

Rose Merc Limited

**31st Annual Report
F.Y. 2014-15**

Index

Sr. No.	Particulars	Page No.
1.	Corporate Information	1
2.	Notice	2
3.	Boards' Report	5
4.	Management Discussion and Analysis Report	19
5.	Statutory Auditors' Report	20
6.	Balance Sheet	24
7.	Profit and Loss Account	25
8.	Cash Flow Statement	26
9.	Notes to Financial Statement	27
10.	Attendance Slip and Proxy Form	34

Corporate Information

Board of Directors		Registered Office
Mr. Viren Vora	Director	Office No. 5, Mangaldeep Chs, Opp. St. Joseph School Sector - 4, Kalamboli, Navi Mumbai, Mumbai City – 410 218
Mr. Kirti Savla	Director	
Mr. Mayur Parikh	Independent Director	
Statutory Auditor		Phone: +91-22-60602719
M/s. J K Shah & Associates		Email: rmltd1985@gmail.com
Chartered Accountant		Registrar & Share Transfer Agent
Office No 5, 3rd Floor, Hasham Premji Bldg, 439, Kalbadevi Road, Mumbai – 400 002		Link Intime India Private Limited
Secretarial Auditor		C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (West), Mumbai – 400 078
Mr. Anand S Lavingia		Tel No.: 022 – 2594 6970
Practicing Company Secretary		Fax No.: 022 – 2594 6969
415-416, "Pushpam Complex", Opp. Seema Hall, Anandnagar Road, Satellite, Ahmedabad – 380 051		Email: rnt.helpdesk@linkintime.co.in
		Web: www.linkintime.co.in
		Bankers
		HDFC Bank

NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Members of Rose Merc Limited will be held at the Registered Office of the Company situated at Office No 5, Mangaldeep Chs, Opp. St. Joseph School Sector-4, Kalamboli Navi Mumbai – 410218 on Wednesday, September 30, 2015 at 12:00 Noon to transact the following businesses:

ORDINARY BUSINESSSES:-

1. To receive, consider and adopt audited financial statement of account for the financial year ended on March 31, 2015 and the reports of the Directors' and the Auditors' thereon.
2. To appoint Mr. Kirti Chunilal Savla (DIN: 02003878), Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditor and to fix their remuneration.

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT, pursuant to provisions of Section 139 and other applicable provisions of the Companies Act 2013, and the Rules framed there under, M/s. J. K. Shah & Associates, Chartered Accountants, Mumbai (FRN: 109605W) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of 31st Annual General Meeting till the conclusion of 33rd Annual General Meeting (subject to their ratification of appointment at next Annual General Meeting) at a remuneration as may be decided by the Board of Directors in consultation with them, apart from out-of-pocket expenses that may be incurred by them for the purpose of audit."

SPECIAL BUSINESS:-**4. Appointment of Mr. Mayur Parikh (DIN: 00005646) as a Non- Executive Independent Director**

To consider and thought fir, to pass with or without modification following resolution as an **Ordinary resolution**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Mr. Mayur Parikh (DIN: 00005646), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to March 31, 2020."

"RESOLVED FURTHER THAT, any of the Directors of the Company be and is hereby authorized to file necessary forms and documents relating to his appointment with the Registrar of Companies and do all such acts, deeds and things as may be necessary for giving effect to the aforesaid resolution."

Registered Office:

Office No 5, Mangaldeep Chs,
Opp. St. Joseph School Sector-4,
Kalamboli Navi Mumbai – 410218

**By order of the Board
For, Rose Merc Limited**

Place: Mumbai

Date : September 04, 2015

**Viren Vora
Director
DIN: 01446499**

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special businesses as set out in the Notice is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

As per Section 105 of the Companies Act, 2013 and Rule 19, Sub-Rule (2) of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty (50)

and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

3. Members/proxies/authorized representatives are requested to bring their attendance slip along with their copy of annual report to the meeting.
4. Corporate members intending to send their authorized representative to attend meeting are requested to send the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the annual general meeting.
5. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, September 19, 2015 to Wednesday, September 30, 2015 (both days inclusive) for 31st Annual General Meeting of the Company.
6. Details in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice.
7. Electronic copy of the Annual Report for the financial statement 2014-15 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the financial statement 2014-15 is being sent in the permitted mode.
8. **GREEN INITIATIVE**

The Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular No. 17/2011 dated 21 April, 2011 and Circular No. 18/2011 dated 29 April, 2011, has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and allowed companies to send Annual Report comprising of Balance Sheet, Statement of the Profit & Loss, Directors' Report, Auditors' Report and Explanatory Statement etc., through electronic mode to the registered e-mail address of the members.

Keeping in view the underlying theme and the circulars issued by MCA, we propose to send future communications in electronic mode to the e-mail address provided by you to the depositories and made available by them being the registered address. By opting to receive communication through electronic mode you have the benefit of receiving communications promptly and avoiding loss in postal transit. Members who hold shares in physical form and desire to receive the documents in electronic mode are requested to please promptly provide their details (name, folio no., e-mail id) to the Registrar and Transfer Agent of the company. Members who hold shares in electronic form are requested to get their details updated with the respective Depositories. As a Member of the Company, you will be furnished, free of cost, a printed copy of the Annual Report of the Company, upon receipt of requisition from you.

To support this green initiative of the Government in full measure, we request members who have not registered their e-mail addresses; so far, to register their e-mail addresses by submitting their e-mail address to their DP or to the Company's Registrar and opt for the electronic mode of communication, in the interest of the environment.

9. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days.
10. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 (Seven) days before the date of the Meeting so that the information required may be made available at the Meeting.
11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of Names will be entitled to vote.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**Item No. 4**

Mr. Mayur Parikh was appointed as an Additional Director of the Company by the Board of Directors of the Company in accordance with the provisions of Section 161 of the Companies Act, 2013. Further he is Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Mayur Parikh fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management.

Mr. Mayur Parikh is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company.

The Company has also received notice in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Mayur Parikh for the office of Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Mayur Parikh as Independent Director is now being placed before the Members for their approval.

The terms and conditions of appointment of the Mr. Mayur Parikh will be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and Sunday.

Brief resume and other details of Mr. Mayur Parikh are provided hereunder;

Name of Director	Date of Birth (No. of Shares held)	Nature of Expertise	Name of the Other Public Companies in which he hold Directorship	Name of the Committees* of Public Companies of which he holds Membership / Chairmanship
Mr. Mayur R. Parikh	November 13, 1959 (NIL)	Finance and Tax Laws	<ul style="list-style-type: none"> • Bloom Dekor Limited • Corporate Strategic Allianz Limited • Indo Thai Realities Limited • Amrapali Industries Limited • Madhav Infra Projects Limited • Infinity Infrabuild Limited 	Member – 4 Chairman – 4

* Includes Audit Committee and Stakeholders Grievances Committee only

The Board feels that the presence of Mr. Mayur Parikh on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 4 for approval of the members.

Your Board recommends the resolution set out in Item No. 4 of the Notice to members to pass as an Ordinary Resolution.

