



Date: 15<sup>th</sup> January, 2024.

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

**BSE Scrip Code: 512115 Scrip ID: ROSEMER**

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

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Postal Ballot of the Company dated January 15, 2024 to be sent to the members of the Company for seeking their approval on the resolutions as set out in the Notice of Postal Ballot by way of voting through electronic means i.e. through remote e-voting system only.

Sr. No	Description of Resolution	Type of Resolution
1	To Approve Issue Of Equity Shares On Preferential Basis To The Non Promoters.	Special resolution
2	To Approve Issue Of Warrants Convertible Into Equity Shares Of The Company On Preferential.	Special Resolution

In accordance with circulars issued by Ministry of Corporate Affairs, from time to time, the postal ballot notice is being sent only in electronic form to Members whose email addresses are registered with their depository participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding) and whose names are recorded in the Register of Members/List of Beneficial Owners as on Friday, 12<sup>th</sup> January 2024 (cut-off date).

The Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to the members. The remote e-voting will commence from 09.00 a.m. on Tuesday, 16<sup>th</sup> January 2024 and up to 5.00 p.m. on Wednesday, 14<sup>th</sup> February, 2024. E-voting module will be blocked by NSDL at 5.00 p.m. on Wednesday, 14<sup>th</sup> February, 2024.

The Notice of Postal Ballot is also available on the website of the Company viz [www.rosemerc.in](http://www.rosemerc.in).

Thanking You,  
Yours Faithfully,

For Rose Merc Limited

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

**Rose Merc Limited**

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

CIN: L93190MH1985PLC035078

E mail id: [info@rosemerc.in](mailto:info@rosemerc.in) Website: [www.rosemerc.in](http://www.rosemerc.in).

**NOTICE OF POSTAL BALLOT**

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

**Dear Member(s),**

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

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

Pursuant to the MCA Circulars and Section 110 of the Act and the Rules made thereunder, the Company is sending this Postal Ballot Notice (“Notice”) along with explanatory statement and remote e-voting instructions only through electronic mode to all those members, whose



e-mail addresses are registered with the Company/Registrar and Share Transfer Agent ("RTA") or Depository/ Depository Participants and whose names appear in the Register of Members of the Company as on **Friday, January 12, 2024 ("Cut-off date")**.

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

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged National Securities Depository Limited ('NSDL') to provide remote e-voting facility to its Members. The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com) from 10.00 a.m. on Tuesday, January 16th, 2024 and up to 5.00 p.m. on Wednesday, February 14, 2024. E-voting module will be blocked by NSDL at 5.00 p.m. on Wednesday, February 14, 2024 and voting shall not be allowed beyond the said date and time. You are requested to peruse the proposed resolutions along with the Explanatory Statement and thereafter accord your assent or dissent by means of remote e-voting facility provided by the Company.

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

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

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

The last date of the E-voting .i.e. Wednesday, February 14, 2024 shall be the date on which the resolutions shall be deemed to have been passed, if approved by the requisite majority.

#### **SPECIAL BUSINESS:**

#### **1. TO APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON -PROMOTERS**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of

Securities) Rules, 2014 and other applicable rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) **(the “Companies Act”)**; and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**); (iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015, as amended (**“SEBI Listing Regulations”**), listing agreements entered into by the Company with the BSE Limited (**“BSE”**) “Stock Exchanges”) on which the equity shares of face value of INR 10 (Indian Rupees Ten) each of the Company (“Equity Shares”) are listed, and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Securities and Exchange Board of India (**“SEBI”**); (iv) other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (**“SEBI”**) and/or any other statutory / regulatory authorities from time to time to the extent applicable, and subject to execution of definitive documents and terms thereunder, and the receipt of such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchanges and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions; and which terms may be agreed to by the Board of Directors of the Company **(the “Board”**, which term shall be deemed to include its committee for such purpose) and all such other approvals, consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot 67,500 (Sixty Seven Thousand Five Hundred) equity shares having face value of Rs. 10/- (Rupee Ten) each fully paid-up (“Equity Shares”) of the Company to Non-Promoter on preferential basis at a price of Rs. 150/- (Rupees One Hundred Fifty Only) per share (including premium of Rs.140/- (Rupees One Hundred Forty Only) per share) as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164(1) and 166A of the Chapter V of the ICDR Regulations at an aggregate consideration of Rs.1,01,25,000/- (Rupees Crore One Lakh Twenty Five Thousand Only) and on such other terms and conditions as may be determined in accordance with the ICDR Regulations or other applicable provisions of the law as may be prevailing at the time, to the following:

Sr. No.	Name of the proposed Allottee	Nature of persons who are ultimate beneficial owner	No of equity shares to be allotted	Category	Allottee is: QIB / MF / FI / Trust / Banks
1	Hitendra Vinayak Dahiwadkar	Individual	33,500	Non-Promoter	Not Applicable
2	Swapna Hitendra Dahiwadkar	Individual	17,000	Non-Promoter	Not Applicable
3	Indicare hospital Private Limited	Shareholders: 1. Hitendra Vinayak Dahiwadkar 2. Swapna Hitendra	17,000	Non-Promoter	Not Applicable



		Dahiwadkar		
	<b>Total</b>		<b>67,500</b>	

**“RESOLVED FURTHER THAT** in accordance with SEBI (ICDR) Regulations, the ‘Relevant Date’ for determination of the issue price of Equity Shares, shall be, Monday, January 15, 2024, the date 30 (Thirty) days prior to the date of closure of voting process through Postal Ballot i.e. February 14, 2024 to approve this offer.

**“RESOLVED FURTHER THAT** the aforesaid issue and allotment of the Equity Shares shall be made on the following terms and conditions: -

- i. The Equity Shares to be issued and allotted pursuant to the Preferential Allotment shall be in dematerialized form, fully paid-up and shall rank pari passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of the Company.
- ii. The price of each equity share will be calculated in accordance with the provisions of Regulation 164(1) and 166A of Chapter V of the SEBI (ICDR) Regulations on the basis of the relevant date and in compliance with the provisions of Companies Act, 2013 and Rules made thereunder;
- iii. Subject to the provisions of Regulation 170 of the ICDR Regulations, the Equity Shares shall be allotted by the Company to the Investor within a period of 15 days from the date of passing of the shareholders’ resolution, provided that where the allotment of Equity Shares is subject to receipt of any approval from any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or such other time as may be prescribed or permitted by the SEBI, Stock Exchange or other relevant authorities.
- iv. Equity Shares to be issued and allotted shall be subject to lock in as provided under Regulation 167 of the SEBI (ICDR) Regulations.
- v. The Subscription Shares so offered, issued and allotted will be listed and traded on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals, as applicable.
- vi. The Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act, 2013, the names of the Subscriber be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Subscriber inviting the Subscriber to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the Subscriber inviting the Subscriber to subscribe to the Equity Shares.”

**“RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from CS Jay Jain, Practicing Company Secretary (Membership No. A55129 CP No. 23109) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI (ICDR) Regulations.”

**“RESOLVED FURTHER THAT** the monies received by the Company from the Subscribers for subscribing shares to be allotted pursuant to this private placement shall be kept by the

Company in a designated bank account and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine, vary, modify or alter any of the terms and conditions of the proposed issue, as it may deem expedient, in its discretion, subject to the provisions of the Companies Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the members of the Company.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, any of the Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of the issue or allotment of the Subscription Shares, listing of the Subscription Shares on the Stock Exchanges and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Subscription Shares, utilization of issue proceeds, signing all such undertakings and documents as may be required, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders.”

