

# *Rose Merc. Limited*

(CIN: L24110MH1985PLC035078)

Address: Office No:12, Priyadarshani Roj Bazar Soc, Sector- 10, Khanda Colony,  
New Panvel (West), Mumbai, Maharashtra- 410206, India  
Email ID: rmltd1985@gmail.com Tele: 022-60602179

---

**Date: April 11, 2023**

To,  
Deputy General Manager  
Listing Department,  
BSE Limited  
P J Towers, Dalal Street,  
Mumbai- 400021

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

**Subject: Results of the Postal Ballot (Notice dated 10<sup>th</sup> March, 2023).**

**Dear Sir/Madam,**

With reference to above, we would like to state that the provisions of Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly find enclosed the Voting Results and Scrutinizer's Report for the resolutions as set out in the Postal Ballot Notice dated 10<sup>th</sup> March, 2023.

Except Resolution No. 4, the Remaining 11 Resolution were passed stated in the Notice of Postal Ballot has been approved by the members of the Company by requisite majority and shall be deemed to have been passed

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

Thanking You.

Yours Faithfully,

**For Rose Merc Limited**

**Nooruddin Mohammed Shaikh**  
**Whole-time Director**  
**DIN: 09660481**

# Rose Merc. Limited

(CIN: L24110MH1985PLC035078)

Address: Office No:12, Priyadarshani Roj Bazar Soc, Sector- 10, Khanda Colony,  
New Panvel (West), Mumbai, Maharashtra- 410206, India

Email ID: rmltd1985@gmail.com Tele: 022-60602179 Website: www.rosemerc ltd.com

---

General information about company	
Scrip Code	
Name of company	ROSE MERC LIMITED
Type of meeting	Postal Ballot
Start time of meeting	09:00
End time of meeting	17:00

VOTING RESULTS	
Record date	03-03-2023
Total number of shareholders on record date	705
Number of shareholders present in the meeting either in person or through proxy	
a) Promoter and promoter group	
b) Public	
Number of shareholders attended the meeting through video conferencing	
a) Promoter and promoter group	
b) Public	
Number of resolutions passed in meeting	
Disclosure of notes on voting results	

# Rose Merc. Limited

(CIN: L24110MH1985PLC035078)

Address: Office No:12, Priyadarshani Roj Bazar Soc, Sector- 10, Khanda Colony,  
New Panvel (West), Mumbai, Maharashtra- 410206, India

Email ID: rmltd1985@gmail.com Tele: 022-60602179 Website: www.rosemercrltd.com

Resolution Details(1)								
Resolution Required					INCREASE IN INVESTMENT LIMITS UPTO RS. 100 CRORES TO ENABLE THE COMPANY TO MAKE INVESTMENTS.			
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares (3)= [(2)/(1)]*100	No. of votes - in favour	No. of votes - in Against	% of votes - in favour (6)=[(4)/(2)]*100	% of votes - in Against (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	7200	0	0	0	0	0	0
	<b>Total</b>	<b>7200</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Institutions	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	0	0	0	0	0	0	0
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institutions	E-voting		251772	11.93911229	250025	1747	99.30611823	0.693881766
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	2108800	0	0	0	0	0	0
	<b>Total</b>	<b>2108800</b>	<b>251772</b>	<b>11.93911229</b>	<b>250025</b>	<b>1747</b>	<b>99.30611823</b>	<b>0.693881766</b>
<b>Total</b>		<b>2116000</b>	<b>251772</b>	<b>11.89848771</b>	<b>250025</b>	<b>1747</b>	<b>99.30611823</b>	<b>0.693881766</b>

# Rose Merc. Limited

(CIN: L24110MH1985PLC035078)

Address: Office No:12, Priyadarshani Roj Bazar Soc, Sector- 10, Khanda Colony,  
New Panvel (West), Mumbai, Maharashtra- 410206, India