None of the Directors, except Mr. Mayur Parikh, being appointee, and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

Registered Office:

Office No 5, Mangaldeep Chs,
Opp. St. Joseph School Sector-4,
Kalamboli Navi Mumbai – 410218

**By order of the Board
For, Rose Merc Limited**

Place: Mumbai

Date : September 04, 2015

**Viren Vora
Director
DIN: 01446499**

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the 31st Annual Report with the Audited Accounts of the Company for the year ended March 31, 2015.

Financial Highlights**(Amt. in Rs.)**

Particulars	F.Y. 2014-15	F.Y. 2013-14
Revenue from Operation	-	-
Other Income	35,83,239	88,70,686
Total Revenue	35,83,239	88,70,686
Less: Total Expenses	10,82,523	10,30,773
Operating Profits before Depreciation, Interest and Tax	25,00,716	78,39,913
Less: Depreciation	5,723	971
Interest	20,38,944	76,99,394
Profit Before Tax	4,56,049	1,39,548
Less: Current Tax	1,45,000	45,000
Deferred tax liability	(1,090)	300
Profit after Tax	3,12,139	94,248

REVIEW OF BUSINESS OPERATION

During the year under review, the company has earned total income of Rs. 35,83,239/- from various other business activities compared to the total income of Rs. 88,70,686/- earned from other business activities in previous year. Analysing the income earned in current period and corresponding previous period there is significant fall of income i.e. around 60% compared to previous year.

The Profit before tax of Company is increased to Rs. 4,56,049/- compared to the previous period which was only Rs. 1,39,548/-. So, there is an increase in PBT even though the Company has earned less revenue in current period. Consequently, the current tax of the Company increases by Rs. 1,00,000/- in the current year and resulting into the Profit after tax of the Company to Rs. 3,21,139 against that of Rs. 94,248/- during the previous financial year.

DIVIDEND

To conserve resources for future prospect and growth of the Company, your Directors regret to declare Dividend for the Financial Year 2014-15.

BOARD OF DIRECTOR AND ITS MEETINGS:**Composition**

The Board consists of three (3) members as on March 31, 2015 namely Mr. Viren Vora, Mr. Mayur Parikh and Mr. Kirti Savla.

Board Meetings & Attendance

During the year under review, Board of Directors of the Company met 7 times, viz April 25 2014, July 25, 2014, August 1 2014, September 1, 2014, October 28, 2014, January 27, 2015 and March 31, 2015.

The gap between two consecutive meetings was not more than one hundred and twenty days as provided in section 173 of the Act.

Appointment, Re-appointment and Resignation of Directors

Mr. Chetan Dogra, Director of the Company has resigned from the Board w.e.f. August 1, 2014 due to his pre-occupation in other businesses. The Board of Directors places its appreciation for the contribution made by Mr. Chetan Dogra in the Company.

Further, the Board of Director has appointed Mr. Mayur Parikh as an Additional Director of the Company w.e.f. August 1, 2014. In view of Section 149, the Board of Directors of the Company is of the view that the presence

of Mr. Mayur Parikh in the Board of the Company will benefit the Company and hence the resolution to appoint Mr. Mayur Parikh as an Independent Director has been proposed for the approval of Members.

Further, Mr. Kirti Savla, Director of the Company is retiring by rotation at the ensuing Annual General Meeting of the Company in terms of Section 152 of the Companies Act, 2013. The Board of Directors also recommends his appointment on the Board.

Declaration by Independent Directors

Necessary declaration has been received by the Company from Mr. Mayur Parikh to the effect that he is independent of Management.

Details of Key Managerial Personnel

The Company has not appointed any Key Managerial Personnel on the Board of the Company. The Company is in process to appoint requisite Key Managerial Personnel.

COMMITTEES OF THE BOARD

The Company does not fulfil the requirements of sections 149(5) of the Companies Act, 2013 hence composition of Audit Committee and Nomination and Remuneration Committee is not proper as required under the Companies Act, 2013. However, the Company has formed various committees, the details of which are provided hereunder.

A. Audit Committee

The primary objective of the Audit Committee is to monitor and provide effective supervision of the Management's financial reporting process with the view to ensure accurate, timely and proper disclosures and transparency, integrity and quality of financial reporting.

Composition

The Audit Committee comprises of three members as on March 31, 2015. Mr. Viren Vora is the Chairman of the Committee and Mr. Mayur Parikh and Mr. Kirti Savla are the Members.

Meetings & Attendance

During the year, under review 4 meetings were held on April 25, 2014, July 25, 2014, October 28, 2014 and January 27, 2015.

The Audit Committee at its Meeting held on April 25, 2014, reviewed the audited financial results for the year and quarter ended on March 31, 2014 and recommended the account for approvals by the Board of Directors. The Audit Committee at its meeting held on July 25, 2014, October 28, 2014 and January 27, 2015, reviewed the unaudited financial results for the quarter ended on June 30, 2014, September 30, 2014 and December 31, 2014.

The Statutory Auditors of the Company are invited in the meeting of the Committee wherever requires.

The Chairman of the Audit Committee had attended last Annual General Meeting of the Company held on September 27, 2014.

B. Nomination And Remuneration Committee

The main objective of the Nomination and Remuneration Committee is to determine and recommend to Board, the Company's policies on remuneration packages for executive and non- executive directors and policies on Nomination for appointment of Director, KMPs and Senior Management Personnel.

Composition

The Nomination and Remuneration Committee comprises of three members as on March 31, 2015. Mr. Kirti Savla is the Chairman of the Committee and Mr. Viren Vora and Mr. Mayur Parikh are the Members.

Meeting and Attendance

During the year, 3 meetings were held on August 1, 2014, September 1, 2014 and March 31, 2015. The meetings were held for the purpose of recommending the appointment of Directors and various policies.

Nomination and Remuneration Committee, in its meeting held on March 31, 2015, has also carried out performance evaluation of individual Director of the Company.

The Company has adopted the Policy on Nomination and Remuneration of Directors and Key Managerial Personnel. The same will be available for the inspection by the Members at the registered office of the Company during the normal business hours excluding the day of Saturday and Sunday.

C. Stakeholder's Grievances & Relationship Committee

The Main purpose of the Stakeholder's Grievances & Relationship Committee is to focus on the redressal of Shareholders' / Investors' Grievances, if any, like Transfer / Transmission / Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report; Dividend Warrants; etc.

Composition

The Stakeholder's Grievances & Relationship Committee comprises of three members as on March 31, 2015. Mr. Mayur Parikh is the Chairman of the Committee and Mr. Viren Vora and Mr. Kirti Savla are the Members.

Meeting & attendance

During the year under review, 4 meetings were held on April 25, 2014, July 25, 2014, October 28, 2014 and January 27, 2015.

Complaint

During the year, the Company had not received any complaints from the Shareholders. There was no complaint pending as on March 31, 2015.

