

ROSE MERC LIMITED
(CIN: L93190MH1985PLC035078)
Address: Office no:15/B/4, New Sion CHS,
Opp SIES College, Behind D Mart,
Sion West, Mumbai, Maharashtra, 400022
Email ID: info@rosemerc.in Tele: 022-60602179 Website: www.rosemerc.in

**CORRIGENDUM TO NOTICE OF POSTAL BALLOT DATED JANUARY 15, 2024, OF
ROSE MERC LIMITED**

Rose Merc Limited (“Company”) has circulated Postal Ballot Notice dated January 15, 2024 together with Explanatory Statement to the Members of the Company, pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“Companies Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings (“SS-2”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable laws and regulations, for seeking approval of members of the Company by way of special resolutions through remote e-voting by way of postal ballot process.

1. This Corrigendum is being issued with respect to the Clauses 5, 7 and 11 to Item No.1 & 2 of the Explanatory Statement Pursuant To Section 102 Of The Companies Act, 2013 to the Postal Ballot Notice dated January 15, 2024,

A. In “Clause 5 The shareholding pattern before and after completion of the proposed preferential issue would be as under”:

In providing the shareholding pattern before and after completion of the proposed preferential issue the post issue holding of Mr. Vikas Pandurang Kolarkar was erroneously included in the “Indian Public” holding instead of clubbing it with NRI holdings. In view of the same, we request you to consider the following table of shareholding pattern before and after completion of the proposed preferential issue as the correct table:

SR. NO.	CATEGORY	PRE-ISSUE EQUITY (Note*)		POST-ISSUE EQUITY (Note \$)	
		No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding
A	Promoters’ holding:				
	Individual	7,200	0.18	7,200	0.12
	Bodies Corporate	-	-	-	-
	Sub Total (A)	7,200	0.18	7,200	0.12
B	Non-Promoters’ holding:				
1	Institutional Investors				
	Institutional Domestic	-	-	-	-
	Institutional Foreign	-	-	-	-
	Sub Total (B)	-	-	-	-

2	Non Institutional Investors				
	Bodies Corporate	1,26,056	3.17	4,76,390	8.23
	Directors and Relatives	5,25,000	13.21	5,25,000	9.08
	Indian Public	32,08,660	80.74	45,14,312	78.04
	Others [including HUF, NRI, IEPF Authorities, etc.]	10,70,84	2.70	2,62,084	4.53
	Sub Total (C)	39,66,800	99.82	57,77,786	99.88
	GRAND TOTAL (A+B+C)	39,74,000	100.00	57,84,986	100.00

*Note * : The above shareholding pattern has been prepared on the basis of shareholding data as on January 05, 2024 as provided by the Registrar and Share Transfer Agent.*

Note \$: The post issue shareholding percentage is determined considering existing capital of 39,74,000 equity shares plus the following:

- (a) 1,45,000 equity warrants issued and allotted on September 26, 2022, converted into equivalent number of equity shares of the Company on November 07, 2023, for which listing application is awaited from the Stock Exchange.
- (b) 12,500 equity warrants issued and allotted on May 04, 2023, converted into equivalent number of equity shares of the Company on November 22, 2023, for which listing application is awaited from the Stock Exchange.
- (c) 80,000 equity warrants issued and allotted on May 04, 2023, converted into equivalent number of equity shares of the Company on December 11, 2023, for which listing application is awaited from the Stock Exchange.
- (d) 4,04,500 equity warrants issued and allotted May 04, 2023, pending to be converted into equivalent number of equity shares of the Company.
- (e) 2,60,000 equity warrants issued and allotted December 19, 2023 will be fully converted into equivalent number of equity shares of the Company.
- (f) 67,500 equity shares proposed to be issued and allotted under the present issue will be fully subscribed and allotted.
- (g) 841,486 warrants proposed to be issued and allotted under the present issue will be fully subscribed and will be fully converted into equivalent number of equity shares of the Company.

B. In “Clause 7 The Identity of the proposed Allottee and the percentage of post preferential issue capital that may be held by them”:

The prior holding of Mahesh Vishnupant Mulay was erroneously mentioned as NIL instead of 1000 equity shares of the Company. Accordingly, the revised table mentioning the same along with the note is given herein below:

Sr. No.	Name of the proposed allottee	The natural persons who are ultimate beneficial owner	Pre-Issue			Proposed Allotment of equity shares / convertible warrants, as applicable	Post-Issue (including upon conversion within 18 months from date of allotment on fully diluted basis) (Refer Note # below this table)		
			Category (Promoter /Non-Promoter)	No. of Shares	Percentage holding (%)		Category (Promoter /Non-Promoter)	No. of Shares	Percentage holding (%)
1	Hitendra Vinayak Dahiwadkar	Individual	Non-Promoter	NIL	NIL	33,500	Non-Promoter	33,500	0.78%
2	Swapna Hitendra Dahiwadkar	Individual	Non-Promoter	NIL	NIL	17,000	Non-Promoter	17,000	0.40%

