07, 2023**

**Deepak Rane**  
**Practicing Company Secretary**  
**ACS No. 24110**  
**CP No. 8717**  
**UDIN: A024110E000569006**  
**Peer Review No: - 2063/2022**



## INDEPENDENT AUDITOR'S REPORT

**TO MEMBERS OF**

**ROSE MERC LIMITED**

### **Report on the Indian Accounting Standards (Ind AS) Financial Statements**

#### **Opinion**

We have audited the accompanying financial statements of **Rose Merc Limited**, which comprise the Balance Sheet as at **31<sup>st</sup> March, 2023**, and the Statement of Profit and Loss (Including Other Comprehensive Income) and Cash Flow Statement and the statement of Changes in Equity for the period ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information. (hereinafter referred to as the “standalone financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matters**



Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### **Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, but does not include the financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of our auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information included in the above reports, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance and determine the actions under the applicable laws and regulations.

### **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.



Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibility**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements, or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the





scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in "**Annexure A**", a statement on the matter specified in the paragraph 3 and 4 of the Order.
2. As required under provisions of section 143(3) of the Companies Act, 2013, we report that:
  - a. We have obtained all the information and explanations which to the best of our knowledge and belief where necessary for the purposes of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c. The Balance Sheet and Statement of Profit and Loss including Other Comprehensive Income Statement of Cash Flow and Statement of Changes of Equity dealt with this report are in agreement with the books of account;
  - d. In our opinion, the Balance Sheet and Statement of Profit and Loss comply with the Ind AS specified in section 133 of the Act, read with relevant rule issued thereunder.
  - e. On the basis of written representations received from the directors as on March 31, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of section 164(2) of the Act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the company and operating effectiveness of such controls, referred to our separate report in "**Annexure B**".
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:



In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h. With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:

(a) The Company has disclosed the impact of pending litigations as at 31 March 2023 on its financial position in its standalone financial statements - Refer Note (vii) of Annexure – A to the standalone financial statements

(b) The Company did not have any long-term and derivative contracts as at March 31, 2023.

(c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2023.

(d) The management has;

(i) represented that, to the best of its knowledge and belief as disclosed in the Note No. 49 to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or

- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) represented, that, to the best of its knowledge and belief as disclosed in the Note No. 50 to the financial statements, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or

- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (d) (i) and (d) (ii) contain any material mis-statement.

(e) The company has not neither declared nor paid any dividend during the year under Section 123 of the Act.

(f) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable with effect from



April 1, 2023 to the Company and its subsidiaries, which are companies incorporated in India, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

**FOR B.B. GUSANI AND ASSOCIATES,  
Chartered Accountants**

**Place: Mumbai Proprietor  
Date: 29/05/2023**

**Bhargav B Gusani**

**M. No. 120710  
FRN: 0140785w  
UDIN: 23120710BGTXHI2241**



**ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT ON THE FINANCIAL STATEMENT OF ROSE MERC LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023**

In terms of the information and explanations given to us and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state as under:

**(i) Property, Plant & Equipment and Intangible Assets:**

- a)** The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
- b)** The Company has maintained proper records showing full particulars of intangible assets.
- c)** Property, Plant and Equipment have been physically verified by the management at reasonable intervals; Any material discrepancies were noticed on such verification and if so, the same have been properly dealt with in the books of account.
- d)** According to the information and explanation given to us the title deeds of all the immovable properties. (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.
- e)** The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
- f)** No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

**(ii) Inventory and working capital:**

- a)** The stock of inventory has been physically verified during the year by the Management at reasonable intervals, except stock lying with third parties. Confirmations of such stocks with third parties have been obtained by the Company in most of the cases. No discrepancies were



noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.

- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. Hence, reporting under clause 3 (ii) (b) of the order is not applicable.

**(iii) Investments, any guarantee or security or advances or loans given:**

- a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any advances in the nature of loans except advance mention below, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year.

1. The Company has provided any loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the year.
- a. Based on audit procedure carried on by us and as per the information and explanation given to us, the company has not granted any loans to subsidiaries ,
- b. Based on audit procedure carried on by us and as per the information and explanation given to us, the company has granted loans to a party other than subsidiaries:

<b>Particulars</b>	<b>Amount</b> <b>(Rs in lakhs)</b> <b>)</b>
Total Amount Outstanding as on 31 <sup>th</sup> March 2023	233.63
Gross Amount taken during the Year	115.30

2. In our opinion, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest;



3. In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest have generally been regular as per stipulation.
4. In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
5. No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
6. The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(6) is not applicable.

**(iv) Loan to directors:**

- a) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013. Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to loans given and investments made.

**(v) Deposits:**

- a) The company has not accepted any deposits from the public within the meaning of sections 73 to 76 or any relevant provisions of the 2013 act and the rules framed there under to the extent notified.

**(vi) Maintenance of Cost Records:**

- a) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it (and/ or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.

**(vii) Statutory Dues:**

- a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Duty of Customs, GST, Cess and any other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31.03.23 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, there are dues of sales tax, income tax, custom duty, wealth tax, GST, excise duty and cess which have not been deposited on account of any dispute.



Name of Statute	Nature of Dues	Period	Amount (In lakhs)	Forum where the dispute is pending
Income Tax Act 1961	Income Tax	AY 2009-10	130.59	CIT –A (14)

**(viii) Disclosure of Undisclosed Transactions:**

- a) There According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

**(ix) Loans or Other Borrowings:**

- a) Based on our audit procedures and according to the information and explanations given to us, The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- c) According to the information and explanations given to us, term loans were applied for the purpose for which the loans were obtained.
- d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.





**(x) Money Raised by IPOs, FPOs:**

- a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- b) During the year, the Company has not made any preferential allotment or private equity placement of shares or convertible debentures (fully or partly or optionally) but issued the share warrants during the year through private placement.