Email ID: rmltd1985@gmail.com Tele: 022-60602179 Website: www.rosemercldtd.com

Resolution Details(2)								
Resolution Required					APPROVAL FOR INCREASE IN BORROWING POWER U/S. 180(1)(c) OF THE COMPANIES ACT, 2013.			
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares (3)= [(2)/(1)]*100	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)		(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	7200	0	0	0	0	0	0
	Total	7200	0	0	0	0	0	0
Public Institutions	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-voting		251772	11.93911229	250025	1747	99.30611823	0.693881766
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	2108800	0	0	0	0	0	0
	Total	2108800	251772	11.93911229	250025	1747	99.30611823	0.693881766
Total		2116000	251772	11.89848771	250025	1747	99.30611823	0.693881766

# Rose Merc. Limited

(CIN: L24110MH1985PLC035078)

Address: Office No:12, Priyadarshani Roj Bazar Soc, Sector- 10, Khanda Colony,  
New Panvel (West), Mumbai, Maharashtra- 410206, India

Email ID: rmltd1985@gmail.com Tele: 022-60602179 Website: www.rosemercldtd.com

Resolution Details(3)								
Resolution Required					TO APPROVE THE APPOINTMENT OF MR. PURVESH KRISHNA SHELATKAR (DIN: 09838204) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.			
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares (3)= [(2)/(1)]*100	No. of votes - in favour	No. of votes - in Against	% of votes - in favour (6)=[(4)/(2)]*100	% of votes - in Against (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	7200	0	0	0	0	0	0
	Total	7200	0	0	0	0	0	0
Public Institutions	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-voting		251772	11.93911229	250025	1747	99.30611823	0.693881766
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	2108800	0	0	0	0	0	0
	Total	2108800	251772	11.93911229	250025	1747	99.30611823	0.693881766
Total		2116000	251772	11.89848771	250025	1747	99.30611823	0.693881766

# Rose Merc. Limited

(CIN: L24110MH1985PLC035078)

Address: Office No:12, Priyadarshani Roj Bazar Soc, Sector- 10, Khanda Colony,  
New Panvel (West), Mumbai, Maharashtra- 410206, India

Email ID: rmltd1985@gmail.com Tele: 022-60602179 Website: www.rosemerc ltd.com

Resolution Details(4)								
Resolution Required					TO APPROVE THE APPOINTMENT OF MS. VAISHALI PARKAR KUMAR (DIN: 09159108) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY.			
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	7200	0	0	0	0	0	0
	Total	7200	0	0	0	0	0	0
Public Institutions	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-voting		1772	0.084028832	25	1747	1.410835214	98.58916479
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	2108800	0	0	0	0	0	0
	Total	2108800	1772	0.084028832	25	1747	1.410835214	98.58916479
Total		2116000	1772	0.083742911	25	1747	1.410835214	98.58916479

# Rose Merc. Limited

(CIN: L24110MH1985PLC035078)

Address: Office No:12, Priyadarshani Roj Bazar Soc, Sector- 10, Khanda Colony,  
New Panvel (West), Mumbai, Maharashtra- 410206, India

Email ID: rmltd1985@gmail.com Tele: 022-60602179 Website: www.rosemerccltd.com

Resolution Details(5)								
Resolution Required					TO APPROVE THE APPOINTMENT OF MR. SONU SURJIT VASAN (DIN: 09133175) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY.			
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares (3)= [(2)/(1)]*100	No. of votes - in favour	No. of votes - in Against	% of votes - in favour (6)=[(4)/(2)]*100	% of votes - in Against (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		
Promoter and Promoter Group	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	7200	0	0	0	0	0	0
	Total	7200	0	0	0	0	0	0
Public Institutions	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-voting		251772	11.93911229	250025	1747	99.30611823	0.693881766
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	2108800	0	0	0	0	0	0
	Total	2108800	251772	11.93911229	250025	1747	99.30611823	0.693881766
Total		2116000	251772	11.89848771	250025	1747	99.30611823	0.693881766

# Rose Merc. Limited

(CIN: L24110MH1985PLC035078)

Address: Office No:12, Priyadarshani Roj Bazar Soc, Sector- 10, Khanda Colony,  
New Panvel (West), Mumbai, Maharashtra- 410206, India

