



**ROSE MERC
LIMITED**

तमसो ऽ मा ज्योतिर्गमय



15/B/4, New Sion Chs Swami Vallabhdas Road,
Opp SIES College, Behind Dmart Store,
Sion West, Mumbai-22.

GSTIN : 27AACCR3663B1ZM
CIN : L24110MH1985PLC035078

To

Date: 4th August, 2023

The General Manager

Department of Corporate Services BSE Limited

P. J. Towers, Dalal Street,

Mumbai — 400001

Dear Sir/Madam,

Sub: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.Details of Voting Results at the 39th Annual General Meeting of theCompany

Ref: Rose Mere Limited. (Security Id: ROSE MER, Code: 512115)

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find details of voting results inclusive of Remote E-Voting and E-Voting conducted at the 39th Annual General Meeting of the Company held on Thursday, August 03, 2023 at 4:00 P.M. IST through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).

Kindly acknowledge and take on record the same

For ROSE MERC LIMITED

NOORUDDIN MOHAMMED SHAIKH

Wholetime Director

DIN: 09660481

Place :Mumbai

Date: 4th August,2023

General information about company	
Scrip code	512115
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE649C01012
Name of the company	ROSE MERC LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	03-08-2023
Start time of the meeting	04:00 PM
End time of the meeting	04:30 PM

Scrutinizer Details	
Name of the Scrutinizer	Mr. Deepak Rane
Firms Name	Deepak Rane
Qualification	CS
Membership Number	A24110
Date of Board Meeting in which appointed	07-07-2023
Date of Issuance of Report to the company	04-08-2023

Voting results	
Record date	27-07-2023
Total number of shareholders on record date	671
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	1
b) Public	9
No. of resolution passed in the meeting	13

* this fields are optional							
Details of Invalid Votes							
Category	No. of Votes						
Promoter and Promoter Group							
Public Insitutions							
Public - Non Insitutions							

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint a Director in place of Mr. Kirti Savla (DIN: 02003878), who retires by rotation and being eligible, offers himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7200	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	7200	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	280880	137045	48.7914	137045	3	99.9998	0.0002
	Poll	0	4		1			
	Postal Ballot (if applicable)							
	Total	280880	137045	48.7914	137045	3	99.9998	0.0002
Total	Total	281600	137045	48.6667	137045	3	99.9998	0.0002
		0	4		1			
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<div style="border: 1px solid black; height: 20px; width: 100%;"></div>	
* this fields are optional								

Details of Invalid Votes							
Category	No. of Votes						
Promoter and Promoter Group							
Public Insitutions							
Public - Non Insitutions							

Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve implementation of the "RML Employee Stock Option Plan II 2023"				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7200	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	7200	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	280880	137045	48.7914	137045	3	99.9998	0.0002
	Poll	0	4		1			
	Postal Ballot (if applicable)							
	Total	280880	137045	48.7914	137045	3	99.9998	0.0002
Total	Total	281600	137045	48.6667	137045	3	99.9998	0.0002
		0	4		1			
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								
* this fields are optional								
Details of Invalid Votes								

Category	No. of Votes						
Promoter and Promoter Group							
Public Insitutions							
Public - Non Insitutions							

Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve grant of employee stock options under the “RML Employee Stock Option Plan II 2023” to the eligible employees of the Company and Subsidiary Companies.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7200	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	7200	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	280880	137045	48.7914	137045	3	99.9998	0.0002
	Poll	0	4		1			
	Postal Ballot (if applicable)							
	Total	280880	137045	48.7914	137045	3	99.9998	0.0002
Total	Total	281600	137045	48.6667	137045	3	99.9998	0.0002
		0	4		1			
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								
* this fields are optional								

Details of Invalid Votes							
Category	No. of Votes						
Promoter and Promoter Group							
Public Insitutions							
Public - Non Insitutions							

Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To amend Memorandum of Association.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7200	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	7200	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	280880	137045	48.7914	137045	3	99.9998	0.0002
	Poll	0	4		1			
	Postal Ballot (if applicable)							
	Total	280880	137045	48.7914	137045	3	99.9998	0.0002
Total	Total	281600	137045	48.6667	137045	3	99.9998	0.0002
		0	4		1			
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								
* this fields are optional								
Details of Invalid Votes								

Category	No. of Votes						
Promoter and Promoter Group							
Public Insitutions							
Public - Non Insitutions							

Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To amend Articles of Association of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7200	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	7200	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	280880	137045	48.7914	137045	3	99.9998	0.0002
	Poll	0	4		1			
	Postal Ballot (if applicable)							
	Total	280880	137045	48.7914	137045	3	99.9998	0.0002
Total	Total	281600	137045	48.6667	137045	3	99.9998	0.0002
		0	4		1			
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								
* this fields are optional								
Details of Invalid Votes								

Category	No. of Votes						
Promoter and Promoter Group							
Public Insitutions							
Public - Non Insitutions							

Resolution (7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To increase Authorised Share Capital of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7200	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	7200	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	280880	137045	48.7914	137045	3	99.9998	0.0002
	Poll	0	4		1			
	Postal Ballot (if applicable)							
	Total	280880	137045	48.7914	137045	3	99.9998	0.0002
Total	Total	281600	137045	48.6667	137045	3	99.9998	0.0002
		0	4		1			
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								
* this fields are optional								
Details of Invalid Votes								

Category	No. of Votes						
Promoter and Promoter Group							
Public Insitutions							
Public - Non Insitutions							

Resolution (8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve Issue of Warrants Convertible into Equity Shares of the Company on Preferential Basis.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7200	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	7200	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	280880	137045	48.7914	137045	3	99.9998	0.0002
	Poll	0	4		1			
	Postal Ballot (if applicable)							
	Total	280880	137045	48.7914	137045	3	99.9998	0.0002
Total	Total	281600	137045	48.6667	137045	3	99.9998	0.0002
		0	4		1			
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								
* this fields are optional								
Details of Invalid Votes								

Category	No. of Votes						
Promoter and Promoter Group							
Public Insitutions							
Public - Non Insitutions							

Resolution (9)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve Issue of Equity Shares of the Company on Preferential Basis for consideration other than Cash (Share Swap).				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7200	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	7200	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	280880	137045	48.7914	137045	3	99.9998	0.0002
	Poll	0	4		1			
	Postal Ballot (if applicable)							
	Total	280880	137045	48.7914	137045	3	99.9998	0.0002
Total	Total	281600	137045	48.6667	137045	3	99.9998	0.0002
		0	4		1			
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<div style="border: 1px solid black; height: 20px; width: 100%;"></div>	
* this fields are optional								

Details of Invalid Votes							
Category	No. of Votes						
Promoter and Promoter Group							
Public Insitutions							
Public - Non Insitutions							

Resolution (10)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To regularize appointment of Ms. Vaishali Parkar Kumar (DIN: 09159108) as a Non-Executive Director.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7200	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	7200	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	280880	950454	33.8384	950451	3	99.9997	0.0003
	Poll	0						
	Postal Ballot (if applicable)							
	Total	280880	950454	33.8384	950451	3	99.9997	0.0003
Total	Total	281600	950454	33.7519	950451	3	99.9997	0.0003
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								
* this fields are optional								
Details of Invalid Votes								

Category	No. of Votes						
Promoter and Promoter Group							
Public Insitutions							
Public - Non Insitutions							

Resolution (11)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To regularise appointment of Mr. Avinash Madhav Sonawane (DIN: 10101936) as an Independent Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7200	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	7200	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	280880	137045	48.7914	137045	3	99.9998	0.0002
	Poll	0	4		1			
	Postal Ballot (if applicable)							
	Total	280880	137045	48.7914	137045	3	99.9998	0.0002
Total	Total	281600	137045	48.6667	137045	3	99.9998	0.0002
		0	4		1			
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<div style="border: 1px solid black; height: 20px; width: 100%;"></div>	
* this fields are optional								

Details of Invalid Votes							
Category	No. of Votes						
Promoter and Promoter Group							
Public Insitutions							
Public - Non Insitutions							

Resolution (12)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To regularise appointment of Mr. Omprakash Brijnath Singh (DIN: 07204004) as an Independent Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7200	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	7200	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	280880	137045	48.7914	137045	3	99.9998	0.0002
	Poll	0	4		1			
	Postal Ballot (if applicable)							
	Total	280880	137045	48.7914	137045	3	99.9998	0.0002
Total	Total	281600	137045	48.6667	137045	3	99.9998	0.0002
		0	4		1			
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								
* this fields are optional								
Details of Invalid Votes								

Category	No. of Votes						
Promoter and Promoter Group							
Public Insitutions							
Public - Non Insitutions							