**“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 above resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification (s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this resolution for issue and allotment of equity shares on preferential basis and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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



## **2. TO APPROVE ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES OF THE COMPANY ON PREFERENTIAL**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) **(the “Companies Act”)**; and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**); (iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015, as amended (**“SEBI Listing Regulations”**), listing agreements entered into by the Company with the BSE Limited (**“BSE”**) “Stock Exchanges”) on which the equity shares of face value of INR 10 (Indian Rupees Ten) each of the Company (“Equity Shares”) are listed, and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Securities and Exchange Board of India (**“SEBI”**); (iv) other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (**“SEBI”**) and/or any other statutory / regulatory authorities from time to time to the extent applicable, and subject to execution of definitive documents and terms thereunder, and the receipt of such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchanges and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions; and which terms may be agreed to by the Board of Directors of the Company (**the “Board”**, which term shall be deemed to include its committee for such purpose) and all such other approvals, consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot 8,41,486 (Eight Lakhs Forty One Thousand Four Hundred Eighty Six ) warrants 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. 150/- (Rupees One Hundred Fifty Only) per share (including premium of Rs.140/- (Rupees One Hundred Forty Only) per equity share) as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164(1) and 166A of the Chapter V of the ICDR Regulations at an aggregate consideration of Rs.12,62,22,900/- (Rupees Twelve Crore Sixty Two Lakh Twenty Two Thousand Nine Hundred Only) and on such other terms and conditions as may be determined in accordance with the ICDR Regulations or other applicable provisions of the law as may be prevailing at the time, to the following:

<b>Sr. No.</b>	<b>Name of the proposed Allottee</b>	<b>Nature of persons who are ultimate</b>	<b>No of equity shares to be</b>	<b>Category</b>	<b>Allottee is: QIB / MF / FI / Trust /</b>

		<b>beneficial owner</b>	<b>allotted</b>		<b>Banks</b>
<b>1</b>	Capital Square Financial Services Private Limited	<b>Shareholders:</b> 1. Sunil Kumar Manocha 2. Geeta Manocha	3,33,334	Non-Promoter	Not Applicable
<b>2</b>	Sunil Kumar Manocha	Individual	1,66,667	Non-Promoter	Not Applicable
<b>3</b>	Geeta Manocha	Individual	1,66,667	Non-Promoter	Not Applicable
<b>4</b>	Navin Vijay Kochhar	Individual	33,334	Non-Promoter	Not Applicable
<b>5</b>	Vikas Pandurang Kolarkar	Individual	50,000	Non-Promoter	Not Applicable
<b>6</b>	Vrushali Yogesh Supekar	Individual	1,000	Non-Promoter	Not Applicable
<b>7</b>	Mahesh Vishnupant Mulay	Individual	1,000	Non-Promoter	Not Applicable
<b>8</b>	Holkar Shrikant Arjun	Individual	1,000	Non-Promoter	Not Applicable
<b>9</b>	Prashant P Sawant	Individual	700	Non-Promoter	Not Applicable
<b>10</b>	Manoj Anchan	Individual	33,334	Non-Promoter	Not Applicable
<b>11</b>	Oberai Hitesh G	Individual	700	Non-Promoter	Not Applicable
<b>12</b>	Shlok Rathod	Individual	50,000	Non-Promoter	Not Applicable
<b>13</b>	Riken Parmar	Individual	1,250	Non-Promoter	Not Applicable
<b>14</b>	Ankita Apte	Individual	1,250	Non-Promoter	Not Applicable
<b>15</b>	Megha Darji	Individual	1,250	Non-Promoter	Not Applicable
	<b>Total</b>		<b>8,41,486</b>		

**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 8,41,486 (Eight Lakhs Forty One Thousand Four Hundred Eighty Six) 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 January 15, 2024, being the working day immediately preceding the date 30 (thirty) days prior to the date of closure of voting process through Postal Ballot i.e. February 14, 2024 to approve this offer.