PUBLIC DEPOSIT

The company has not accepted any deposits from the public. Hence, the directives issued by the Reserve Bank of India & the Provision of Section 73 to 76 of the Company Act, 2013 or any other relevant provisions of the Act and the Rules there under are not applicable.

PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS & SECURITY

Details of Loans, Guarantees, Investments and Security covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statement.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All transactions to be entered by the Company with related parties will be in the ordinary course of business and on an arm's length basis. However, the Company has not entered into any related party transaction, as provided in Section 188 of the Companies Act, 2013, with the related party. Hence, Disclosure as required under Section 188 of the Companies Act, 2013 is not applicable to the Company.

EXTRACT OF ANNUAL RETURN

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of Companies (Management and Administration) Rules, 2014 the extract of the Annual Return as at March 31, 2015 in Form MGT-9, forms part of this Report as **Annexure - "A"**.

PARTICULAR OF EMPLOYEES

The details as required under section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel), 2014 will be available for inspection of members at the registered office of the Company during working hours.

The details as required under section 197(12) of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel), 2014 is not applicable as there is no employee in the Company employed throughout the financial year with salary above Rs. 60 Lakh p.a. or employed part of the financial year with average salary above Rs. 5 Lakh per month.

Further, there is no employee employed throughout Financial year or part thereof, was in receipt of remuneration of in aggregate is in excess of that drawn by the Managing Director or Whole time Director or Manager and holds by himself or along with his spouse and dependent children, not less than Two percent (2%) of the Equity Shares of the Company.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The details of conservation of energy, technology absorption etc. as required to be given under section 134(3)(m) of the Companies Act 2013 read with the Companies (Accounts) Rules, 2014, are not applicable to our Company, as our Company is not carrying on any manufacturing activities.

Further, there was no foreign exchange earnings and outgo during the financial year 2014-15.

MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments, affecting the financial position of the Company which has occurred between the end of financial year of the Company i.e. March 31, 2015 and the date of Director's Report i.e. September 4, 2015.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

There were no incidences of sexual harassment reported during the year under review, in terms of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

BUSINESS RISK MANAGEMENT

The Company is aware of the risks associated with the business. It regularly analyses and takes corrective actions for managing and mitigating the same.

CORPORATE GOVERNANCE

In term of SEBI circular No. CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014, compliance with the provisions of Clause 49 shall not be mandatory to the Company whose Paid-up Capital, as on last day of previous financial year, is below 10 crore and Net worth, as on last day of previous financial year, is below Rs. 25 Crore.

Therefore, Your Company has not attached the Corporate Governance Report in this Annual Report. Although few of the details, which are the part of Corporate Governance, are provided in the Director Report as per Companies Act, 2013.

AUDITORS

Statutory Auditor & their report:

The Board of Directors of the Company has recommended the appointment of M/s. J.K. Shah & Associates, Chartered Accountants, Mumbai [FRN: 109605W], to hold the office from the conclusion of the 31st Annual General Meeting till the conclusion of the 33rd Annual General Meeting, subject to approval by the members in the ensuing Annual General Meeting, at a remuneration as may be decided by the Board of Directors in consultation with them, apart from out-of-pocket expenses that may be incurred by them for the purpose of audit, be and are hereby re-appointed as the Statutory Auditors of the Company.

The Company has received the consent from M/s. J.K. Shah & Associates, Chartered Accountants, Mumbai confirming that they are not disqualified to be appointed as the Auditors of the Company.

The Auditors' Report on the accounts of the Company for the accounting year ended March 31, 2015 is self-explanatory and do not call for further explanations or comments that may be treated as adequate compliance of Section 134 of the Companies Act, 2013.

Secretarial Auditor & their report:

Pursuant to the provisions of section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Anand S. Lavingia, Practising Company Secretary to carry out the Secretarial Audit for the financial year ended on March 31, 2015. Secretarial Audit Report is attached to this report as **Annexure—"B"**.

The Secretarial Auditors' Report for the financial year ended on March 31, 2015 is self-explanatory and do not call for further explanations or comments that may be treated as adequate compliances of various act, rules, regulations, guidelines etc. as applicable to the Company except that the report contain some observation in relation to non-filing of resolutions with ROC and return with Certain authorities. Further Company has not appointed required no. of Independent Director on Board and KMP.

Your Directors state that the Company is in process to comply with the requirement of laws. The Company is also taking necessary step for adequate compliances with regard to compliance of various acts.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of section 134(3) (c) of the Act, your Directors state that:

- a) in the preparation of the annual financial statements for the year ended on March 31, 2015, applicable accounting standards read with requirements set out under schedule III of the Act, have been followed along with proper explanation relating to material departures, if any,
- b) such accounting policies have been selected and applied consistently and judgments and estimates made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2015 and of the profit of the company for the year ended on that date,

- c) proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for prevention and detection of fraud and other irregularities,
- d) the annual financial statements are prepared on a going concern basis,
- e) proper internal financial controls are in place and that the financial controls are adequate and are operating effectively and
- f) the systems to ensure compliance with the provisions of all applicable laws are in place and are adequate and operating effectively.

GENERAL DISCLOSURE

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134(3) of the Act and Rule 8 of the Companies (Accounts) Rules, 2014 to the extent the transactions took place on those items during the year.

Your Directors further state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a) Details relating to deposits covered under Chapter V of the Act.
- b) Issue of Equity Shares with differential rights as to dividend, voting or otherwise.
- c) Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS.
- d) Details of Subsidiary, Associates and Joint Venture Company.
- e) Details of Contracts and arrangement with the related parties.
- f) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

ACKNOWLEDGEMENT

Your Directors wish to place on record their sincere appreciation for significant contributions made by the employees at all levels through their dedication, hard work and commitment, enabling the Company to achieve good performance during the year under review.

Your Directors also take this opportunity to place on record the valuable co-operation and support extended by the banks, government, business associates and the shareholders for their continued confidence reposed in the Company and look forward to having the same support in all future endeavours.

For, **Rose Merc Limited**

Place: Mumbai
Date: September 4, 2015

Viren Vora
Director
DIN: 01446499

Kirti Savla
Director
DIN: 02003878

Annexure - A

Form No. MGT-9**EXTRACT OF ANNUAL RETURN****as on the financial year ended on 31st March, 2015**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

CIN:	L24110MH1985PLC035078
Registration Date	January 16, 1985
Name of the Company	Rose Merc Limited
Category / Sub-Category of the Company	Public Limited Company having Share Capital
Address of the registered office and contact details	Office No 5, MangaldeepChs,Opp. St. Joseph School, Sector-4, Kalamboli, Navi Mumbai, Maharashtra – 410218 Tel. No.: 022 - 23707367
Whether listed company Yes / No	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime (India) Pvt. Ltd. Contact details: C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai - 400 011, Maharashtra Tel No.: 022-25946970-78,25963838,25960320 Email : ashwini.nemlekar@linkintime.co.in Website: www.linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Retail trade, except of motor vehicles and motorcycles (Refer Division 47 of NIC Code 2008)	471 to 479	0.00*

* the Company has not carried out any business activity as per the Main object of the Company. All the income is arise through income from other source.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

The Company does not have any holding, subsidiary and associate Companies as on March 31, 2015.