Resolution (13)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To regularise appointment of Mr. Uday Tardalkar (DIN: 00205409) as an Independent Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7200	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	7200	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	280880	137045	48.7914	137045	3	99.9998	0.0002
	Poll	0	4		1			
	Postal Ballot (if applicable)							
	Total	280880	137045	48.7914	137045	3	99.9998	0.0002
Total	Total	281600	137045	48.6667	137045	3	99.9998	0.0002
		0	4		1			
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								
* this fields are optional								

Details of Invalid Votes							
Category	No. of Votes						
Promoter and Promoter Group							
Public Insitutions							
Public - Non Insitutions							

SCRUTINIZER'S REPORT – CONSOLIDATED

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

CONSOLIDATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND E-VOTING AT THE 39TH ANNUAL GENERAL MEETING ('AGM') OF ROSE MERC LIMITED HELD THROUGH OTHER AUDIO VISUAL MEANS ON THURSDAY, AUGUST 03, 2023 AT 04:00 P.M.

To,

Ms. Mahashweta A Pamnani

Company Secretary

Rose Merc Limited

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

Subject: Scrutinizer's Report on voting through Remote e-voting and e-voting at the 39th Annual General Meeting of the Rose Merc Limited ("Company") held on Thursday, August 03, 2023 ("AGM") through other audio-visual means (OVAM) pursuant to provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 ("Rules") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

I, Deepak Rane, Practicing Company Secretary (CP No.: 8717, Membership No.:24110), was appointed as Scrutinizer by the Board of Directors of the Company at its meeting held on July 07, 2023 pursuant to provisions of Section 108 of the Act read with Rule 20 of the Rules, Secretarial Standard 2 on General Meetings and Regulation 44 of the Listing Regulations, as amended, to act as Scrutinizer for the remote e-voting and the e-voting at the AGM through VC/OAVM Facility, and to submit consolidated report on result of the remote e-voting and e-voting at the AGM.



The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder relating to voting through remote e-voting as well as e-voting at the AGM on the resolutions contained in the Notice dated July 07, 2023 of the AGM of the members of the Company. My responsibility as a Scrutinizer is to ensure that the voting process, both through remote e-voting and e-voting at the AGM, are conducted in fair and transparent manner and submit consolidated Scrutinizer's report of the total votes cast "In Favour" or "Against", if any, on the resolutions, to the Chairman, based on the reports generated from the remote e-voting system provided by National Securities Depository Limited ("NSDL" or "Service Provider"), the authorized agency to provide e-voting facilities and engaged by the Company.

Report on Scrutiny:

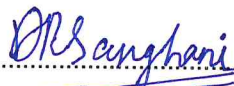
- The Company has appointed NSDL for the purpose of extending the facility of e-Voting to the members of the Company.
- The voting period for Remote e-voting was open from **Monday, July 31, 2023 at 10:00 a.m. (IST) till Wednesday, August 02, 2023 at 5:00 p.m. (IST)** and the NSDL remote e-voting platform was disabled thereafter. The Members were required to cast their votes electronically to accord their assent or dissent in respect of Resolutions, on the remote e-voting and e-voting at AGM platform provided by NSDL.
- Members of the Company as on "cut-off" date (record date) i.e. **Thursday, July 27, 2023** were entitled to vote on the resolutions as set out in Notice of the AGM of the Company.
- On completion of e-voting at the AGM, I unblocked the results of remote e-voting and e-voting at the AGM on the NSDL e-voting platform, as prescribed in Sub Rule 4 (xii) of the said Rules and downloaded the results of the AGM, in presence of two witnesses, Ms. Mayuri Pandya and Ms. Devanshi Sanghani who are not in the employment of the Company and/ or Link Intime.



They have signed below in confirmation of the e-votes being unblocked in their presence:



Ms. Mayuri Pandya



Ms. Devanshi Sanghani

Based on the aforesaid results, I report that the 7 (Seven) Ordinary Resolutions and 6 (Six) Special Resolutions as set out at Item No. 1 to Item No. 13 of the Notice of the 39th AGM, held on August 03, 2023 have been passed with the requisite majority.



The summary of remote e-voting and e-voting at AGM received for the following resolutions are as under:

(a) Resolution No.1:- Ordinary Resolution –

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 Director's and Auditor's thereon.

Particulars	Remote e-voting		e-voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	16	1370351	1	100	17	1370451	99.9998
Dissent	2	3	Nil	Nil	2	3	00.0002
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	18	1370354	1	100	19	1370454	100.0000

Accordingly, out of 1370454 votes cast (remote e-voting and e-voting at the AGM), 1370451 votes were cast ASSENTING to the Ordinary Resolution constituting 99.9998% of the total votes cast; 3 votes were cast DISSENTING to the Ordinary Resolution constituting 00.0002% of the total votes cast.