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

**RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from CS Jay Jain, Practicing Company Secretary (Membership No. A55129 CP No. 23109) certifying that the above issue of warrants convertible into equivalent number of equity shares of the Company is being made in accordance with the ICDR Regulations.

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

**RESOLVED FURTHER THAT** for the purpose of giving effect to the offer, issue, allotment of the Convertible Warrants and issue of Equity Shares of the Company upon the conversion of such warrants, any board of directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute

discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Convertible Warrants, as may be required, issuing clarifications on the issue and allotment of the Convertible Warrants, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Convertible Warrants and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

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

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

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

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

**Registered Office:**

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

**CIN: L93190MH1985PLC035078**

Email: [info@rosemerc.in](mailto:info@rosemerc.in)

Website: [www.rosemerc.in](http://www.rosemerc.in)

**Place: Mumbai,**

**Date: January 15, 2024**



## NOTES:

1. **The explanatory statement pursuant to the provisions of Section 102 and Section 110 of the Companies Act, 2013 and other applicable legal provisions, setting out material facts and reasons in relation to the special business set out in the notice above is annexed hereto.**
2. The Company would be sending this Postal Ballot Notice to all the members whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories as on Friday, 12<sup>th</sup> January 2024 ("Cut-off Date"). The Postal Ballot notice will also be sent through e-mail to all the Members, as on the cut-off date, who have registered their e-mail addresses with the Company/ Depository Participant ("DP").
3. As permitted under the MCA Circulars, the Company is sending the Notice electronically to all the members whose e-mail addresses are registered with the Company or with the depositories/depository participants or with the Company's Registrar and Share Transfer Agent, and will not be sending the hard copy of the Notice along with postal ballot form and postage prepaid self-addressed business reply envelope to the members whose email addresses are not registered. To facilitate such members to receive this Notice electronically and cast their vote electronically, members who have not registered their email addresses with the Company can now register the same by sending an e-mail at [info@rosemerc.in](mailto:info@rosemerc.in). Members holding shares in demat form are requested to register their e-mail addresses with their respective depository participant(s) only.
4. Members holding shares in physical form and who have not yet registered their e-mail addresses are requested to register the same with the Company by sending an e-mail to [info@rosemerc.in](mailto:info@rosemerc.in). Members holding shares in electronic form are requested to get their e-mail addresses registered with their respective DP. Thereafter, the Company would endeavour to send the Postal Ballot Notice to such Members to enable them to cast their vote through e-voting.
5. A copy of this Postal Ballot Notice also be available on the Company's website [www.rosemerc.in](http://www.rosemerc.in), website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and is also available on the website of NSDL (agency for providing the remote e-voting facility) i.e. and [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. All members are requested to cast their votes only through remote e-voting as per the procedure.
7. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.
8. The Remote E-voting period will commence on Tuesday, 16<sup>th</sup> January 2024, at 9:00 a.m. (IST) and will end on Wednesday, 14<sup>th</sup> February, 2024, at 5.00 p.m. (IST). During the said period, shareholders of the Company, holding shares either in

physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

9. Inspection of Documents: During the e-voting period, all documents referred to in this Notice and other relevant documents would be available for inspection by the Members at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 10:00 a.m. (IST) and 5:00 p.m. (IST).
10. Members are requested to carefully read the instructions mentioned in the Postal Ballot Notice. Vote shall be casted by Members on or before Wednesday, 14<sup>th</sup> February, 2024, at 5.00 p.m. (IST). Any response received from the Members after that shall be treated as if no response is received in terms of Rule 22(12) of the Management Rules.
11. Voting by e-voting, can be exercised only by the member or its duly constituted attorney or in case of body corporates, by the duly authorised person. A member cannot exercise his vote by proxy on postal ballot.
12. The resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a duly convened general meeting of the members.
13. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., 14<sup>th</sup> February 2024.
14. Any member who did not receive the Notice may either send an email to [info@rosemerc.in](mailto:info@rosemerc.in).
15. Procedure for registration of e-mail address by shareholders:-