IV. SHARE HOLDING PATTERN**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Directors	7300	0	7300	0.73	7200	0	7200	0.72	(0.01)
b) Central Govt. Or State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other									
- Individual/HUF	0	0	0	0.00	100	0	100	0.01	0.01
SUB TOTAL (A)(1)	7300	0	7300	0.73	7300	0	7300	0.73	0.00
(2) Foreign									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other...	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	7300	0	7300	0.73	7300	0	7300	0.73	0.00
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIS	0	0	0	0.00	0	0	0	0.00	0.00

h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
SUBTOTAL (B)(1)	0	0	0	0.00	0	0	0	0.00	0.00
(2) NonInstitutions									
a) Bodies corporates									
i) Indian	101742	21015	122757	12.33	102492	21015	123507	12.40	0.07
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital uptoRs.1 lakhs	442084	43150	485234	48.71	441334	43150	484484	48.64	(0.07)
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	345009	35600	380609	38.21	345009	35600	380609	38.21	0.00
c) Others(specify)									
- NRI	100	0	100	0.01	100	0	100	0.01	0.00
- HUF	0	0	0	0.00	0	0	0	0.00	0.00
- Clearing Members	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (B)(2):	888935	99765	988700	99.27	888935	99765	988700	99.27	0.00
TotalPublic Shareholding (B)=(B)(1)+(B)(2)	888935	99765	988700	99.27	888935	99765	988700	99.27	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	896235	99765	996000	100	896235	99765	996000	100	0.00

ii) Shareholding of Promoter & Promoters Group

Sr. No	Name	Shareholding at the beginning of the year (01/04/2014)		Date wise Increase/Decrease in Shareholding			Cumulative Shareholding during the year		Shareholding at the ending of the year (31/03/2015)	
		No. of Share	% of total shares of the Company	Date	Increase/Decrease in shareholding	Reason	No. of Share	% of total shares of the Company	No. of Share	% of total shares of the Company
1.	KirtiSavla	7200	0.72		No Change		7200	0.72	7200	0.72
2.	ChetanDogra	100	0.01		No Change		100	0.01	100	0.01

iii) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No	Name	Shareholding at the beginning of the year (01/04/2014)		Date wise Increase/Decrease in Shareholding			Cumulative Shareholding during the year		Shareholding at the ending of the year (31/03/2015)	
		No. of Share	% of total shares of the Company	Date	Increase/Decrease in shareholding	Reason	No. of Share	% of total shares of the Company	No. of Share	% of total shares of the Company
1	Vivek Malik	88582	8.89		No Change		88582	8.89	88582	8.89
2	Harry Finance Pvt Ltd	45600	4.58		No Change		45600	4.58	45600	4.58
3	Anita Gupta	43165	4.33		No Change		43165	4.33	43165	4.33
4	Shakun Holdings Pvt. Ltd.	41100	4.13		No Change		41100	4.13	41100	4.13
5	K Samba Murthy	39640	3.98		No Change		39640	3.98	39640	3.98
6	Trigun Chandra Katoch	35050	3.52		No Change		35050	3.52	35050	3.52
7	Santlal Khaneja& Sons HUF IMSL	33704	3.38		No Change		33704	3.38	33704	3.38
8	Rachita Sharma	31163	3.13		No Change		31163	3.13	31163	3.13
9	ChetanDogra	22950	2.30		No Change		22950	2.30	22950	2.30
10	Komal Devgan	15458	1.55		No Change		15458	1.55	15458	1.55

iv) Shareholding of Directors and Key Managerial Personnel

Sr. No.	Name	Shareholding at the beginning of the year (01/04/2014)	Date wise Increase/Decrease in Shareholding	Cumulative Shareholding during the year	Shareholding at the ending of the year (31/03/2015)
---------	------	--	---	---	---

		No. of Share	% of total shares of the Company	Date	Increase/Decrease in share-holding	Reason	No. of Share	% of total shares of the Company	No. of Share	% of total shares of the Company
1.	Kirti Savla	7200	0.72	-	-	-	7200	0.72	7200	0.72
2.	Chetan Dogra*	100	0.01	-	-	-	100	0.01	100	0.01

* Mr. Chetan Dogra has resigned from the Board during the financial year 2014-15.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

[INR]

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	10,39,51,084	-	10,39,51,084
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	10,39,51,084	-	10,39,51,084
Change in Indebtedness during the financial year				
Additions	80,697	-	-	-
Reduction	-	(2,02,00,828)	-	-
Net Change	80,697	(2,02,00,828)	-	(2,01,20,131)
Indebtedness at the end of the financial year				
i) Principal Amount	80,697	8,37,50,256	-	8,38,30,953
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	80,697	8,37,50,256	-	8,38,30,953

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

[INR]

Sr.No.	Particulars of Remuneration	Mr. Viren Vora (Director)	Mr. Kirti Savla (Director)	Total Amount
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	15,000	1,80,000	1,95,000

	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	--	--	--
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	--	--	--
2	Stock option	--	--	--
3	Sweat Equity	--	--	--
4	Commission	--	--	--
	- as % of profit	--	--	--
	- others (specify)	--	--	--
5	Others, please specify	--	--	--
	Total (A)	15,000	1,80,000	1,95,000

B. Remuneration to other Directors: The Company is neither paying sitting fees nor any remuneration to other Directors.

C. Remuneration to key Managerial Personnel Other than MD/Manager/WTD: N.A.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty			NONE		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NONE		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NONE		
Punishment					
Compounding					

For, Rose Merc Limited

Place: Mumbai
Date: September 4, 2015

VirenVora
Director
DIN: 01446499

KirtiSavla
Director
DIN: 02003878

Form MR - 3**SECRETARIAL AUDIT REPORT**

For the financial year ended 31/03/2015

[Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

ROSE MERC LIMITED

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Rose Merc Limited** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that, in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- i. The Companies Act, 2013 ('the Act') and the rules made there under as applicable;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 except compliance pursuant to Regulation 30;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- vi. I have also examined compliance with the applicable clauses of the following:
 - a) Listing Agreements entered into by the Company with BSE Ltd.

During the period under review the company has generally complied with the clauses of listing agreement except filling of shareholding pattern for the quarter ended June, 2014.

During the period under review the Company has generally complied with the provisions of the Act, Rules and regulations mentioned above except

- filling of annual return on foreign assets and liabilities under Foreign Exchange Management Act, 1999 and the rules and regulations made there under;
- compliance pursuant to Regulation 30 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- filing of certain resolutions with the registrar under Section 117(3) (g) of the act and appointment Internal Auditor under Section 138 of the act.

