

Rose Merc. Limited

G-2, Ground Floor, Mangal Mahesh CHS., 14th Road, Khar (West), Mumbai - 400 052.
Tele : 022-60602179 • CIN No. : L24110MH1985PLC035078 • E-mail : rmltd1985@gmail.com

Date: May 30, 2019

To,
BSE Limited,
Department of Corporate services
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir/Madam,

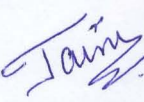
Sub: Annual Secretarial Compliance Report as Regulation 24A SEBI (Listing Obligation & Disclosure Requirement) Amendment Regulations, 2018

In compliance with Regulation 24A of SEBI (Listing Listing Obligation & Disclosure Requirement) Amendment Regulations, 2018 with the stock exchange, please find herewith enclosed Annual Secretarial Compliance Report issued by M/s. Murtuza Mondorwala And Associates, Practising Company Secretary.

You are requested to kindly take the same on record.

Thanking You,

For, Rose Merc Limited


Jaini Jain
Company Secretary





**SECRETARIAL COMPLIANCE REPORT
OF
ROSE MERC LIMITED
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019**

I, Murtuza Mandor Proprietor of Murtuza Mandorwala & Associates, Practicing Company Secretaries, have examined:

- (a) All the documents and records made available to us and the explanation provided by **ROSE MERC LIMITED**, having its registered office at Office No G - 2, Ground Floor, Part - A, Mangal Mahesh, 14th Road Khar (West) Mumbai - 400052, hereinafter referred to as **"the listed entity"**
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 ("01.04.2018 to 31.03.2019"), in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars and guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), the Rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *Not applicable to the listed entity during the audit period;*



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- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- *Not applicable to the listed entity during the audit period;*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014- *Not applicable to the listed entity during the audit period;*
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2018- *Not applicable to the listed entity during the audit period;*
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013- *Not applicable to the listed entity during the audit period;*
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Depositories Act, 1996;

and the circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period;

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1	Intimation under Regulation 8(2) SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018. Adoption of new Code of Internal Procedures Conduct for Prevention of Insider Trading	New Code of Internal Procedures Conduct for Prevention of Insider Trading not adopted till 31.03.2019	New Code of Internal Procedures Conduct for Prevention of Insider Trading not adopted till 31.03.2019

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder



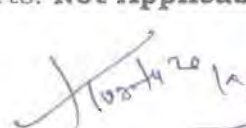

in so far as it appears from our examination of those records;

- (c) The following are the details of action taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

S r. N o	Action Taken By	Details of Violation	Details of action taken E.g. fines, warning letter, debarment, etc	Observations/ remarks of the Practicing Company Secretary , if any.
	BSE Limited	Non- Compliance with the provision of Listing Agreement / SEBI(LOD R) Regulation, 2015	Suspended w.e.f December 21, 2004	Company has made an Application for Revocation of Suspension in trading of Equity shares on January 23, 2018 and the company has received an In principle approval from BSE vide letter dated February 25, 2019 bearing no.: LIST/COMP/SK/1128/2 018-19, Final revocation is under process.

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**

Place: Ahmedabad
Date: 30/05/2019



 Murtuza Kaizar Mandorwala
 Proprietor
 Murtuza Mandorwala & Associates
 ACS No. 38021
 C P No.: 14284

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

'Annexure A'

To,
The Members
ROSE MERC LIMITED

Our Secretarial Compliance Report of even date is to be read along with this letter.

Management's Responsibility

It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

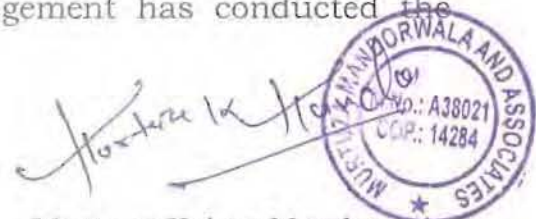
We believe that audit evidence and information obtain from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

The Secretarial Compliance Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Ahmedabad
Date: 30/05/2019



Murtuza Kaizar Mandorwala
Proprietor
Murtuza Mandorwala & Associates
ACS No. 38021
C P No.: 14284

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.