**(xi) Fraud:**

- a) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the company or no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c) We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures.

**(xii) Nidhi Company:**

- a) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

**(xiii) Related Party Transactions:**

- a) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian accounting standards.

**(xiv) Internal Audit System:**

- a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.



- b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

**(xv) Non-cash Transactions:**

- a) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

**(xvi) Registration under section 45-IA of RBI Act, 1934:**

- a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

- b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

**(xvii) Cash losses:**

- a) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.



**(xviii) Resignation of statutory auditors:**

- a) There has been resignation of the statutory auditors during the year due to casual vacancy of previous auditor and there were no issues objections or concerns raised by outgoing auditor.

**(xix) Material uncertainty on meeting liabilities:**

- a) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

**(xx) Compliance of CSR:**

- a) According to the information and explanations given to us and based on our examination of the records of the company, the company has not required to spent amount towards Corporate Social Responsibility (CSR) as per the section 135 of companies' act, 2013, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

**For B.B. GUSANI AND ASSOCIATES,  
Chartered Accountants**

**Place: Mumbai  
Date: 29/05/2023**

**Bhargav B Gusani  
Proprietor  
M. No. 120710  
FRN: 0140785w  
UDIN: 23120710BGTXHI2241**



## **ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT ON THE FINANCIAL STATEMENT OF ROSE MERC LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

We have audited the internal financial controls over financial reporting of **Rose Merc Limited** ('the Company') as of 31<sup>st</sup> March, 2023 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

#### **Opinion**

We have audited the internal financial control with reference to financial statement of Rose Merc Limited ('The Company') as of 31<sup>st</sup> March 2023 in conjunction with our audit of the financial statement of the company at and for the year ended on that date.

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

#### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.



### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and



(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**FOR B.B. GUSANI AND ASSOCIATES,  
Chartered Accountants**

**Bhargav B Gusani**

**Place: Mumbai Proprietor  
Date: 29/05/2023**

**M. No. 120710  
FRN: 0140785W  
UDIN: 23120710BGTXHI2241**

**ROSE MERC LIMITED**  
**BALANCE SHEET AS AT 31ST MARCH, 2023**

(Rs. In Lakhs)

Particulars	Note No.	As At 31st March 2023	As At 31st March 2022
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Property, Plant & Equipment	2	1.98	-
(b) Capital Work -In-Progress		-	-
(c) Investment Properties		-	-
(d) Goodwill		-	-
(e) Other Intangible Assets		-	-
(f) Intangible Assets under development		-	-
(g) Biological Assets other than Bearer plants		-	-
(h) Financial Assets			
i. Investments	3	5.02	5.02
ii. Trade Receivables		-	-
iii. Loan	4	235.13	238.85
iv. Other Financial Assets		-	-
(i) Deferred tax Assets (net)		-	-
(k) Other Non-Currnet Assets		-	-
<b>Total Non-Current Assets</b>		<b>242.13</b>	<b>243.87</b>
<b>Current assets</b>			
(a) Inventories	5	187.21	-
(b) Financial Assets		-	-
i. Investments		-	-
ii. Trade Receivables		-	-
iii. Cash and cash Equivalents	6	110.98	0.42
iv. Bank balance other than(iii) above		-	-
v. Loan		-	-
vi. Others		-	-
(c) Income/Current tax assets (net)	7	-	3.46
(d) Other Current Assets	8	30.11	20.17
<b>Total Current Assets</b>		<b>328.30</b>	<b>24.05</b>
<b>Total Assets(1+2)</b>		<b>570.43</b>	<b>267.92</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	9	211.60	99.60
(b) Other equity	10	348.58	140.53
<b>Total Equity</b>		<b>560.18</b>	<b>240.13</b>
<b>Liabilities</b>			
<b>Non Current Liabilities</b>			
(a) Financial liabilities			
i. Borrowings	11	7.03	7.03
ii. Trade Payables		-	-
iii. Other Financial Liabilities (other than specified in items(b), to be specified)		-	-
(b) Provision		-	-
(b) Deferred tax liabilities (net)		-	-
(c) Other Non-Current liabilities		-	-
<b>Total Non-Current Liabilities</b>		<b>7.03</b>	<b>7.03</b>
<b>Current Liabilities</b>			
(a) Financial liabilities			
i. Borrowings		-	-
i.Trade (Financial) payable			
1. Due from micro enterprises and small enterprises		-	-
2. Due of creditor other than micro enterprises and small enterprises	12	1.02	19.29
ii. Other Financial liabilities		-	-
(b)Provisions	13	1.26	1.47
(c)Income/Current tax liabilities (net)		-	-
(d) Other Current Liabilities	14	0.93	-
<b>Total Current Liabilities</b>		<b>3.22</b>	<b>20.76</b>
<b>Total Liabilities</b>		<b>10.25</b>	<b>27.79</b>
<b>Total Equity and Liabilities</b>		<b>570.43</b>	<b>267.92</b>
Significant Accounting Policies			
See Accompanying Notes to Financial Statements	1		

As per our report on even date attached  
For B B Gusani & Associates  
Chartered Accountants

For ROSEMERC LIMITED

**Bhargav B Gusani**  
Proprietor  
M.No. 120710  
F.R.N. 140785W  
Place: Jamnagar  
Date: 29/05/2023  
UDIN: 23120710BGTXHI2241

Kirti C. Savla      Nooruddin Mohammed Shaikh  
Managing Director      Director  
DIN: 02003878      DIN: 09660481

Mahashweta A Pamani      Anant More  
CS      CFO

**ROSEMERC LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST, MARCH 2023**

(Rs. In Lakhs)