During the Period under review, provisions of the following Acts, Rules, Regulations, Guidelines, Standards, etc. were not applicable to the Company:

- i. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- ii. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- iii. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- iv. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; - Not applicable as the Company is not registered as Registrar to an Issue & Share Transfer Agent. However, the Company has appointed M/s. Link Intime India Pvt. Ltd. as Registrar & Share Transfer Agent as per the Listing Agreement entered between the Company and the BSE Limited.
- v. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- vi. The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998;
- vii. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment and External Commercial Borrowings;
- viii. Secretarial Standards issued by the Institute of Company Secretaries of India.

I further report that -

The Board of Directors of the Company is not duly constituted and there is no proper balance of Executive Directors, Non-Executive Directors and required number of Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Also, company has not appointed key managerial personnel i.e. Managing Director, Company Secretary and Chief Financial Officer.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Many of the decision at Board Meetings and Committee Meetings are carried out unanimously while the dissenting members' views had been taken on record in the minutes of the meetings of the Board of Directors or committee of the Board, as the case may be.

I further report that -

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that –

During the audit period, there were no specific events/ actions having a major bearing on the operations of the Company's affairs happened during the audit period.

For, Anand S. Lavingia

Anand Lavingia
Practicing Company Secretary
ACS No. : 26458
C P No. : 11410

Place: Ahmedabad

Date: September 04, 2015

Note: This Report is to be read with my letter of above date which is annexed as Annexure I and forms an integral part of this report.

To,
The Members,
ROSE MERC LIMITED

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done based on the records and documents provided to me, on test basis, to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed by me provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For, Anand S. Lavingia

Anand Lavingia
Practicing Company Secretary
ACS No. : 26458
C P No. : 11410

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Outlook:

The company is confident in spite of the possible recessionary conditions in the industry it will perform better in view of the strong fundamentals of the Indian companies and hope to improve its Turnover.

Internal Controls Systems and their adequacy:

The company has adequate internal control systems to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of law and regulations. The Company reviews and ensures that the audit observations are acted upon. The Audit Committee of the Board reviews the Internal Audit reports and the adequacy and effectiveness of internal controls.

Human Resources:

The relationship with the employees continues to be cordial. The Company recognizes the importance and contribution of its employees for its growth and development and constantly endeavors to train nurture and groom its people. The Company puts emphasis on attracting and retaining the right talent. The company places emphasis on training and development of employees at all levels and has introduced methods and practices for Human Resource Development.

Cautionary Statement:

Statement in this Management and Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may be forward looking statement and within the meaning of applicable laws and regulations. Actual results may or might differ materially from those either expressed or implied.

Independent Auditors' Report

**To the Members,
Rose Merc Limited**

Report on the Financial Statements

We have audited the accompanying financial statements of **Rose Merc Limited**, which comprise the Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss for the year then ended, the Cash Flow Statement for the year ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015; and its profit and its cash flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ('the Order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

- b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c. The Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on March 31, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations that affect its financial position in its financial statements;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For J. K. Shah & Associates
Chartered Accountants**

Place: Mumbai
Date: May 30, 2015

**J. K. Shah
Proprietor
FRN: 109605W
Mem. No. 42545**

Annexure to Auditors' Report

The Annexure referred to in paragraph 1 of the Independent Auditors' Report of even date to the members of Rose Merc Limited for the year ended on March 31, 2015. We report that:

1. (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
 (b) The fixed assets of the Company have been physically verified by the management during the year and no material discrepancies between the book records and the physical assets have been noticed. In our opinion, the frequency of verification is reasonable.
2. (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
 (b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 (c) On the basis of our examination of the inventory records, in our opinion, the record keeping of inventory needs to be strengthened. The discrepancies noticed on physical verification of inventory as compared to book records have been properly dealt with in the books of accounts.
3. In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 the Companies Act, 2013. Accordingly paragraphs 3(iii) (a) to (b) of the Order are not applicable to the Company.
4. In our opinion and according to information and explanation given to us, there is an adequate internal control system commensurate with the size of the company and nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weakness in the aforesaid internal control system.
5. The Company has not accepted any deposits within the meaning of Sections 73 and 76 or any other relevant provisions of the Companies Act and the rules framed there under. Therefore, the provisions of clause 3(v) of the order are not applicable to the Company.
6. As informed to us, the Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of Section 148 of the Companies Act for any of the products of the Company.
7. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.
 (b) According to the information and explanations given to us and the records examined by us, the Company is generally regular in depositing statutory dues with the appropriate authorities. According to the records of the company, there are no material undisputed amounts payable in respect of Sales Tax, Income Tax, Custom Duty, and Excise duty, outstanding as on 31st March, 2015, for more than six months from the date on which they became payable except for the Demand for Rs. 3,70,480/- towards Income Tax vide order passed u/s 143(3) against the appeal with relevant authorities has been preferred and is pending before CIT (Appeals).
 (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
8. In our opinion, the accumulated losses of the company as at 31st March, 2015 are not more than 50% of its net worth. During the year under review the company has not incurred any cash loss. However, it had incurred cash loss in the immediately previous year.
9. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.

10. In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year. Therefore, the provision of clause 3(x) is not applicable to the Company.
11. In our opinion and according to the information and explanations given to us, the Company has not availed any term loans during the year.
12. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

**For J. K. Shah & Associates
Chartered Accountants**

Place: Mumbai
Date: May 30, 2015

**J.K. Shah
Proprietor
FRN: 109605W
Mem. No. 42545**

ROSE MERC LIMITED
Balance Sheet as at 31st March, 2015

Particulars	Note No	Figures as at the end of current reporting period March 31, 2015	Figures as at the end of previous reporting period March 31, 2014
		Rs.	Rs.
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	9,960,000	9,960,000
(b) Reserves and Surplus	2	14,316,264	14,004,126
(c) Money received against share warrants		-	-
(2) Share application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (Net)	3	-	1,090
(c) Other Long term liabilities	4	64,300,200	103,951,084
(d) Long term provisions		-	-
(4) Current Liabilities			
(a) Short-term borrowings	5	19,530,753	-
(b) Trade payables		-	-
(c) Other current liabilities	6	55,506	38,090
(d) Short-term provisions	7	466,005	105,000
Total		108,628,728.30	128,059,389.72
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	8	-	5,723
(i) Tangible assets			
(ii) Intangible assets			
(iii) Capital work-in-progress			
(iv) Intangible assets under development			
(b) Non-current investments	9	501,600	501,600
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances	10	107,225,264	122,725,220
(e) Other non-current assets		-	-
(2) Current assets			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables	11	540,000	540,000
(d) Cash and cash equivalents	12	13,296	4,117,400
(e) Short-term loans and advances	13	348,568	169,447
(f) Other current assets		-	-
Total		108,628,728.31	128,059,389.72
Notes forming part of the accounts are attached. As per our report of even date attached. For, J. K. Shah & Associates Chartered Accountants			
		For, ROSE MERC LIMITED	
J. K. Shah (Proprietor) Membership No. 42545 Firm Regn No. 109605W Place : Mumbai Date : May 30, 2015		Viren Vora Director DIN: 01446499	Kirti Savla Director DIN: 02003878
		Place : Mumbai Date : May 30, 2015	