Email ID: rmltd1985@gmail.com Tele: 022-60602179 Website: www.rosemerc ltd.com

Resolution Details(6)								
Resolution Required					REGULARISATION OF ADDITIONAL DIRECTOR, MR. VIVEK SHANKAR PARULKAR (DIN: 10064277) BY APPOINTING HIM AS EXECUTIVE DIRECTOR OF THE COMPANY.			
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour	No. of votes - in Against	% of votes - in favour (6)=[(4)/(2)]*100	% of votes - in Against (7)=[(5)/(2)]*100
		(1)	(2)	(3)=	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	7200	0	0	0	0	0	0
	Total	7200	0	0	0	0	0	0
Public Institutions	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-voting		176772	8.382587253	175025	1747	99.01172131	0.988278687
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	2108800	0	0	0	0	0	0
	Total	2108800	176772	8.382587253	175025	1747	99.01172131	0.988278687
Total		2116000	176772	8.354064272	175025	1747	99.01172131	0.988278687



# Rose Merc. Limited

(CIN: L24110MH1985PLC035078)

Address: Office No:12, Priyadarshani Roj Bazar Soc, Sector- 10, Khanda Colony,  
New Panvel (West), Mumbai, Maharashtra- 410206, India

Email ID: rmltd1985@gmail.com Tele: 022-60602179 Website: www.rosemerc ltd.com

Resolution Details(7)								
Resolution Required					TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND TO MAKE CONSEQUENT ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION.			
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour	No. of votes - in Against	% of votes - in favour (6)=[(4)/(2)]*100	% of votes - in Against (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		
Promoter and Promoter Group	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	7200	0	0	0	0	0	0
	Total	7200	0	0	0	0	0	0
Public Institutions	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-voting		251772	11.93911229	250025	1747	99.30611823	0.693881766
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	2108800	0	0	0	0	0	0
	Total	2108800	251772	11.93911229	250025	1747	99.30611823	0.693881766
Total		2116000	251772	11.89848771	250025	1747	99.30611823	0.693881766

# Rose Merc. Limited

(CIN: L24110MH1985PLC035078)

Address: Office No:12, Priyadarshani Roj Bazar Soc, Sector- 10, Khanda Colony,  
New Panvel (West), Mumbai, Maharashtra- 410206, India

Email ID: rmltd1985@gmail.com Tele: 022-60602179 Website: www.rosemercldtd.com

Resolution Details(8)								
Resolution Required					TO APPROVE ISSUE OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH (SHARE SWAP).			
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares (3)= [(2)/(1)]*100	No. of votes - in favour	No. of votes - in Against	% of votes - in favour (6)=[(4)/(2)]*100	% of votes - in Against (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		
Promoter and Promoter Group	E-voting		0	0	0	0	0	0
	Poll			0	0	0	0	0
	Postal Ballot(if applicable)	7200	0	0	0	0	0	0
	Total	7200	0	0	0	0	0	0
Public Institutions	E-voting		0	0	0	0	0	0
	Poll			0	0	0	0	0
	Postal Ballot(if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-voting		251772	11.93911229	250025	1747	99.30611823	0.693881766
	Poll			0	0	0	0	0
	Postal Ballot(if applicable)	2108800	0	0	0	0	0	0
	Total	2108800	251772	11.93911229	250025	1747	99.30611823	0.693881766
Total		2116000	251772	11.89848771	250025	1747	99.30611823	0.693881766

# Rose Merc. Limited

(CIN: L24110MH1985PLC035078)

Address: Office No:12, Priyadarshani Roj Bazar Soc, Sector- 10, Khanda Colony,  
New Panvel (West), Mumbai, Maharashtra- 410206, India

Email ID: rmltd1985@gmail.com Tele: 022-60602179 Website: www.rosemerc ltd.com

Resolution Details(9)								
Resolution Required					TO APPROVE ISSUE OF EQUITY WARRANTS CONVERTIBLE INTO EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CASH.			
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	7200	0	0	0	0	0	0
	<b>Total</b>	<b>7200</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Institutions	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	0	0	0	0	0	0	0
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institutions	E-voting		251772	11.93911229	250025	1747	99.30611823	0.693881766
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	2108800	0	0	0	0	0	0
	<b>Total</b>	<b>2108800</b>	<b>251772</b>	<b>11.93911229</b>	<b>250025</b>	<b>1747</b>	<b>99.30611823</b>	<b>0.693881766</b>
<b>Total</b>		<b>2116000</b>	<b>251772</b>	<b>11.89848771</b>	<b>250025</b>	<b>1747</b>	<b>99.30611823</b>	<b>0.693881766</b>