Particulars	Notes	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Income</b>			
I. Revenue from operations	15	128.18	-
II. Other income	16	16.19	31.57
<b>III. Total Income (I + II)</b>		<b>144.37</b>	<b>31.57</b>
<b>IV. Expenses:</b>			
Cost of materials consumed		-	-
Purchases of Stock-in-Trade	17	299.59	-
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	18	-187.21	-
Employee benefits expense	19	9.10	3.34
Finance costs	20	0.27	8.61
Depreciation and amortization expense		-	-
Other expenses	21	38.14	48.97
<b>V. Total Expenses</b>		<b>159.88</b>	<b>60.92</b>
<b>VI. Profit/(Loss) before Exceptional items &amp; Tax (III-V)</b>		<b>-15.51</b>	<b>-29.35</b>
<b>VII Exceptional Items</b>			
<b>VIII Profit/(Loss) Before tax</b>		<b>-15.51</b>	<b>-29.35</b>
<b>IX Tax expense:</b>			
(1) Current tax		-	-
(2) Deferred tax		-	-
<b>X Profit/ (Loss) for the year</b>		<b>-15.51</b>	<b>-29.35</b>
<b>Other Comprehensive Income</b>		-	-
<b>XI Profit/(Loss) After Other Comprehensive Income</b>		<b>-15.51</b>	<b>-29.35</b>
<b>XII Earnings per equity share:( Continuing operation)</b>			
(1) Basic(in Rs.)		-1.23	-2.95
(2) Diluted(in Rs.)		-0.89	-1.46
Significant Accounting Policies			
See Accompanying Notes to Financial Statements	1		

As per our report on even date attached  
For B B Gusani & Associates  
Chartered Accountants

FOR ROSEMERC LIMITED

**Bhargav B Gusani**  
Proprietor  
M.No. 120710  
F.R.N. 140785W  
Place: Jamnagar  
Date: 29/05/2023  
UDIN: 23120710BGTXHI2241

Kirti C. Savla  
**Managing Director**  
DIN: 02003878

Nooruddin M. Shaikh  
**Director**  
DIN: 09660481

Mahashweta A Pamani  
CS

Anant More  
CFO



**ROSE MERC LIMITED**  
**CASHFLOW STATEMENT FOR YEAR ENDED 31ST MARCH, 2023**

(Rs. In Lakhs)

Sr. No.	Particular	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>CASHFLOW STATEMENT</b>			
<b>A. Cash flow from Operating Activities</b>			
	<b>Net Profit Before tax as per Statement of Profit &amp; Loss</b>	-15.51	-29.35
	Adjustments for :		
	Income tax Written off	0.00	-0.19
	Interest Income	-16.19	-31.57
	Finance Cost	0.27	-15.93
		8.61	-23.15
	<b>Operating Profit before working capital changes</b>	-31.43	-52.51
	<b>Changes in Working Capital</b>		
	Income/Current tax assets (net)	3.46	-2.38
	Other Loans and advances receivable	-	-
	Trade Payables	-18.26	-1.21
	Other Current Liabilities	0.93	-1.36
	Other Current Assets	-9.94	1.00
	Investments	-187.21	
	Provisions	-0.21	0.73
		-211.23	-3.22
	Less : Income Tax Provision	-	-
	<b>Net Cash Flow from Operating Activities (A)</b>	-242.67	-55.73
<b>B. Cash flow from investing Activities</b>			
	Movement in Loan & Advances	3.72	239.84
	Purchase of Fixed Assets	-1.98	-
	Interest Income	16.19	31.57
		17.93	271.41
	<b>Net Cash Flow from Investing Activities (B)</b>	17.93	271.41
<b>C. Cash Flow From Financing Activities</b>			
	Proceeds From long Term Borrowing (Net)	0.00	-207.63
	Proceeds Issue of Share Warrants	335.56	-
	Interest Paid	-0.27	-8.61
	Dividend paid ( Including DDT)	-	-
		335.29	-216.24
	<b>Net Cash Flow from Financing Activities (C)</b>	335.29	-216.24
	<b>D. Net (Decrease)/ Increase in Cash &amp; Cash Equivalents (A+B+C)</b>	110.56	-0.56
	Opening Cash & Cash Equivalents	0.42	0.98
	<b>E. Cash and cash equivalents at the end of the period</b>	110.98	0.42
	<b>F. Cash And Cash Equivalents Comprise :</b>		
	Cash	0.23	0.29
	<b>Bank Balance :</b>		
	Current Account	110.75	0.13
	Deposit Account		
	<b>Total</b>	110.98	0.42
For B B Gusani & Associates Chartered Accountants		<b>FOR ROSEMERG LIMITED</b>	
Bhargav B Gusani Proprietor M.No. 120710 F.R.N. 140785W Place: Jamnagar Date: 29/05/2023 UDIN: 23120710BGTXHI2241		Kirti C. Savla Managing Director DIN: 02003878	Nooruddin M. Shaikh Director DIN: 09660481
		Mahashweta A Pamani CS	Anant More CFO

ROSE MERC LIMITED  
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH, 2023

Particulars	As at 31st March, 2023 Amt. Rs.	As at 31st March, 2022 Amt. Rs.
<b>A-EQUITY SHARE CAPITAL</b>		
Outstanding at the Beginning of the Year	99.60	99.60
Issued during the Year	112.00	-
<b>Total</b>	<b>211.60</b>	<b>99.60</b>

Particulars	Balance at the beginning of reporting Period i.e 01st April, 2022 Amt. Rs.	Profit for the Year/ Addition During the Year Amt. Rs.	Transfer to/ from Retained Earnings Amt. Rs.	Balance at the End of Reporting Period i.e. 31st March, 2023 Amt. Rs.
<b>B-OTHER EQUITY As At 31st MARCH, 2022</b>				
Money received against share warrants	-	89.16	25.20	114.36
<b>RESERVE AND SURPLUS</b>				
Retained Earnings	140.53	-15.51	-	125.02
Security Premium Reserve	-	159.60	-	159.60
<b>Total</b>	<b>140.53</b>	<b>233.25</b>	<b>25.20</b>	<b>398.98</b>