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

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

To appoint a Director in place of Mr. Kirti Savla (DIN: 02003878), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Remote e-voting		e-voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	16	1370351	1	100	17	1370451	99.9998
Dissent	2	3	Nil	Nil	2	3	00.0002
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	18	1370354	1	100	19	1370454	100.0000



Accordingly, out of 1370454 votes cast (remote e-voting and e-voting at the AGM), 1370451 votes were cast ASSENTING to the Ordinary Resolution constituting 99.9998% of the total votes cast; 3 votes were cast DISSENTING to the Ordinary Resolution constituting 00.0002% of the total votes cast.

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

(c) Resolution No.3:- Special Resolution

To approve implementation of the "RML Employee Stock Option Plan II 2023".

Particulars	Remote e-voting		e-voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	16	1370351	1	100	17	1370451	99.9998
Dissent	2	3	Nil	Nil	2	3	00.0002
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	18	1370354	1	100	19	1370454	100.0000

Accordingly, out of 1370454 votes cast (remote e-voting and e-voting at the AGM), 1370451 votes were cast ASSENTING to the Special Resolution constituting 99.9998% of the total votes cast; 3 votes were cast DISSENTING to the Special Resolution constituting 00.0002% of the total votes cast.

Thus, the Special Resolution as contained in Item No.3 is passed with requisite majority.

(d) Resolution No.4:- Special Resolution –

To approve grant of employee stock options under the "RML Employee Stock Option Plan II 2023" to the eligible employees of the Company and Subsidiary Companies.



Particulars	Remote e-voting		e-voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	16	1370351	1	100	17	1370451	99.9998
Dissent	2	3	Nil	Nil	2	3	00.0002
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	18	1370354	1	100	19	1370454	100.0000

Accordingly, out of 1370454 votes cast (remote e-voting and e-voting at the AGM), 1370451 votes were cast ASSENTING to the Special Resolution constituting 99.9998% of the total votes cast; 3 votes were cast DISSENTING to the Special Resolution constituting 00.0002% of the total votes cast.

Thus, the Special Resolution as contained in Item No.4 is passed with requisite majority.

(e) Resolution No.5:- Special Resolution –

To amend Memorandum of Association.

Particulars	Remote e-voting		e-voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	16	1370351	1	100	17	1370451	99.9998
Dissent	2	3	Nil	Nil	2	3	00.0002
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	18	1370354	1	100	19	1370454	100.0000

Accordingly, out of 1370454 votes cast (remote e-voting and e-voting at the AGM), 1370451 votes were cast ASSENTING to the Special Resolution constituting 99.9998% of the total votes cast; 3 votes were cast DISSENTING to the Special Resolution constituting 00.0002% of the total votes cast.

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



(f) Resolution No.6:- Special Resolution –

To amend Articles of Association of the Company.

Particulars	Remote e-voting		e-voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	16	1370351	1	100	17	1370451	99.9998
Dissent	2	3	Nil	Nil	2	3	00.0002
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	18	1370354	1	100	19	1370454	100.0000

Accordingly, out of 1370454 votes cast (remote e-voting and e-voting at the AGM), 1370451 votes were cast ASSENTING to the Special Resolution constituting 99.9998% of the total votes cast; 3 votes were cast DISSENTING to the Special Resolution constituting 00.0002% of the total votes cast.

Thus, the Special Resolution as contained in Item No.6 is passed with requisite majority.

(g) Resolution No.7:- Ordinary Resolution –

To increase Authorised Share Capital of the Company.

Particulars	Remote e-voting		e-voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	16	1370351	1	100	17	1370451	99.9998
Dissent	2	3	Nil	Nil	2	3	00.0002
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	18	1370354	1	100	19	1370454	100.0000

Accordingly, out of 1370454 votes cast (remote e-voting and e-voting at the AGM), 1370451 votes were cast ASSENTING to the Ordinary Resolution constituting 99.9998% of the total votes cast; 3 votes were cast DISSENTING to the Ordinary Resolution constituting 00.0002% of the total votes cast.



Thus, the Ordinary Resolution as contained in Item No.7 is passed with requisite majority.

(h) Resolution No.8:- Special Resolution –

To approve Issue of Warrants Convertible into Equity Shares of the Company on Preferential Basis.