# Rose Merc. Limited

(CIN: L24110MH1985PLC035078)

Address: Office No:12, Priyadarshani Roj Bazar Soc, Sector- 10, Khanda Colony,  
New Panvel (West), Mumbai, Maharashtra- 410206, India

Email ID: rmltd1985@gmail.com Tele: 022-60602179 Website: www.rosemercldtd.com

Resolution Details(10)								
Resolution Required					TO APPROVE IMPLEMENTATION OF THE 'RML EMPLOYEE STOCK OPTION PLAN 2023.			
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	7200	0	0	0	0	0	0
	<b>Total</b>	<b>7200</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Institutions	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	0	0	0	0	0	0	0
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institutions	E-voting		251772	11.93911229	250025	1747	99.30611823	0.693881766
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	2108800	0	0	0	0	0	0
	<b>Total</b>	<b>2108800</b>	<b>251772</b>	<b>11.93911229</b>	<b>250025</b>	<b>1747</b>	<b>99.30611823</b>	<b>0.693881766</b>
<b>Total</b>		<b>2116000</b>	<b>251772</b>	<b>11.89848771</b>	<b>250025</b>	<b>1747</b>	<b>99.30611823</b>	<b>0.693881766</b>

# Rose Merc. Limited

(CIN: L24110MH1985PLC035078)

Address: Office No:12, Priyadarshani Roj Bazar Soc, Sector- 10, Khanda Colony,  
New Panvel (West), Mumbai, Maharashtra- 410206, India

Email ID: rmltd1985@gmail.com Tele: 022-60602179 Website: www.rosemercldtd.com

Resolution Details(11)								
Resolution Required					TO APPROVE GRANT OF OPTIONS TO IDENTIFIED EMPLOYEE DURING THE FINANCIAL YEAR 2023-2024 EXCEEDING 1% OF THE ISSUED SHARE CAPITAL OF THE COMPANY.			
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares (3)= [(2)/(1)]*100	No. of votes - in favour	No. of votes - in Against	% of votes - in favour (6)=[(4)/(2)]*100	% of votes - in Against (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	7200	0	0	0	0	0	0
	Total	7200	0	0	0	0	0	0
Public Institutions	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-voting		251772	11.93911229	250025	1747	99.30611823	0.693881766
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	2108800	0	0	0	0	0	0
	Total	2108800	251772	11.93911229	250025	1747	99.30611823	0.693881766
Total		2116000	251772	11.89848771	250025	1747	99.30611823	0.693881766

# Rose Merc. Limited

(CIN: L24110MH1985PLC035078)

Address: Office No:12, Priyadarshani Roj Bazar Soc, Sector- 10, Khanda Colony,  
New Panvel (West), Mumbai, Maharashtra- 410206, India

Email ID: rmltd1985@gmail.com Tele: 022-60602179 Website: www.rosemercldtd.com

Resolution Details(12)								
Resolution Required					TO CHANGE REGISTERED OFFICE ADDRESS OF THE COMPANY OUTSIDE LOCAL LIMITS WITHIN SAME JURISDICTION.			
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares (3)= [(2)/(1)]*100	No. of votes - in favour	No. of votes - in Against	% of votes - in favour (6)=[(4)/(2)]*100	% of votes - in Against (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		
Promoter and Promoter Group	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	7200	0	0	0	0	0	0
	Total		7200	0	0	0	0	0
Public Institutions	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	0	0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institutions	E-voting		251972	11.94859636	250225	1747	99.306669	0.693331005
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	2108800	0	0	0	0	0	0
	Total		2108800	251972	11.94859636	250225	1747	99.306669
Total		2116000	251972	11.90793951	250225	1747	99.306669	0.693331005