Particulars	Balance at the beginning of reporting Period i.e 01st April, 2021 Amt. Rs.	Profit for the Year Amt. Rs.	Transfer to/ from Retained Earnings Amt. Rs.	Balance at the End of Reporting Period i.e. 31st March, 2022 Amt. Rs.
<b>B-OTHER EQUITY As At 31st MARCH, 2022</b>				
SHARE APPLICATION MONEY PENDING ALLOTMENT	-	-	-	-
<b>RESERVE AND SURPLUS</b>				
Retained Earnings	170.07	-29.35	(0.19)	140.53
<b>OTHER COMPREHENSIVE INCOME</b>	-	-	-	-
<b>Total</b>	<b>170.07</b>	<b>-29.35</b>	<b>-0.19</b>	<b>140.53</b>

For B B Gusani & Associates  
Chartered Accountants

For ROSE MERC LIMITED

Bhargav B Gusani  
Proprietor  
M.No. 120710  
F.R.N. 140785W  
Place: Jamnagar  
Date: 29/05/2023  
UDIN: 25120710BGTXH2241

Kirti C. Sava  
Managing Director  
DIN: 02003878  
  
Mahashweta A Pamanj  
CS

Nooruddin M. Shaikh  
Director  
DIN: 09660481  
  
Anant More  
CFO

Fixed Assets	Gross Block				Accumulated Depreciation					Net Block			
	Balance as at 1 April 2022	Impact on IND AS Transition	Additions	Disposal/ Adjustments	Balance as at 31 March 2023	Balance as at 1 April 2022	Amount Charged to Profit & Loss	Depreciation Charge	Deductions/ Adjustments	Balance as at 31 March 2023	Balance as at 31 March 2022	Balance as at 31 March 2023	
<b>NOTE : 2 Property, Plant &amp; Equipment</b>													
<b>a</b>	<b>Tangible Assets</b>												
	Air Conditioners	-	-	0.57	-	0.57	-	-	-	-	-	0.57	-
	Computers	-	-	0.93	-	0.93	-	-	-	-	-	0.93	-
	Furniture & Fixtures	-	-	0.48	-	0.48	-	-	-	-	-	0.48	-
	<b>Total</b>			<b>1.98</b>		<b>1.98</b>						<b>1.98</b>	

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>NOTE :3 NON CURRENT INVESTMENTS</b>		
(a) Investments in Equity Instruments	5.02	5.02
(b) Investment in Preference Shares		
( C) Investments in Government or trust securities		
(d) Investments in debentures or bonds		
(e) Investments in Mutual Funds		
(f) Investments in partnership firms		
(g) Other investments		
<b>Sub- Total (a)</b>	<b>5.02</b>	<b>5.02</b>
<b>Further Classified</b>		
(A) Aggregate amount of quoted investments and market value thereof	-	-
(B) Aggregate amount of unquoted investments	5.02	5.02
(C) Aggregate amount of impairment in value of investments	-	-
<b>Total</b>	<b>5.02</b>	<b>5.02</b>

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>NOTE : 4 NON CURRENT LOANS</b>		
<b>Secured, considered good</b>		
(a) Security Deposits	-	-
( c) Loan by Pramoter/ Directors/Associates Company/Subsidiary Company/Group Company	-	-
( d) Other advances	-	-
<b>Unsecured, considered good</b>		
(a) Security Deposits	1.50	-
( b) Loan by Pramoter/ Directors/Associates Company/Subsidiary Company/Group Company	-	-
(c) Loan to others	233.63	238.85
	235.13	238.85
<b>Total</b>	<b>235.13</b>	<b>238.85</b>

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>NOTE : 5 INVENTORIES</b>		
Stock-in-trade	187.21	-
<b>Total</b>	<b>187.21</b>	<b>-</b>

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>NOTE : 6 CASH AND BANK EQUIVALENTS</b>		
<b>Balance with Banks</b>	110.75	0.13
<b>Cash on hand</b>	0.23	0.29
Others( margin money/security against the borrowings/ guarantees/ other commitments)	-	-
<b>Total</b>	<b>110.98</b>	<b>0.42</b>

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>NOTE: 7 INCOME/ CUIRRENT TAX ASSETS (NET)</b>		
	-	-
Openinig Balance	-	1.09
Charge for the year	-	-
Others	-	2.38
Tax Paid	-	-

<b>Total</b>	-	<b>3.46</b>
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Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>NOTE : 8 OTHER CURRENT ASSETS</b>		
<b>Unsecured, considered good</b>		
(a) Advance to Suppliers	2.00	-
(b) Loan by Pramoter/ Directors/Associates Company/Subsidiary Company/Group Company	-	-
(c) Balance with Government Authorities	28.11	20.17
(d) Other advances	-	-
	30.11	20.17
<b>Total</b>	<b>30.11</b>	<b>20.17</b>

	As at 31st March 2023	
	Units	Amt. Rs. In Lakhs
<b>NOTE :9 SHARE CAPITAL</b>		
<b>Authorised Share Capital</b>		
Equity Shares of ` 10 each	1,00,00,000.00	1,000.00
<b>Issued</b>		
Equity Shares of ` 10 each	21,16,000.00	211.60
<b>Subscribed &amp; Paid up</b>		
Equity Shares of ` 10 each fully paid	21,16,000.00	211.60
<b>Total</b>	<b>21,16,000.00</b>	<b>211.60</b>

	As at 31st March 2023	
	Units	% Held
<b>NOTE : 9.1 RECONCILIATION OF NUMBER OF SHARES</b>		
Shares outstanding at the beginning of the year	9,96,000.00	99.60
Shares Issued during the year	11,20,000.00	112.00
Shares bought back during the year	-	-
<b>Shares outstanding at the end of the year</b>	<b>21,16,000.00</b>	<b>211.60</b>