Particulars	Remote e-voting		e-voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	16	1370351	1	100	17	1370451	99.9998
Dissent	2	3	Nil	Nil	2	3	00.0002
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	18	1370354	1	100	19	1370454	100.0000

Accordingly, out of 1370454 votes cast (remote e-voting and e-voting at the AGM), 1370451 votes were cast ASSENTING to the Special Resolution constituting 99.9998% of the total votes cast; 3 votes were cast DISSENTING to the Special Resolution constituting 00.0002% of the total votes cast.

Thus, the Special Resolution as contained in Item No.8 is passed with requisite majority.

(i) Resolution No.9:- Special Resolution –

To approve Issue of Equity Shares of the Company on Preferential Basis for consideration other than Cash (Share Swap).

Particulars	Remote e-voting		e-voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	16	1370351	1	100	17	1370451	99.9998
Dissent	2	3	Nil	Nil	2	3	00.0002
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	18	1370354	1	100	19	1370454	100.0000



Accordingly, out of 1370454 votes cast (remote e-voting and e-voting at the AGM), 1370451 votes were cast ASSENTING to the Special Resolution constituting 99.9998% of the total votes cast; 3 votes were cast DISSENTING to the Special Resolution constituting 00.0002% of the total votes cast.

Thus, the Special Resolution as contained in Item No.9 is passed with requisite majority.

(j) Resolution No.10:- Ordinary Resolution –

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

Particulars	Remote e-voting		e-voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	950351	1	100	16	950451	99.9997
Dissent	2	3	Nil	Nil	2	3	0.0003
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	17	950354	1	100	18	950454	100.0000

Accordingly, out of 950454 votes cast (remote e-voting and e-voting at the AGM), 950451 votes were cast ASSENTING to the Ordinary Resolution constituting 99.9997% of the total votes cast; 3 votes were cast DISSENTING to the Ordinary Resolution constituting 0.0003% of the total votes cast.

Thus, the Ordinary Resolution as contained in Item No.10 is passed with requisite majority.

(k) Resolution No.11:- Ordinary Resolution –

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



Particulars	Remote e-voting		e-voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	16	1370351	1	100	17	1370451	99.9998
Dissent	2	3	Nil	Nil	2	3	00.0002
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	18	1370354	1	100	19	1370454	100.0000

Accordingly, out of 1370454 votes cast (remote e-voting and e-voting at the AGM), 1370451 votes were cast ASSENTING to the Ordinary Resolution constituting 99.9998% of the total votes cast; 3 votes were cast DISSENTING to the Ordinary Resolution constituting 00.0002% of the total votes cast.

Thus, the Ordinary Resolution as contained in Item No.11 is passed with requisite majority.

(I) Resolution No.12:- Ordinary Resolution –

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

Particulars	Remote e-voting		e-voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	16	1370351	1	100	17	1370451	99.9998
Dissent	2	3	Nil	Nil	2	3	00.0002
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	18	1370354	1	100	19	1370454	100.0000

Accordingly, out of 1370454 votes cast (remote e-voting and e-voting at the AGM), 1370451 votes were cast ASSENTING to the Ordinary Resolution constituting 99.9998% of the total votes cast; 3 votes were cast DISSENTING to the Ordinary Resolution constituting 00.0002% of the total votes cast.

Thus, the Ordinary Resolution as contained in Item No.12 is passed with requisite majority.



(m) Resolution No.13:- Ordinary Resolution –

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

Particulars	Remote e-voting		e-voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	16	1370351	1	100	17	1370451	99.9998
Dissent	2	3	Nil	Nil	2	3	00.0002
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	18	1370354	1	100	19	1370454	100.0000

Accordingly, out of 1370454 votes cast (remote e-voting and e-voting at the AGM), 1370451 votes were cast ASSENTING to the Ordinary Resolution constituting 99.9998% of the total votes cast; 3 votes were cast DISSENTING to the Ordinary Resolution constituting 00.0002% of the total votes cast.

Thus, the Ordinary Resolution as contained in Item No.13 is passed with requisite majority.

Thanking you,

Yours faithfully,



CS Deepak Rane
Practicing Company Secretary
Membership Number A24110
CP Number: 8717
UDIN: - A024110E000739110
Peer Review No. 2063/2022

Date: August 04, 2023
Place: Mumbai

Countered Signed by:

For Rose Merc Limited

**Ms. Mahashweta A Pamnani
Company Secretary**