ROSE MERC LIMITED
STATEMENT OF PROFIT AND LOSS
Profit and Loss statement for the year ended 31st March, 2015

Particulars	Note No	Figures as at the end of current reporting period March 31, 2015	Figures as at the end of previous reporting period March 31, 2014
		Rs.	Rs.
I. Revenue from operations		-	-
II. Other Income	14	3,583,239	8,870,686
III. Total Revenue (I + II)		3,583,239	8,870,686
<i>IV. Expenses:</i>			
Cost of materials consumed		-	-
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
Employee benefit expense	15	620,400	732,675
Financial costs	16	2,038,944	7,699,394
Depreciation and amortization expense		5,723	971
Other expenses	17	462,123	298,098
Total Expenses		3,127,190	8,731,138
V. Profit before exceptional and extraordinary items and tax (III - IV)		456,049	139,548
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		456,049	139,548
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		456,049	139,548
X. Tax expense:			
(1) Current tax		145,000	45,000
(2) Deferred tax	18	(1,090)	300
Short Provision For Taxation provided for		-	-
Excess Provision For Taxation W/back		-	-
XI. Profit(Loss) from the period from continuing operations (IX - X)		312,139	94,248
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		312,139	94,248
XVI. Earning per equity share:			
(1) Basic		0.31	0.09
(2) Diluted		0.31	0.09
Notes forming part of the accounts are attached. As per our report of even date attached.			
For, J. K. Shah & Associates Chartered Accountants		For, ROSE MERC LIMITED	
J. K. Shah (Proprietor) Membership No. 42545 Firm Regn No. 109605W Place : Mumbai Date : May 30, 2015		Viren Vora Director DIN: 01446499	Kirti Savla Director DIN: 02003878
		Place : Mumbai Date : May 30, 2015	

ROSE MERC LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015
PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
	Rs.	Rs.
A Cash Flow from Operating Activities		
Net Profit before tax	456,049	139,548
Adjustments for :		
Depreciation	5,723	971
Interest	2,038,944	7,699,394
Preliminary Expenses written off		
Share Issue Expenses written off		
Right Issue Expenses written off		
Other Income	(3,583,239)	(8,870,686)
Operating Profit before Working Capital Changes	(1,082,523.43)	(1,030,773)
Adjustments for :		
(Increase) / Decrease in Inventories	-	-
(Increase) / Decrease in Sundry Debtors	-	(540,000)
(Increase) / Decrease in Loans & Advances	15,499,956	205,046,826
Increase /(Decrease) in Current Liabilities	378,421	(1,061,123)
(Increase) / Decrease in Other assets	(179,121)	(109,447)
Cash generated from Operations	15,699,256	203,336,256
Net Cash Generated from operating activities	14,616,733	202,305,483
Provision for Taxation	145,000	45,000
Net Cash (used) / from Operating Activities	14,471,733	202,260,483
B Cash flow from Investing Activities		
Sale (Purchase) of Fixed Assets	-	-
Sale(Purchase) of Investments	-	2,211,000
Interest & Other Income	3,583,239	8,870,686
Net Cash (used in) / from Financing Activities	3,583,239	11,081,686
C Cash flow from Financial Activities		
Issue of Shares	-	-
Proceeds from long term borrowings	(39,650,884)	(195,846,443)
Short term loans	19,530,753	(7,213,276)
Dividend Paid	-	-
Interest Paid	(2,038,944)	(7,699,394)
Net Cash (used in)/ from Financing Activities	(22,159,075)	(210,759,113)
Net changes in cash & cash equivalents (A + B + C)	(4,104,103)	2,583,056
Cash & cash equivalents - Opening Balance	4,117,400	1,534,344
Cash & cash equivalents - Closing Balance	13,296	4,117,400

We have examined the attached Cash Flow Statement Of Rose Merc Ltd For the year ended 31.3.2015

The Statement has been prepared by the Company in accordance with the requirements of Listing Agreement Clause 32 with Stock Exchange and is based on and in agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company covered by pur report of even date to the Memers of the Company.

For, **J. K. Shah & Associates**
Chartered Accountants

For, **ROSE MERC LIMITED**

J. K. Shah
(Proprietor)
Membership No. 42545
Firm Regn No. 109605W
Place : Mumbai
Date : May 30, 2015

Viren Vora
Director
DIN: 01446499

Kirti Savla
Director
DIN: 02003878

Place : Mumbai
Date : May 30, 2015

ROSE MERC LIMITED				
NOTES TO BALANCE SHEET AND PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015				
		As on 31st March 2015 Rs.		As on 31st March 2014 Rs.
NOTE NO. : 1				
SHARE CAPITAL				
<u>Authorised</u>				
50,00,000 shares of Rs. 10/- each		50,000,000		50,000,000
Issued , Subscribed & Paid up Capital				
996,000 shares of Rs. 10/-each		9,960,000		9,960,000
		9,960,000		9,960,000
Subscribed & Paid up Capital				
996,000 shares of Rs. 10/-each		9,960,000		9,960,000
		9,960,000		9,960,000
There has been no movement in equity share capital as during the year under review the Company has not issued or bought back any shares.				
There is no variation, change, restriction or special status to the equity shares issued by the Company. The equity shares have the rights and covenants as prescribed in the Companies Act, 2013.				

Particulars of shareholders holding more than 5% equity shares of the Company are as follows				
Name of Shareholder	No. of Shares held	% of Holding		
			Vivek Mallik	88,582
Shares reserved for issue under options and contracts/commitments - Nil.				
In the period of five years immediately preceding the date of Balance Sheet, the Company has not allotted any shares without payment being received in cash, nor has it issued any shares by way of bonus shares, nor has it bought back any shares.				
The Company has not issued any securities which are convertible in to equity shares.				
There are no unpaid calls on the equity share capital of the Company.				

NOTE NO. : 2				
RESERVE & SURPLUS				
Profit and Loss Account				
B/f from Previous Year		14,004,126		13,909,878
Add: Surplus during the year		312,139		94,248
		14,316,264		14,004,126

NOTE NO. : 3				
DEFERRED TAX LIABILITIES				
		-		1,090
		-		1,090

NOTE NO. : 4				
LONG TERM BORROWINGS				
- Loans and advances from related parties		-		-
- Other loans and advances		64,300,200		103,951,084
		64,300,200		103,951,084

These loans are Quasi-equity by nature and there terms of repayment are not defined, however from past conduct, they are payable at the convenience of the Company, hence these loans are classified as Long term borrowings.