**For Rose Merc Limited**

**Nooruddin Mohammed Shaikh**  
**Whole-time Director**  
**DIN: 09660481**

**SCRUTINIZER'S REPORT**

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

**To,**  
**The Chairman,**  
**Rose Merc Limited**

Office No: 12, Priyadarshani Roj Bazar Soc.,  
Sector- 10, Khanda Colony, New Panvel (West)  
Raigarh - 410206

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

**Dear Sir,**

I, CS Deepak Prakash Rane, Practising Company Secretary, having been appointed by the Board of Directors of the **Rose Merc Limited** (the "Company") as a Scrutinizer for the purpose of conducting the postal ballot (Remote e-voting) process in a fair and transparent manner in respect of the resolutions mentioned in the Notice of Postal Ballot dated 10<sup>th</sup> March, 2023.

I submit my report as under:

1. As per the General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020 and 10/2021 dated 23<sup>rd</sup> June, 2021 read with other relevant circulars, including General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ('MCA Circulars') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on account of threat posed by COVID- 19 pandemic situation, the Company has sent the Postal Ballot Notice dated 10<sup>th</sup> March,



2023 by email only to the members who have registered their e-mail address with the Company/ Depositories.

2. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes were not dispatched to Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members had taken place through the remote e-voting system only.
3. The Members of the Company holding equity shares, as on the "cut-off date" i.e. Friday, 03<sup>rd</sup> March, 2023 were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot dated 10<sup>th</sup> March, 2023, through remote e- Voting only.
4. The Company has published an advertisement on 13<sup>th</sup> March, 2023 in "Active times" an English Newspaper and "Mumbai Lakshadeep - Mumbai Edition" vernacular (Marathi) Newspaper regarding completion of dispatch of Notice of Postal Ballot dated 10<sup>th</sup> March, 2023 and also specifying therein the matters prescribed in the Rules with regard to e-voting.
5. The Company has appointed National Securities Depository Limited (NSDL) for facilitating e-voting services to enable the Members to cast their votes electronically. The remote e- Voting facility was kept open from 9:00 A.M. (IST) on Saturday, 11<sup>th</sup> March, 2023 to 5:00 P.M. (IST) on Sunday, 09<sup>th</sup> April, 2023. The e-Voting facility was blocked forthwith thereafter.
6. The votes cast by the members electronically on the NDSL e-voting platform were unblocked on 09<sup>th</sup> April, 2023.
7. I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the NSDL e-voting system and have maintained a register in which necessary entries have been made in accordance with the Companies Management and Administration) Rules, 2014, as amended.





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

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

Increase in investment limits upto Rs.100 Crores to enable the Company to make investments:

Particulars	Remote e-voting		Percentage (%)
	Number of Members	Number of Votes	
<b>Assent</b>	<b>11</b>	<b>2,50,025</b>	<b>99.31%</b>
<b>Dissent</b>	<b>5</b>	<b>1,747</b>	<b>0.69%</b>
<b>Abstain</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Total</b>	<b>16</b>	<b>2,51,772</b>	<b>100.00%</b>

Accordingly, out of 2,51,772 votes cast (remote e-voting), 2,50,025 votes were cast ASSENTING to the Special Resolution constituting 99.31% of the total votes cast; 1,747 votes were cast DISSENTING to the Special Resolution constituting 0.69% of the total votes cast.

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

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

Approval for increase in borrowing power u/s. 180(1)(c) of the Companies Act, 2013:

Particulars	Remote e-voting		Percentage (%)
	Number of Members	Number of Votes	
<b>Assent</b>	<b>11</b>	<b>2,50,025</b>	<b>99.31%</b>
<b>Dissent</b>	<b>5</b>	<b>1,747</b>	<b>0.69%</b>
<b>Abstain</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Total</b>	<b>16</b>	<b>2,51,772</b>	<b>100.00%</b>

Accordingly, out of 2,51,772 votes cast (remote e-voting), 2,50,025 votes were cast ASSENTING to the Special Resolution constituting 99.31% of the total votes cast; 1,747 votes were cast DISSENTING to the Special Resolution constituting 0.69% of the total votes cast.