	As at 31st March 2023	
	Units	% Held
<b>NOTE : 9.2 Details of Shares held by shareholders holding more than 5% of the aggregate shares in the co.</b>		
Vaishali Parkar Kumar	4,20,000.00	19.85

	As at 31st March 2023	
	Units	% Held
<b>NOTE : 9.3 Details of Shares held by Promoter holding more than 5% of the aggregate shares in the co.</b>		
Kirti Savla	7,200.00	0.34

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>NOTE : 10 OTHER EQUITY</b>		
<b>Money received against share warrants</b>		
As per last Balance Sheet	-	-
Add : On issue of Warrants	89.16	-
Less: Converted Into Equity Shares	25.20	-
	63.96	-
<b>Retained Earnings</b>		
As per last Balance Sheet	140.53	170.07
Add: Profit for the year	-15.51	-29.35
Less: Income Tax Writtern Off	0.00	-0.19
	125.02	140.53
<b>Security Premium Reserve</b>		
As per last Balance Sheet	-	-
Add : On Conversion of Warrants into Shares	159.60	-
Less: Converted Into Equity Shares	-	-
	159.60	-

<b>Other Comprehensive Income (OCI)</b>		
As per last Balance Sheet	-	-
Add: Movement in OCI (Net) during the year	-	-
	-	-
<b>Total</b>	<b>348.58</b>	<b>140.53</b>

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>NOTE : 11 NON-CURRENT BORROWINGS</b>		
<b>Unsecured</b>		
<b>(a) Loans from related parties</b>	-	-
<b>(b) Other loans</b>	7.03	7.03
	7.03	7.03
<b>Total</b>	<b>7.03</b>	<b>7.03</b>

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>NOTE: 12 CURRENT TRADE PAYABLE</b>		
<b>(a) Unbilled</b>		
	-	-
<b>(b) Not Due</b>		
<b>(c) Outstanding for Following Period from Due date</b>		
<u>Less than 01 Years</u>		
Micro, Small and Medium Enterprises		
Others	1.02	0.29
<u>01-02 Years</u>		
Micro, Small and Medium Enterprises		
Others	-	19.00
<u>02-03 Years</u>		
<u>More than 3 Years</u>		
<b>Total</b>	<b>1.02</b>	<b>19.29</b>

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>NOTE : 13 CURRENT PROVISION</b>		
<b>(a) Provision for employee benefits</b>	-	-
<b>(b) Others</b>		
For Audit Fees	1.26	1.47
<b>Total</b>	<b>1.26</b>	<b>1.47</b>

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>NOTE : 14 OTHER CURRENT LIABILITIES</b>		
<b>(a) revenue received in advance</b>	-	-
<b>(b) Statutory Remittance</b>		
TDS Payables	0.18	
Professional Tax payables	-	-
<b>(c) others</b>		
Director Fees Payable	0.75	-
<b>Total</b>	<b>0.93</b>	<b>-</b>

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>NOTE : 15 REVENUE FROM OPERATIONS</b>		
Sale of products	120.18	-
Sale of services	8.00	-
<b>Total</b>	<b>128.18</b>	<b>-</b>

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>NOTE : 15.1 PARTICULARS OF SALE OF PRODUCTS &amp; SERVICES</b>		
<b>Sales of Products</b>		
Gold Bar Sales	120.18	-
<b>Sales of Services</b>		
Consultancy Services	8.00	-
<b>Total</b>	<b>128.18</b>	<b>-</b>

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>NOTE : 16 OTHER INCOME</b>		
<b>Interest Income</b>		
Interest on surplus funds	16.07	31.52
Interest on IT Refund	0.13	0.05
<b>Total</b>	<b>16.19</b>	<b>31.57</b>

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>NOTE : 17 PURCHASE OF STOCK-IN-TRADE</b>		
Gold bar Purchase	299.59	-
<b>Total</b>	<b>299.59</b>	<b>-</b>

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>NOTE : 18 CHANGES IN INVENTORIES OF STOCK IN TRADE</b>		

<b>Inventories at the end of the year</b>		-
Stock-in-trade	187.21	-
<b>Inventories at the beginning of the year</b>		-
Stock-in-trade	-	-
<b>Net(Increase)/decrease</b>	<b>(187.21)</b>	<b>-</b>

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>NOTE : 19 EMPLOYEE BENEFITS EXPENSES</b>		
(a) Salaries and Wages	9.10	3.00
(b) Staff welfare expenses	0.00	0.34
<b>Total</b>	<b>9.10</b>	<b>3.34</b>

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>NOTE :20 FINANCE COST</b>		
(a) Interest expense :-		
(i) Borrowings	0.27	8.61
(ii) Others		
- Interest on TDS	-	-
- Other Interest	-	-
(b) Other borrowing costs	-	-
<b>Total</b>	<b>0.27</b>	<b>8.61</b>

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>NOTE: 21 OTHER EXPENSES</b>		
<b>Operating Expnses</b>		
Electricity Charges	0.05	0.08
<b>Establishment Expenses</b>		
Advertisement Exp	1.34	0.73
Listing Fees	3.54	3.54
Rates & Taxes	0.03	0.03
Rent	0.78	3.42
Payment To auditor	1.38	0.80
Office Expenses	11.42	-
Legal & Professional Fees	18.90	39.72
Mis Expenses.	0.71	0.66
<b>Total</b>	<b>38.14</b>	<b>48.97</b>



Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>NOTE :21.1 PAYMENT TO AUDITORS AS:</b>		
<b>As Auditor</b>		
Statutory Audit	1.38	0.80
Tax Audit	-	-
Limited Review of Quarterly Results	-	-
<b>Total</b>	<b>1.38</b>	<b>0.80</b>



**Note: - 1 Significant accounting policies:**

**1.0 Corporate Information**

**Rose Merc Limited** is a Limited Company, incorporated under the provisions of Companies Act, 1956 and having CIN: L24110MH1985PLC035078. The company is mainly trading of General Merchandise and allied items along with trading in gold, and other precious metals. The Registered office of the Company is situated at Office No. G-2, Ground floor, Part-A, Mangal Mahesh ,14<sup>th</sup> road khar (west) Mumbai - 400052.