Members holding shares in Physical mode, who have not registered their e-mail address with the company, may get their e-mail addresses registered with Link Intime India Pvt. Ltd. (Registrar & Share Transfer Agent - RTA) by clicking on [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) in their web site [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the E mail / Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number, and e mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an email to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

Members holding shares in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with RTA by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) in their web site [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the E-mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail



to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). For permanent registration of email address for members holding shares in Demat mode, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

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

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

Commencement of remote e-voting	Tuesday, 16 <sup>th</sup> January, 2024, at 9:00 A.M (IST)
End of remote e-voting	Wednesday, 14 <sup>th</sup> February, 2024, at 5.00 P.M (IST).

**The remote e-voting module shall be disabled by NSDL for voting at 5:00 pm (IST) on Friday, 12<sup>th</sup> January 2024. Once the vote on the resolution is cast by a member, he or she will not be allowed to change it subsequently.**

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

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

**Step 1: Access to NSDL e-Voting system**

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <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 “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’

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

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

**NSDL Mobile App is available on**



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>



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

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

<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 shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

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

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the

email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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

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

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

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



### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csdeepakrane@gmail.com](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.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta, Assistant Manager at [evoting@nsdl.co.in](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 [info@rosemerc.in](mailto:info@rosemerc.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [info@rosemerc.in](mailto:info@rosemerc.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](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.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013**

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

**Item 1 & 2:**

To expand the business operations and to meet the increased fund requirements of the Company, the Board of Directors at their meeting held on January 11 2024, had considered and approved (subject to the approval of the members of the Company and such other approvals as may be required) the proposal for raising funds by way of issuance of Equity Shares on a preferential basis to Non-Promoters as mentioned in the resolution no.1.

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

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

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

**1. Objects of the Preferential issue:**

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

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

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

- a. 67,500 Equity shares of face value Rs.10/- per share and
- b.8,41,486 Warrants convertible into equivalent number of equity shares of face value Rs.10/- per share.

Thus, based on the assumption that all the Warrants will be converted into equivalent number of equity shares of face value Rs.10/- of the Company, the Company intends to issue a maximum of 9,08,986 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. Amount which the company intends to raise by way of such securities.**

The company intends to raise Rs.13,63,47,900/- (Rupees Thirteen Crores Sixty Three Lakhs Forty Seven Thousand Nine Hundred Only) by way of issue of 9,08,986 equity shares of the Company on preferential Basis to Non-Promoters.

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

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

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

SR. NO.	CATEGORY	PRE-ISSUE EQUITY (Note *)		POST-ISSUE EQUITY (Note \$)	
		No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding
<b>A</b>	<b>Promoters' holding:</b>				
	Individual	7,200	0.18	7,200	0.12
	Bodies Corporate	-	-	-	-
	<b>Sub Total (A)</b>	<b>7,200</b>	<b>0.18</b>	<b>7,200</b>	<b>0.12</b>
<b>B</b>	<b>Non-Promoters' holding:</b>				
<b>1</b>	<b>Institutional Investors</b>				
	Institutional Domestic	-	-	-	-
	Institutional Foreign	-	-	-	-
	<b>Sub Total (B)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>2</b>	<b>Non Institutional Investors</b>				
	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	45,64,312	78.90
Others [including HUF, NRI, IEPF Authorities, etc.]	10,70,84	2.70	2,12,084	3.67
<b>Sub Total (C)</b>	<b>39,66,800</b>	<b>99.82</b>	<b>57,77,786</b>	<b>99.88</b>
<b>GRAND TOTAL (A+B+C)</b>	<b>39,74,000</b>	<b>100.00</b>	<b>57,84,986</b>	<b>100.00</b>

**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.

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

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

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

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

#### **7. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the**

proposed allottees, the percentage of post preferential issue capital that may be held by them:

Sr. No.	Details of subscriber	Ultimate beneficial owner of the proposed allottee(s)	Pre-Issue			Proposed Allotment	Post-Issue (Refer Note # below this table)		
			Category	No. of Shares	Percentage holding (%)		Category	No. of Shares	Percentage holding (%)
1	Hitendra Vinayak Dahiwadkar	Individual	Non-Promoter	NIL	NIL	33,500	Non-Promoter	33,500	0.58%
2	Swapna Hitendra Dahiwadkar	Individual	Non-Promoter	NIL	NIL	17,000	Non-Promoter	17,000	0.29%
3	Indicare Hospital Private Limited	<b>Shareholders</b> 1. Hitendra Vinayak Dahiwadkar 2. Swapna Hitendra Dahiwadkar	Non-Promoter	NIL	NIL	17,000	Non-Promoter	17,000	0.29%
4	Capital Square Financial Services Private Limited	<b>Shareholders</b> 1. Sunil Kumar Manocha 2. Geeta Manocha	Non-Promoter	NIL	NIL	3,33,334	Non-Promoter	3,33,334	5.76%
5	Sunil Kumar Manocha	Individual	Non-Promoter	NIL	NIL	1,66,667	Non-Promoter	1,66,667	2.88%
6	Geeta Manocha	Individual	Non-Promoter	NIL	NIL	1,66,667	Non-Promoter	1,66,667	2.88%
7	Navin Vijay Kochhar	Individual	Non-Promoter	NIL	NIL	33,334	Non-Promoter	33,334	0.58%
8	Vikas Pandurang Kolarkar	Individual	Non-Promoter	NIL	NIL	50,000	Non-Promoter	50,000	0.86%

9	Vrushali Yogesh Supekar	Individual	Non-Promoter	NIL	NIL	1,000	Non-Promoter	1,000	0.02%
10	Mahesh Vishnupant Mulay	Individual	Non-Promoter	NIL	NIL	1,000	Non-Promoter	1,000	0.02%
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	0.01%
13	Manoj Anchan	Individual	Non-Promoter	NIL	NIL	33,334	Non-Promoter	33,334	0.58%
14	Oberai Hitesh G	Individual	Non-Promoter	NIL	NIL	700	Non-Promoter	700	0.01%
15	Shlok Rathod	Individual	Non-Promoter	NIL	NIL	50,000	Non-Promoter	50,000	0.86%
16	Riken Parmar	Individual	Non-Promoter	NIL	NIL	1,250	Non-Promoter	1,250	0.02%
17	Ankita Apte	Individual	Non-Promoter	NIL	NIL	1,250	Non-Promoter	1,250	0.02%
18	Megha Darji	Individual	Non-Promoter	NIL	NIL	1,250	Non-Promoter	1,250	0.02%
	Total			NIL	NIL	9,08,986		9,08,986	

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

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

- i. An amount equivalent to 25% of the offer price of the Equity Warrants shall be payable at the time of making the application for Equity Warrants, which amount will be kept by the Company as a deposit to be adjusted and appropriated against the price of the Equity Warrants payable by the Equity Warrants Holder at the time of exercising the option;
- ii. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the underlying Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottees.
- iii. The balance 75% of the offer price shall be payable at the time of exercise of option to convert the Equity Warrants into equity shares of face value Rs.10/- per share of the Company.
- iv. The issue of the Equity Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid, shall be governed by the respective provisions of the Companies Act, 2013, the Memorandum &



- Articles of Association of the Company and also the Guidelines/Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof;
- v. Each Equity Warrants shall be convertible into one (1) equity share of face value of Rs.10/- per share; and
  - vi. The equity shares allotted, upon Equity Warrants to be issued on preferential basis to above allottee, shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