NOTE NO. : 5				
SHORT TERM BORROWINGS				
- Loans and advances from related parties		-		-
- Other loans and advances		19,530,753		-
		19,530,753		-

NOTE NO. : 6				
OTHER CURRENT LIABILITIES				
Auditors Remuneration Payable		45,506		28,090
Professional Fees Payable		10,000		10,000
		55,506		38,090

ROSE MERC LIMITED				
NOTES TO BALANCE SHEET AND PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015				
		As on 31st March 2015 Rs.		As on 31st March 2014 Rs.
NOTE NO. : 7				
SHORT TERM PROVISIONS				
Provision for Taxation		250,000		105,000
TDS Payable		216,005		-
		466,005		105,000
NOTE NO. : 8				
NON CURRENT ASSETS				
Tangible Assets (as statement annexed)		4,902		5,723
		4,902		5,723
NOTE NO. : 9				
NON CURRENT INVESTMENTS				
- Investment in Equity Instruments		501,600		501,600
		501,600		501,600
All the above investments are in the nature of trade investments.				
Investments are value at their respective cost of acquisition.				
All the above shares are fully paid up and the Company has no further obligations towards them.				
Aggregate amount of provision for diminution in value of investments Rs . Nil				
NOTE NO. : 10				
LONG TERM LOANS AND ADVANCES				
- Capital advances		-		-
- Security deposits		-		-
- Loans and advances to related parties		-		-
- Other loans and advances		107,225,264		122,725,220
		107,225,264		122,725,220
All the above long term loans and advances are unsecured and considered good for recovery.				
Long term loans and advances include Rs. Nil due from directors and other officers of the Company or entities in which directors and other officers of the Company are interested.				
NOTE NO. : 11				
TRADE RECEIVABLES				
Abhinandan Leasing & Finance Ltd (Less than six Months)		540,000		540,000
		540,000		540,000
NOTE NO. : 12				
CASH AND CASH EQUIVALENTS				
Cash in Hand		5,681		65,801
Cash at Bank				
Progressive Co-op. Bank Ltd. (Dadar) -1544	7,615		7,615	
HDFC Bank- 00602320017566	-	7,615	4,043,983	4,051,598
		13,296.31		4,117,399.72
NOTE NO. : 13				
SHORT TERM LOANS & ADVANCES				
T.D.S (A.Y. 15-16)		179,121		-
T.D.S (A.Y. 14-15)		109,447		109,447
T.D.S (A.Y. 13-14)		60,000		60,000
		348,568		169,447
NOTE NO. : 14				
INCOME				
Advisory Fees		600,000		600,000
Interest Income		2,983,239		8,270,686
		3,583,239		8,870,686

ROSE MERC LIMITED				
NOTES TO BALANCE SHEET AND PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015				
		As on 31st March 2015		As on 31st March 2014
		Rs.		Rs.
NOTE NO. : 15				
EMPLOYEE BENEFITS EXPENSES				
Directors Remuneration		195,000		370,000
Salaries and Wages		401,400		351,150
Staff Welfare Expenses		24,000		11,525
		620,400		732,675
NOTE NO. : 16				
FINANCE COSTS				
Interest Expenses		2,038,944		7,699,394
		2,038,944		7,699,394
NOTE NO. : 17				
OTHER EXPENSES				
Advertising Expenses		39,051		40,984
Auditors Remuneration		50,562		28,090
Conveyance Expenses		12,000		17,025
Computer Expenses		3,075		-
Filing expneses		5,590		8,710
Legal & Professional Fees		156,642		129,741
Listing Fees		131,460		22,472
Office Expenses		49,500		33,200
Postage & Courier		5,350		6,168
Profession Tax		2,500		2,500
Stationery & Printing Charges		3,035		6,217
Telephone Expenses		3,358		2,991
		462,123		298,098
NOTE NO. : 18				
Deferred Tax		-		300
		-		300

ROSE MERC LIMITED											
NOTE No. 8 TO BALANCE SHEET AND PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015											
Fixed Assets	Gross Block					Accumulated Depreciation				Net Block	
	Balance as at 1 April 2014	Additions/ (Disposals)	Acquired through business combinations	Revaluations/ (Impairments)	Balance as at 31 March 2015	Balance as at 1 April 2014	Depreciation charge for the year	Adjustment due to revaluations/ disposals	Balance as at 31 March 2015	Balance as at 1 April 2014	Balance as at 31 March 2015
Tangible Assets											
Air Conditioner	11,000				11,000	9,665	186.00	-	9,851	1,335	1,149
Fax Modem	14,500				14,500	13,102	194.00		13,296	1,398	1,204
Television	8,240				8,240	7,372	121.00		7,493	868	747
Telephone	1,060				1,060	961	14.00		975	99	85
Mobile Phone	21,300				21,300	19,369	269.00		19,638	1,931	1,662
Computer	102,250				102,250	102,158	37.00		102,195	92	55
Total	158,350	-	-	-	158,350	152,627	821.00	-	153,448	5,723	4,902
Previous Year	158,350	-	-	-	158,350	150,497	1,159	-	151,656	7,853	6,694

ROSE MERC LIMITED**NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED ON 31.03.2015****SIGNIFICANT ACCOUNTING POLICIES AND NOTES OF ACCOUNTS:****Basis of Accounting:**

The financial statements are prepared under historical cost convention and comply with applicable accounting standards issued by the Institute of Chartered Accountants of India and relevant provisions of the Companies Act, 2013.

AS 1 Accounting Convention

The accounts have been prepared under the historical cost convention. The Company follows the mercantile system of accounting and recognises income and expenditure on accrual basis. The scope of audit covers all aspects of principal, standard accounting policies.

AS 2 Valuation of Inventories

The Company is engaged in the business of Trading of General Merchandise and allied items along with finance and investment based activities. The Valuation is based on lower of Cost or Realisable Value. However the company was holding no stock at the year end.

AS 3 Cash Flow Statements

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

AS 4 Contingencies and events occurring after Balance Sheet Date:

There are no contingencies and events occurring after the Balance Sheet date affecting the financial position of the Company.

AS 5 Prior Period And Extra Ordinary Items

There are no material changes or credit which arises in current period, on account of errors or omissions in the preparation of financial statements for one or more prior periods.

AS 6 -Depreciation:

Depreciation on fixed assets is provided on Written Down Value method in respect of Fixed Assets at rates prescribed under schedule II of the Companies Act 2013.

AS 9: Revenue Recognition:

All revenues are generally recognised on accrual basis.

AS 10: Accounting for Fixed Assets:

Fixed assets are stated at cost of acquisition. Acquisition cost includes taxes, duties, freight, insurance and other incidental expenses related to acquisition and installation where applicable. Revenue expenses incidental and related to projects are capitalized along with the related fixed assets, where appropriate.

Fixed Assets are stated at cost less accumulated depreciation.

AS 11: The effect of Changes in Foreign Exchange Rates:

Earning in Foreign Exchange is NIL (Previous Year Rs. NIL)

Expenditure in Foreign Currency is Rs. NIL (Previous Year Rs. NIL)

AS 13: Accounting for Investments

Investments are shown at Cost as the Investment being Non Current Asset. The Investments made are in the nature of Unquoted Equity Instruments Rs. 5,01,600/-

The Provision for increase or decrease in value of Shares is not provided as it is considered temporary.

AS15 - Retirement Benefits:

The Provisions of the Employees State Insurance Act are not applicable to the company. Therefore no provision for Gratuity is made or provided for.