**1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS:**

**a. Accounting Convention: -**

The financial statements have been prepared in accordance with Section 133 of Companies Act, 2013, i.e. Indian Accounting Standards ('Ind AS') notified under Companies (Indian Accounting Standards) Rules 2015. The Ind AS Financial Statements are prepared on historical cost convention, except in case of certain financial instruments which are recognized at fair value.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Part I of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

**b. Functional and Presentation Currency**

All amounts disclosed in the financial statements and notes are rounded off to lakhs the nearest INR rupee in compliance with Schedule III of the Act, unless otherwise stated.

The functional and presentation currency of the company is Indian rupees. This financial statement is presented in Indian rupees. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

**c. Compliance with Ind AS**

The financial statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015.

**d. Use of Estimates and Judgments**

The preparation of the Ind AS financial statements in conformity with the generally accepted accounting principles in India requires management to make estimates and assumptions that affect the reported amount



of assets and liabilities as of the Balance Sheet date, reported amount of revenue and expenses for the year and disclosure of contingent liabilities and contingent assets as of the date of Balance Sheet. The estimates and assumptions used in these Ind AS financial statements are based on management's evaluation of the relevant facts and circumstances as of the date of the Ind AS financial statements. The actual amounts may differ from the estimates used in the preparation of the Ind AS financial statements and the difference between actual results and the estimates are recognized in the period in which the results are known/materialize.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in future periods affected.

particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial Statement are as below:

1. Valuation of Financial Instruments;
2. Evaluation of recoverability of deferred tax assets/Liabilities ;
3. Useful lives of property, plant and equipment and intangible assets;
4. Measurement of recoverable amounts of cash-generating units;
5. Obligations relating to employee benefits;
6. Provisions and Contingencies;
7. Provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions;
8. Recognition of Deferred Tax Assets/Liabilities

#### **e. Current versus Non-Current Classification**

The Company presents assets and liabilities in the Balance Sheet based on current/ non-current classification.

An asset / liability is treated as current when it is:-

- i. Expected to be realised or intended to be sold or consumed or settled in normal operating cycle.
- ii. Held primarily for the purpose of trading.
- iii. Expected to be realised / settled within twelve months after the reporting period.
- iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
- v. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other assets and liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

## **1.2 ACCOUNTING POLICIES:**

### **(A) Property, Plant and Equipment**

All items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Cost includes purchase price, non-recoverable taxes and duties, labour cost and direct overheads for self-constructed assets and other direct costs incurred up to the date the asset is ready for its intended use.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Freehold land is not depreciated. Depreciation is provided on a pro-rata basis on the straight-line method in Amusement Division and on other assets Written Down Value Method over the estimated useful lives of the assets or the rates prescribed under Schedule II of the Companies Act, 2013. considering the nature, estimated usage, operating conditions, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support. The Company provides pro-rata depreciation from the day the asset is put to use and for any asset sold, till the date of sale.

Projects under commissioning and other Capital work-in-progress are carried at cost comprising of direct and indirect costs, related incidental expenses and attributable interest. Depreciation is not recorded on capital work-in-progress until construction and installation are complete and the asset is ready for its intended use.

An item of property, plant and equipment is derecognized on disposal. Any gain or loss arising from derecognition of an item of property, plant and equipment is included in profit or loss.

### **(B) Intangible Assets**

Intangible assets are stated at cost of acquisition net of recoverable taxes, accumulated amortization, and impairment losses, if any. Such costs include purchase price, borrowing cost, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and cost can be measured reliably.



The amortisation period for intangible assets with finite useful lives is reviewed at each year-end. Changes in expected useful lives are treated as changes in accounting estimates.

Internally generated intangible asset Research costs are charged to the statement of Profit and Loss in the year in which they are incurred.

The cost of an internally generated intangible asset is the sum of directly attributable expenditure incurred from the date when the intangible asset first meets the recognition criteria to the completion of its development.

Product development expenditure is measured at cost less accumulated amortisation and impairment, if any. Amortisation is not recorded on product in progress until development is complete.

Gains or losses arising from derecognition of an Intangible Asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

### **(C) Impairment of assets**

Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

### **(D) Leases**

#### **As a lessee**

The Company has applied IND AS 116 using the partial retrospective approach.

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract



conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

#### **Right of use assets**

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

#### **Lease Liabilities**

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

#### **As Lessor:**

At the inception of a lease, the lease arrangement is classified as either a finance lease or an operating lease, based on contractual terms & substance of the lease arrangement. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Company's net investment outstanding in respect of the leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount



of the leased asset and recognised on a straight-line basis over the lease term.

#### **(E) Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to Chief Operating Decision Maker (CODM).

The Company has identified its Chief Financial Officer as CODM who is responsible for allocating resources and assessing performance of the operating segments and makes strategic decisions.

CODM is in view that the Company is operating in single business segments. Hence, reporting requirement of Segment reporting is not arise.

#### **(F) Statement of Cashflow**

Cash Flows of the Group are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a noncash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing Cash Flows. The cash flows from operating, investing and financing activities of the Company are segregated.

#### **(G) Cash and cash equivalents**

Cash and cash equivalents comprises cash on hand, demand deposits and highly liquid investments with an original maturity of up to three month that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

#### **(H) Inventories**

Inventories includes stock -in -trade, stores & spares, consumables, packing materials, goods for resale and material in transit are valued at lower of cost and net

**Stock-in-trade** - Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and conditions. Cost is determined on First-In-First-Out basis.