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



**(c) Resolution No.3: - Ordinary Resolution -**

To approve the appointment of Mr. Purvesh Krishna Shelatkar (DIN: 09838204) as a Non-Executive Independent Director of the Company:

Particulars	Remote e-voting		Percentage (%)
	Number of Members	Number of Votes	
<b>Assent</b>	<b>11</b>	<b>2,50,025</b>	<b>99.31%</b>
<b>Dissent</b>	<b>5</b>	<b>1,747</b>	<b>0.69%</b>
<b>Abstain</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Total</b>	<b>16</b>	<b>2,51,772</b>	<b>100.00%</b>

Accordingly, out of 2,51,772 votes cast (remote e-voting), 2,50,025 votes were cast ASSENTING to the Ordinary Resolution constituting 99.31% of the total votes cast; 1,747 votes were cast DISSENTING to the Ordinary Resolution constituting 0.69% of the total votes cast.

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

**(d) Resolution No.4: - Ordinary Resolution -**

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

Particulars	Remote e-voting		Percentage (%)
	Number of Members	Number of Votes	
<b>Assent</b>	<b>8</b>	<b>25</b>	<b>1.41%</b>
<b>Dissent</b>	<b>5</b>	<b>1,747</b>	<b>98.58%</b>
<b>Abstain</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Total</b>	<b>13</b>	<b>1,772</b>	<b>100.00%</b>

Accordingly, out of 1,772 votes cast (remote e-voting), 25 votes were cast ASSENTING to the Ordinary Resolution constituting 1.41% of the total votes cast; 1,747 votes were cast DISSENTING to the Ordinary Resolution constituting 98.58% of the total votes cast.

Thus, the Ordinary Resolution as contained in Item No.4 is not passed with requisite majority.



**(e) Resolution No.5: - Ordinary Resolution -**

To approve the appointment of Mr. Sonu Surjit Vasan (DIN: 09133175) as a Non-Executive Director of the Company:

Particulars	Remote e-voting		Percentage (%)
	Number of Members	Number of Votes	
<b>Assent</b>	<b>11</b>	<b>2,50,025</b>	<b>99.31%</b>
<b>Dissent</b>	<b>5</b>	<b>1,747</b>	<b>0.69%</b>
<b>Abstain</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Total</b>	<b>16</b>	<b>2,51,772</b>	<b>100.00%</b>

Accordingly, out of 2,51,772 votes cast (remote e-voting), 2,50,025 votes were cast ASSENTING to the Ordinary Resolution constituting 99.31% of the total votes cast; 1,747 votes were cast DISSENTING to the Ordinary Resolution constituting 0.69% of the total votes cast.

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

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

Regularisation of Additional Director, Mr. Vivek Shankar Parulkar (DIN: 10064277) by appointing him as Executive Director of the Company:

Particulars	Remote e-voting		Percentage (%)
	Number of Members	Number of Votes	
<b>Assent</b>	<b>10</b>	<b>1,75,025</b>	<b>99.01%</b>
<b>Dissent</b>	<b>5</b>	<b>1,747</b>	<b>0.99%</b>
<b>Abstain</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Total</b>	<b>15</b>	<b>1,76,772</b>	<b>100.00%</b>

Accordingly, out of 1,76,772 votes cast (remote e-voting), 1,75,025 votes were cast ASSENTING to the Special Resolution constituting 99.01% of the total votes cast; 1,747 votes were cast DISSENTING to the Special Resolution constituting 0.99% 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 the Authorised Share Capital of the Company and to make consequent alteration in Clause V of the Memorandum of Association:

Particulars	Remote e-voting		Percentage (%)
	Number of Members	Number of Votes	
Assent	11	2,50,025	99.31%
Dissent	5	1,747	0.69%
Abstain	Nil	Nil	Nil
Total	16	2,51,772	100.00%

Accordingly, out of 2,51,772 votes cast (remote e-voting), 2,50,025 votes were cast ASSENTING to the Ordinary Resolution constituting 99.31% of the total votes cast; 1,747 votes were cast DISSENTING to the Ordinary Resolution constituting 0.69% 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 equity shares of the Company on preferential basis for consideration other than cash (Share Swap):