#### **9. Wilful Defaulter or Fraudulent Borrower:**

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

#### **10. Pricing of Preferential Issue:**

The Board has fixed the price of Rs 150/- (Rupees One hundred Fifty only) per equity share as the issue price. This is higher than the price determined in terms of Regulation 164(1) and 166A of the ICDR Regulations. The pricing certificate is issued by CS Jay Jain, Practicing Company Secretary (Membership No. A55129 CP No. 23109) having his office at 159, First Floor, Raghuleela Mega Mall, Poisar Gymkhana Road, Behind Poisar Depot, Kandivali (West), Mumbai 400067 and the valuation report is issued by 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. Both the documents are available on website of the company at [www.rosemerc.in](http://www.rosemerc.in). The said certificate shall also be available for inspection at the registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting and all also be available during the Extra Ordinary General Meeting.

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

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

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

- i. Average of 90 trading days of volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date is Rs. 136.80;
- or
- ii. Average of 10 trading days of volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date is Rs. 106.73.

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.

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

Not Applicable.

**13. Relevant Date**

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for this Preferential Allotment of equity shares is January 15, 2024 being the 30 days prior to the closure date of Postal Ballot voting i.e. February 14, 2024.

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

**14. Change in control if any consequent to preferential issue**

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

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

Sr. No.	Name of the Allottee	No. of Equity Shares Allotted	No. of Equity Warrants Allotted	Offer Price at which allotted (Rs.)
1	Kajal Rohira	7,00,000	-	50/-
2	Aditi Natwar Daga	-	20,000	50/-
3	Anant Balkrishna More	-	25,000	50/-
4	Anita Jain	-	40,000	50/-
5	Chaitanya vaidya	-	50,000	50/-
6	Manisha Pandurang Jadhav	-	50,000	50/-
7	Manohar SonuTemkar	-	10,000	50/-
8	Nanak Singh Ajmani(HUF)	-	1,00,000	50/-
9	Nishank Jain	-	40,000	50/-
10	Prasad Vishnu Shanbhag	-	50,000	50/-
11	Rajen Hemchand Gada	-	80,000	50/-
12	Rajesh Vig	-	50,000	50/-
13	Saanvi Prayag Shelatkar	-	50,000	50/-

14	Sonu Surjit Vasan	-	80,000	50/-
15	Sunita Rajesh Chaudhary	-	50,000	50/-
16	Uday DamodarTardalkar	-	50,000	50/-
17	Uday Sait	-	50,000	100/-
18	Suhas Kale	-	50,000	100/-
19	Tony Lalchand Navani HUF	-	5,000	100/-
20	Gaurav Tripathi	-	25,000	100/-
21	Renu Khatri	-	15,000	100/-
22	Dattatray Rajaram Jadhav	-	50,000	100/-
23	Shailesh Pethe	-	10,000	100/-
24	Vijaykumar Gaurat	-	5,000	100/-
25	Atul Jain	-	50,000	100/-

#### 16. Undertakings:

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

#### 17. Lock-in period

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

#### 18. Certificate from CS Jay Jain, Practising Company Secretary.

A copy of the certificate, from CS Jay Jain, Practicing Company Secretary (Membership No. A55129 CP No. 23109), having their office at 159, First Floor, Raghuleela Mega Mall, Poisar Gymkhana Road, Behind Poisar Depot, Kandivali (West), Mumbai 400067, certifying that the issue of equity shares as well as convertible warrants on preferential basis is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting and also be available during the Annual General Meeting. The said Certificate will be uploaded on the website of the Company at [www.rosemerc.in](http://www.rosemerc.in).

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



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

## **20. Other disclosures**

In accordance with SEBI ICDR Regulations,

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

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item No. 1 & 2 as special resolution for your approval.

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

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

### **Registered Office:**

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

**CIN: L93190MH1985PLC035078**

Email: [info@rosemerc.in](mailto:info@rosemerc.in)

Website: [www.rosemerc.in](http://www.rosemerc.in)

**Place: Mumbai**

**Date: January 15, 2024**