3	Indicare Hospital Private Limited	Shareholders 1. Hitendra Vinayak Dahiwadkar 2. Swapna Hitendra Dahiwadkar	Non-Promoter	NIL	NIL	17,000	Non-Promoter	17,000	0.40%
4	Capital Square Financial Services Private Limited	Shareholders 1. Sunil Kumar Manoch 2. Geeta Manocha	Non-Promoter	NIL	NIL	3,33,334	Non-Promoter	3,33,334	7.81%
5	Sunil Kumar Manocha	Individual	Non-Promoter	NIL	NIL	1,66,667	Non-Promoter	1,66,667	3.90%
6	Geeta Manocha	Individual	Non-Promoter	NIL	NIL	1,66,667	Non-Promoter	1,66,667	3.90%
7	Navin Vijay Kochhar	Individual	Non-Promoter	NIL	NIL	33,334	Non-Promoter	33,334	0.78%
8	Vikas Pandurang Kolarkar	Individual	Non-Promoter	NIL	NIL	50,000	Non-Promoter	50,000	1.17%
9	Vrushali Yogesh Supekar	Individual	Non-Promoter	NIL	NIL	1,000	Non-Promoter	1,000	0.02%
10	Mahesh Vishnupant Mulay	Individual	Non-Promoter	1,000	0.03%	1,000	Non-Promoter	2,000	0.05%
11	Holkar Shrikant Arjun	Individual	Non-Promoter	NIL	NIL	1,000	Non-Promoter	1,000	0.02%
12	Prashant P Sawant	Individual	Non-Promoter	NIL	NIL	700	Non-Promoter	700	0.02%
13	Manoj Anchan	Individual	Non-Promoter	NIL	NIL	33,334	Non-Promoter	33,334	0.78%
14	Oberai Hitesh G	Individual	Non-Promoter	NIL	NIL	700	Non-Promoter	700	0.02%
	Shlok Rathod	Individual	Non-Promoter	NIL	NIL	50,000	Non-Promoter	50,000	1.17%
	Riken Parmar	Individual	Non-Promoter	NIL	NIL	1,250	Non-Promoter	1,250	0.03%
	Ankita Apte	Individual	Non-Promoter	NIL	NIL	1,250	Non-Promoter	1,250	0.03%
	Megha Darji	Individual	Non-Promoter	NIL	NIL	1,250	Non-Promoter	1,250	0.03%
	Total			1000	0.03%	9,08,986		9,09,986	21.31%

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

C. In “Clause 11 Basis on which the price would be arrived at:”:

Certain typographical errors have been identified in the said clause. In view of the same, Clause 11 should be read as follows:

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

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

i. Average of 90 trading days of volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date is Rs. 84.05;

or

ii. ii. Average of 10 trading days of volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date is Rs. 136.80.

Further, in terms of Regulation 166A of SEBI (ICDR) Regulations, the Company has obtained valuation report 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 who has determined the valuer per equity share of the Company at Rs. 102.20/-.

The Board has fixed the floor price as Rs.150/- (Rupees One Hundred Fifty only) per equity share (including premium of Rs. 140/- per share) and the said price fixed by the Board is higher than the above prices determined in terms of the ICDR Regulation and other applicable provisions.

The Board recommends the Special Resolutions set out at Item Nos.1 & 2 of the Notice for approval of Members.

This Corrigendum to the Notice of Postal Ballot shall form an integral part of the Postal Ballot Notice dated January 15, 2024, which has already been circulated to the Shareholders of the Company and on and from the date hereof, the Notice of Postal Ballot shall always be read in conjunction with this Corrigendum. This Corrigendum is also being published in the Active times. (English language) and Mumbai Lakshadeep (Marathi language) and will also be made available on website of the stock exchange i.e., BSE and on the website of the Company at www.rosemerc.in. All other contents of the Notice of Postal Ballot, save and except as modified or supplemented by this Corrigendum, shall remain unchanged.

By Order of the Board of Directors

Rose Merc Limited

Sd/-

Vaishali Parkar Kumar

Executive Director

DIN: 09159108

Place: Mumbai,

Date: February 08, 2024

Registered Office:

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

Opp SIES College, Behind D Mart,

Sion West, Mumbai, Maharashtra, 400022

CIN: L93190MH1985PLC035078

Email: info@rosemerc.in

Website: www.rosemerc.in