Particulars	Remote e-voting		Percentage (%)
	Number of Members	Number of Votes	
Assent	11	2,50,025	99.31%
Dissent	5	1,747	0.69%
Abstain	Nil	Nil	Nil
Total	16	2,51,772	100.00%

Accordingly, out of 2,51,772 votes cast (remote e-voting), 2,50,025 votes were cast ASSENTING to the Special Resolution constituting 99.31% of the total votes cast; 1,747 votes were cast DISSENTING to the Special Resolution constituting 0.69% 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 warrants convertible into equity shares of the company on preferential basis for cash:

Particulars	Remote e-voting		Percentage (%)
	Number of Members	Number of Votes	
<b>Assent</b>	<b>11</b>	<b>2,50,025</b>	<b>99.31%</b>
<b>Dissent</b>	<b>5</b>	<b>1,747</b>	<b>0.69%</b>
<b>Abstain</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Total</b>	<b>16</b>	<b>2,51,772</b>	<b>100.00%</b>

Accordingly, out of 2,51,772 votes cast (remote e-voting), 2,50,025 votes were cast ASSENTING to the Special Resolution constituting 99.31% of the total votes cast; 1,747 votes were cast DISSENTING to the Special Resolution constituting 0.69% of the total votes cast.

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

**(j) Resolution No.10: - Special Resolution -**

To approve implementation of the RML Employee Stock Option Plan 2023:

Particulars	Remote e-voting		Percentage (%)
	Number of Members	Number of Votes	
<b>Assent</b>	<b>11</b>	<b>2,50,025</b>	<b>99.31%</b>
<b>Dissent</b>	<b>5</b>	<b>1,747</b>	<b>0.69%</b>
<b>Abstain</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Total</b>	<b>16</b>	<b>2,51,772</b>	<b>100.00%</b>

Accordingly, out of 2,51,772 votes cast (remote e-voting), 2,50,025 votes were cast ASSENTING to the Special Resolution constituting 99.31% of the total votes cast; 1,747 votes were cast DISSENTING to the Special Resolution constituting 0.69% of the total votes cast.

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



**(k) Resolution No.11: - Special Resolution -**

To approve grant of options to identified employee during the financial year 2023-2024 exceeding 1% of the issued share capital of the Company:

Particulars	Remote e-voting		Percentage (%)
	Number of Members	Number of Votes	
<b>Assent</b>	<b>11</b>	<b>2,50,025</b>	<b>99.31%</b>
<b>Dissent</b>	<b>5</b>	<b>1,747</b>	<b>0.69%</b>
<b>Abstain</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Total</b>	<b>16</b>	<b>2,51,772</b>	<b>100.00%</b>

Accordingly, out of 2,51,772 votes cast (remote e-voting), 2,50,025 votes were cast ASSENTING to the Special Resolution constituting 99.31% of the total votes cast; 1,747 votes were cast DISSENTING to the Special Resolution constituting 0.69% of the total votes cast.

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

**(l) Resolution No.12: - Special Resolution -**

To change registered office address of the Company outside local limits within same jurisdiction:

Particulars	Remote e-voting		Percentage (%)
	Number of Members	Number of Votes	
<b>Assent</b>	<b>12</b>	<b>2,50,225</b>	<b>99.31%</b>
<b>Dissent</b>	<b>5</b>	<b>1,747</b>	<b>0.69%</b>
<b>Abstain</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Total</b>	<b>17</b>	<b>2,51,972</b>	<b>100.00%</b>

Accordingly, out of 2,51,972 votes cast (remote e-voting), 2,50,225 votes were cast ASSENTING to the Special Resolution constituting 99.31% of the total votes cast; 1,747 votes were cast DISSENTING to the Special Resolution constituting 0.69% of the total votes cast.

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



You may accordingly declare the result of the voting.

Yours Faithfully,



**CS Deepak Prakash Rane**

**M. No.24110**

**CP No.8717**

**UDIN: A024110E000056142**

Date: 11<sup>th</sup> April, 2023

Place: Mumbai