Stores, Spare Parts, Consumables, Packing Materials etc. - Cost is determined on onFirst-In-First-Out basis.

Goods for Resale – valuation Cost is determined on First-In-First-Out basis.

realizable Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Adequate allowance is made for obsolete and slow-moving items.

## **(I) Foreign Currency Transactions**

### **i) Initial Recognition**

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

### **ii) Subsequent Recognition**

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

All monetary assets and liabilities in foreign currency are restated at the end of accounting period. Exchange differences on restatement of all other monetary items are recognised in the Statement of Profit and Loss.

Any subsequent events occurring after the Balance Sheet date up to the date of the approval of the financial statement of the Company by the board of directors on **May 29, 2022** have been considered, disclosed and adjusted, if changes or event are material in nature wherever applicable, as per the requirement of Ind AS .

## **(J) Income Taxes**

The tax expense for the period comprises of current tax and deferred income tax. Tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognized in the Other Comprehensive Income or in Equity. In which case, the tax is also recognized in Other Comprehensive Income or Equity.

### **I. Current tax: -**

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions. Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

### **II. Deferred tax:-**

Deferred tax is recognized using the balance sheet approach. Deferred tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements.





Deferred tax asset is recognized to the extent that it is probable that taxable profit will be available against which such deferred tax assets can be realized. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

## **(K) Provisions and Contingencies**

### **Provisions:**

Provisions are recognised when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are discounted to its present value as appropriate.

### **Contingent Liabilities:**

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or nonoccurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is termed as a contingent liability.

The company does have a statutory obligation of income tax which is under dispute. The company is went for further proceedings before the Hon'ble settlement commission has got abated as per Section 245HA of the I.T Act, 1961 in pursuance of settlement commission order u/s 245D (4) of the Act dated 31/05/2016 and pending search case assessment u/s 153A of the I.T Act, 1961 for A.Y 2007-08 and 2012-13 and regular assessment u/s 143(3) of the I.T Act, 1961 for A.Y 2013-14; currently matter have been pending in Supreme Court, also stay order has been granted.

## **(L) Revenue recognition**

Revenue is measured at fair value of the consideration received or receivable. Revenue is recognized when (or as) the Company satisfies a performance obligation by transferring a promised good or service (i.e. an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

When (or as) a performance obligation is satisfied, the Company recognizes as revenue the amount of the transaction price (excluding estimates of variable consideration) that is allocated to that performance obligation.

The Company applies the five-step approach for recognition of revenue:

- i. Identification of contract(s) with customers;
- ii. Identification of the separate performance obligations in the contract;
- iii. Determination of transaction price;
- iii. Allocation of transaction price to the separate performance obligations; and
- iv. Recognition of revenue when (or as) each performance obligation is satisfied.

**(M) Other income:**

**Interest:** Interest income is calculated on effective interest rate, but recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

**Dividend:** Dividend income is recognised when the right to receive dividend is established.

**(N) Finance Cost**

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. based on borrowings incurred specifically for financing the asset or the weighted average rate of all other borrowings, if no specific borrowings have been incurred for the asset.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

**(O) Earnings per share (EPS):**

Basic EPS is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted EPS, the net profit or loss for the period attributable to equity shareholders and the weighted average number of additional equity shares that would have been outstanding are considered assuming the conversion of all dilutive potential equity shares. Earnings considered in ascertaining the EPS is the net profit for the period and any attributable tax thereto for the period.

**(P) Fair Value Measurement:**

The Company measures financial instruments such as investments in quoted equity shares, certain other investments etc. at fair value at each Balance Sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability at the measurement date. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

**(Q) Financial Instruments:**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**Financial assets:**

**Initial recognition**

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets other than trade receivables and other specific assets are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the Statement of Profit and Loss.

**Subsequent measurement**

Financial assets, other than equity instruments, are subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of both:

- i. The entity's business model for managing the financial assets and

- ii. The contractual cash flow characteristics of the financial asset.

### **De-recognition**

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

## **Financial Liabilities:**

### **Initial Recognition and Subsequent Measurement**

All financial liabilities are recognised initially at fair value and in case of borrowings and payables, net of directly attributable cost. Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments. Changes in the amortised value of liability are recorded as finance cost.

### **De-recognition**

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.



22. The previous year's figures have been reworked, regrouped, and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current annual financial statements and are to be read in relation to the amounts and other disclosures relating to the current financial year.

23. Credit and Debit balances of unsecured loans, sundry creditors, sundry Debtors, loans and Advances are subject to confirmation and therefore the effect of the same on profit could not be ascertained.

**24. Foreign Currency Transactions: -**

**Expenditure in Foreign Currency: - Nil**

**Earnings in Foreign Currency: - Nil**

**25. Related Parties Disclosure: -**

The Disclosures of Transaction with the related parties as defined in the related parties as defined in the Ind-AS are given below:

**List of related parties with whom transactions have taken place and relationships: -**

<b>Name of Related Parties</b>	<b>Relationship</b>
Kirti Savla	Key Managerial Personnel
Gopal Hareshbhai Shah	Key Managerial Personnel
Pooja R. Shah	Key Managerial Personnel
Mayur Rajendrabhai Parikh	Key Managerial Personnel
Jaini Jain	Chief Financial Officer till 29.06.2020
Monil Shah	Company Secretary and As an Chief Financial Officer from 30.06.2020

**Transaction during the current financial year with related parties: -**

**(Rs. In Lakh)**



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Sr No.	Name Of related Parties	Nature of relation	Nature of Transaction	Amount Debited	Amount Credited	O/s at the End Receivable/( Payable)
1.	Kirti Savla	Key Managerial Person	Payment of Pending Dues	0.29	-	-
2.	Vaishali Parkar Kumar	Director	Warrants Subscribed	101.85	105.18	3.33
3.	Anant More	CFO	Salary	0.25	0.25	-
4.	Monil Shah	Company Secretary and CFO	Salary	1.80	1.80	-
5.	Jaini Jain	Chief Financial Officer	Professional Charges	1.35	1.35	-