AS16 – Borrowing Costs:

Borrowing costs include interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss.

AS 17 Segment Reporting:

The Company's operations consist of Trading and Finance Based Activities. Hence, there are no reportable segments under Accounting Standard - 17. During the year under report, the Company has engaged in business in India only and not in any other Country. The conditions prevailing in India being uniform, no separate geographical disclosures are considered necessary.

As 18: Related Party Transactions: The disclosure pertaining to the related party transactions, as required by the accounting standard 19(AS-18) by the Institute of Chartered Accountants of India, as applicable, is indicated below:

List of related parties with whom transactions have been taken place during the year.

Transactions with Key Management Personnel –

Remuneration to Directors:

Name of Director	F.Y. 2014-15	F.Y. 2013-14
Shri Chetan Dogra	Rs. 0/-	Rs. 2,50,000/-
Shri Viren Vora	Rs. 15,000/-	Rs. 0/-
Shri Kirti Savla	Rs. 1,80,000/-	Rs. 1,20,000/-

AS 19 Leases:

The Company has not leased out any of its assets nor has taken any assets on lease therefore comment on the said clause is not necessary.

AS 20: Earning Per Share (EPS)

Particulars	F.Y. 2014-15	F.Y. 2013-14
Weighted Average No. of Equity Shares	9,96,000	9,96,000
Net Profit/(Loss) after tax available for Equity Share Holders Rs.	315,697	94,248
Basic & Diluted Rs.	0.32	0.09
Nominal Value per Share Rs.	10	10

AS 21 Consolidated Financial Statements:

Since the Company does not have Subsidiary Company. The Accounting Standard 21 regarding Consolidated Financial Statements is not applicable.

AS 22 Taxes on Income:

Current tax is determined as the amount of tax payable in respect of taxable income for the period.

Provision for Taxation:

Provision for Income Tax Rs.1,45,000/-(Previous year Rs.45,000/-) is provided for as per the provisions of the Income Tax Act,1961.

Provision for Deferred Taxation:

Deferred tax is recognized on timing difference; being the difference between taxable income and accounting income that originate between in one period and are capable of being reversed in one or more subsequent periods.

Deferred tax assets are recognized on unabsorbed depreciation and carry forward losses unless there is virtual uncertainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

AS 28 Impairment of Assets:

In view of Accounting Standard required by AS-28 Impairment of Assets issued by ICAI, the Company has reviewed its fixed assets and does not expect any loss as on 31st March 2015 on account of impairment in addition to the provision already made in the books.

AS 29 Contingent Liabilities:

Since there are no contingent liabilities in preparation of accounts, the company has not made any provisions for the same. Demand for Rs.4,60,270/- for A.Y. 2007-08 towards Income Tax vide order passed u/s 143(3) against which the Company against which Rs.1,50,000/- have been paid and preferred an appeal with relevant authorities and is pending before ITAT. Similarly in respect of AY 2009-10 the Demand for Rs.3,70,480/- towards Income Tax vide order passed u/s 143(3) against the appeal with relevant authorities has been preferred and is pending before CIT (Appeals)

As per the information and explanation given to us, there are no amounts remaining unpaid to any Micro, small and medium enterprise under Micro, Small & Medium Enterprise Act, 2006.

Provision for Bad and doubtful debts:

The management reviews on a periodical basis, the loans or debts outstanding with a view to determining whether the loans and or debts are good, bad, or doubtful. After taking into consideration all the relevant aspects including the financial condition of the borrowers, the management determines whether the loan asset is doubtful or bad, wholly or in part. On the basis of such review and in pursuance of other prudent financial considerations, the Board of Directors determines the extent of provision required to be created in respect of loan assets. No Provision for the same has been considered necessary for the year.

The deductions are settled from time to time and written off accordingly in the books of accounts. The supporting evidence or confirmatory documents are not maintained.

In the opinion of the Board, current assets and loans and advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated and provisions for all known and determined liabilities are adequate and not in the excess of the amount reasonably necessary.

Supporting Evidence of debits & Credits:

Wherever supporting and evidences are not available they are taken as appearing in the books of accounts and certified by the management as exclusively and necessary for the business purposes. The balances of sundry debtors, creditors, loans and advances & other liabilities are subject to confirmation and reconciliation, if any.

The schedule III to the Companies Act 2013 has become effective from 1st April 2014 for the preparation of financial statements. This has significantly impacted the disclosure & presentation made in the financial statements.

Previous years' figures have been regrouped / reclassified wherever necessary to correspond with the current years' classification /disclosure

As Per Our Report of Even Date

For, **J. K. Shah & Associates**
Chartered Accountants

For, **Rose Merc Limited**

J.K. Shah
Proprietor
FRN: 109605W
Mem. No. 42545

Viren Vora
Director
DIN: 01446499

Kirti Savla
Director
DIN: 02003878

Place: Mumbai
Date: May 30, 2015

Place: Mumbai
Date: May 30, 2015

ROSE MERC LIMITED

CIN: L24110MH1985PLC035078

Regd. Office: Office No. 5, Mangaldeep Chs, Opp. St. Joseph School Sector - 4, Kalamboli, Navi Mumbai, Mumbai City – 410 218

Phone: +91-22-60602719 **Email:** rmltd1985@gmail.com

ATTENDANCE SLIP

Regd. Folio No./DP Id No.*/Client Id No.*	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS) (Applicable for investor holding shares in electronic form.)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the 31st Annual General Meeting of the Members of Rose Merc Limited held on Wednesday, September 30, 2015 at 12.00 noon at the registered office of the Company situated at Office No. 5, Mangaldeep Chs, Opp. St. Joseph School Sector - 4, Kalamboli, Navi Mumbai, Mumbai City – 410 218.

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

Notes: Please fill up this attendance slip and hand it over at the entrance of the venue of meeting. Members are requested to bring their copies of the Annual Report to the AGM.

-----Please tear here-----

PROXY FORM

(Form No. MGT-11 - Pursuant to section 105(6) of the Companies Act, 2013 Rules made thereunder)

Name of the member(s)	
Registered Address	
E-mail Id	
Folio No/Client Id	

I/We, being the member (s) of.....shares of the above named company, hereby appoint

- Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or failing him
- Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or failing him
- Name: _____
Address: _____
E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Members of Rose Merc Limited to be held on Wednesday, September 30, 2015 at 12.00 noon at the registered office of the Company situated at Office No. 5, Mangaldeep Chs, Opp. St. Joseph School Sector - 4, Kalamboli, Navi Mumbai, Mumbai City – 410 218 and/or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary businesses				
1.	Adoption of financial statements			
2.	Appointment of Mr. Kirti Savla as a director liable to retire by rotation			
3.	Ratification of appointment of Statutory Auditors and fix their remuneration			
Special Businesses				
4.	Appointment of Mr. Mayur Parikh as an Independent Director of the Company.			

Signed this.....day of.....2015

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp of not
less than
Rs. 1

Note:

- This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting (on or before September 28, 2015 at 12:00 noon)
- It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.