### 33.Earnings Per Share

Rs. In Lakhs

Particulars	Year Ended on 31 <sup>st</sup> March, 2023 (Rs.)	Year Ended on 31 <sup>st</sup> March, 2022 (Rs.)
<b>Basic EPS:</b>		
Profit / (Loss) after tax attributable to Equity Shareholders (A)	(15.50)	(29.35)
Weighted Number of Equity Share outstanding During the year (B) (In Nos.)	12,57,353.42	9,96,000.00
Basic Earnings Per Share for each Share of Rs.10/- (A) / (B)	(1.23)	(2.95)

<b>Diluted EPS:</b>		
Profit / (Loss) after tax attributable to Equity Shareholders (A)	(15.50)	(29.35)
Weighted Number of Equity Share outstanding During the year (B) (In Nos.)	17,50,320.25	20,12,306.02
Diluted Earnings Per Share for each Share of Rs.10/- (A) / (B)	(0.89)	(1.46)

#### 34. Notes forming part of accounts in relation to Micro and small enterprise

1. Based on information available with the company, on the status of the suppliers being Micro or small enterprises, on which the auditors have relied, the disclosure requirements of Schedule III to the Companies Act, 2013 with regard to the payments made/due to Micro and small Enterprises are given below :

Sr. No.	Particulars	Year Ended on 31 <sup>st</sup> March 2023		Year Ended on 31 <sup>st</sup> March 2022	
		Principal	Interest	Principal	Interest
I	Amount due as at the date of Balance sheet	Nil	Nil	Nil	Nil
ii	Amount paid beyond the appointed date during the year	Nil	Nil	Nil	Nil
iii	Amount of interest due and payable for the period of delay in making payments of principal during the year beyond the appointed date	Nil	Nil	Nil	Nil
Iv	The amount of interest accrued and remaining unpaid as at the date of Balance sheet	Nil	Nil	Nil	Nil

The company has initiated the process of obtaining the confirmation from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) but has not received the same in totality. The above information is compiled based on the extent of responses received by the company from its suppliers.

#### 35. Title deeds of immovable Property

Title deeds of immovable property has not been held in the name of promoter, director, or relative of promoter/ director or employee of promoters / director of the company, hence same are held in the name of the company.



**36. Revaluation of Property, Plant and Equipment and Intangible Assets:-**

The company has not done revaluation of Property, Plant and Equipment and Intangible Assets.

**37. Loans or Advances in the nature of loans to promoters, directors, KMPs and the related parties:-**

No Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person.

**38. Capital Work In Progress (CWIP):-**

There is no Capital Work In Progress (CWIP) for the current year.

**40. Intangible assets under development:-**

There is no Intangible assets under development in the current year.

**41. Details of Benami Property held:-**

The company does not have any benami property, where any proceeding has been initiated or pending against the company for holding any benami property under the Benami Transaction (prohibition) act, 1988 and rules made there under.

**42. Borrowings from bank or financial institution on the basis of current assets:-**

Quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.

**43. Willful Defaulter:-**

The Company has not been declared a willful defaulter by any bank or financial institution or government or government authority

**44. Relationship with Struck off Companies:-**

The company does not have such transaction with Struck off Companies.

**45. Registration of charges or satisfaction with Registrar of Companies:-**

The company does not have any charges or satisfaction, which is yet to be registered with Registrar of Companies beyond the statutory period.

**46. Compliance with approved Scheme(s) of Arrangements**

The Company does not have made any arrangements in terms of section 230 to 237 of companies act 2013, and hence there is no deviation to be disclosed.

**47. Utilization of Borrowed funds and share premium:-**





As on March 31, 2022 there is no unutilized amount in respect of any issue of securities and long term borrowings from bank and financial institutions. The borrowed funds have been utilized for the specific purpose for which the funds were raised.

**48. Details of crypto currency or virtual currency:-**

The company has not traded or invested in crypto currency or virtual currency during the financial year.

**49. The Company has not advanced or loaned to or invested in funds to any other person(s) or entity (is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:**

- a) directly or indirectly lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

**50. The Company has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:**

- a) directly or indirectly lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**51. Ratios Analysis:-**

Ratio	Numerator	Denominator	As at 31st March, 2023	As at 31st March, 2022	% of change in Ratio	Reason for Variance
Current Ratio	Total Current Asset	Total Current Liabilities	102.02	1.16	8705.97%	Due to Company starts its revival business Plan and during the year engaged in trading activity.
Debt Equity Ratio	Debt capital	Shareholder's Equity	0.01	0.03	-57.13%	During the year company has made new warrant issue.



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Return on Equity Ratio	Profit for the year	Average Shareholder's Equity	(0.04)	(0.11)	65.88%	Due to Company starts its revival business Plan and during the year engaged in trading activity.
Inventory Turnover Ratio	COGS	Average Inventory	1.20	-	100.00%	Due to Company starts its revival business Plan and during the year engaged in trading activity.
Trade payables turnover ratio	Total Purchases (Fuel Cost + Other Expenses+Closing Inventory-Opening Inventory)	Closing Trade Payables	14.75	-	100.00%	Due to Company starts its revival business Plan and during the year engaged in trading activity.
Net capital turnover ratio	Sales	Working capital (CA-CL)	0.39	-	100.00%	Due to Company starts its revival business Plan and during the year engaged in trading activity.
Net profit ratio	Net Profit	Sales	(0.12)	-	100.00%	Due to Company starts its revival business Plan and during the year engaged in trading activity.
Return on Capital employed	Earnings before interest and tax	Capital Employed	(0.03)	(0.08)	-67.99%	Due to Company starts its revival business Plan and during the year engaged in trading activity.