

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

To
The General Manager
Department of Corporate Services
BSE Limited
P. J. Towers, Dalal Street,
Mumbai – 400001

Date: June 28, 2022

Dear Sir,

Sub: Notice of Extra Ordinary General Meeting of the Company
Ref: Rose Merc Limited. (Security Id: ROSEMER, Code: 512115)

Pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, please find enclosed herewith the Notice of Extra Ordinary General Meeting (EOGM) of Rose Merc Limited, scheduled to be held on Thursday, 21st July , 2022 at 03:00 P.M at the Board Room, 1st Floor, Hotel Sea Princess, Juhu Tara Road, Juhu Beach, Mumbai - 400049, Maharashtra

We kindly request you to take the above said on record.

Thanking You,

Your faithfully,

For, Rose Merc Limited


Kirti Savla
Managing Director
DIN: 02003878



Rose Merc Limited

Registered Office: Office No G-2, Ground Floor, Part-A, Mangal Mahesh CHS, 14th Road Khar (West),
Mumbai – 400052, Maharashtra

CIN: L24110MH1985PLC035078 E mail id: rmltd1985@gmail.com Website: www.rosemercld.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an **Extra-Ordinary General Meeting ('EOGM')** of the Members of ROSE MERC LIMITED (CIN: L24110MH1985PLC035078) will be held on Thursday, 21st July, 2022 at 3.00 p.m. at the Board Room, 1st Floor, Hotel Sea Princess, Juhu Tara Road, Juhu Beach, Mumbai 400049. Maharashtra, to transact the following business;

SPECIAL BUSINESS

ITEM NO. 1: TO APPROVE ISSUE OF EQUITY WARRANTS CONVERTIBLE INTO EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS:

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

RESOLVED THAT pursuant to the provisions of Sections 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the "CA 2013"); and in accordance with the provisions of the Memorandum and Articles of Association of the Company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended ("ICDR Regulations"); iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015, (iv) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, stock exchange and/or any other statutory / regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, issue, offer and allot 21,75,000 (Twenty One Lakhs Seventy Five Thousand) Equity Warrants Convertible ('Convertible Warrants') into equivalent number of equity shares of the Company of face value of Re. 10/- (Rupee Ten Only) each ("Equity Shares"), in dematerialized form, on Preferential allotment basis, to non-promoters at Rs. 24.25(including premium of Rs. 14.25) as determined in accordance with Regulation 165 read with 166A of SEBI (ICDR) Regulations, to the following subscribers:

Sr. No.	Name of the proposed Allottees	Nature of persons who are the ultimate beneficial owner	No of Convertible Warrants to be allotted	Category	Allottee is: QIB/MF/FI/Trust/Banks
1	Nipa Anil Haria	Individual	4,75,000	Non-Promoter	Not applicable

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2	Vaishali Parkar Kumar	Individual	4,75,000	Non-Promoter	Not applicable
3	PathikMayurbhai Parikh	Individual	83,000	Non-Promoter	Not applicable
4	Padmaja Suresh Ambekar	Individual	4,75,000	Non-Promoter	Not applicable
5	Khushboo Himanshu Gandhi	Individual	75,000	Non-Promoter	Not applicable
6	Jovita Himanshu Gandhi	Individual	75,000	Non-Promoter	Not applicable
7	Bijal Himanshu Gandhi	Individual	1,00,000	Non-Promoter	Not applicable
8	K A Gandhi (HUF)	HUF: 1.Kaushal Ashwin Gandhi (Karta) 2. Kinjal Kaushal Gandhi (Co-parcener) 3.Naysa Kaushal Gandhi (Co-parcener)	84,000	Non-Promoter	Not applicable
9	Chitra Agarwal	Individual	50,000	Non-Promoter	Not applicable
10	Mrudul Girish Gokhale	Individual	50,000	Non-Promoter	Not applicable
11	Mukesh Jugaldas Desai	Individual	83,000	Non-Promoter	Not applicable
12	Sudhir VamanPadiyar	Individual	50,000	Non-Promoter	Not applicable
13	PriyadarshiVishwanath Srivastava	Individual	50,000	Non-Promoter	Not applicable
14	Punam Arora	Individual	50,000	Non-Promoter	Not applicable
	TOTAL		21,75,000		

RESOLVED FURTHER THAT the said Warrants shall be converted within a period not exceeding 18 (Eighteen) months from the date of allotment of the Warrants, in one or more tranches, in accordance with the SEBI Regulations and other relevant regulations as may be prevailing at the time of allotment of equity shares, and that the Warrants so issued or allotted give rise (on allotment or conversion/ exercise of right) to not more than 21,75,000 (Twenty One Lakhs Seventy Five Thousand) Equity Shares of Rs. 10/- each fully paid-up.

RESOLVED FURTHER THAT the warrants shall be issued by the Company on the following terms and conditions:

- An amount equivalent to 25% of the exercise price of the Equity Shares arising out of the Warrants shall be payable at the time of making the application for Warrants, which amount will be kept by the Company as a deposit to be adjusted and appropriated against the price of the Equity Shares payable by the Warrant Holder at the time of exercising the option;

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- ii. In the event the Warrant Holder does not exercise the option of conversion within 18 months from the date of allotment of Warrants, the Warrants shall lapse and the deposit of 25% as indicated in point (i) above shall be forfeited by the Company;
- iii. The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid, shall be governed by the respective provisions of the Companies Act, 2013, the Memorandum & Articles of Association of the Company and also the Guidelines/Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof;
- iv. Each convertible warrant shall be convertible into one (1) equity share of face value of Rs. 10/- per share;
- v. The equity shares allotted, upon conversion of convertible equity warrants to be issued on preferential basis to above allottees, shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018; and
- vi. Upon exercise by Equity Warrant Holder, the option of conversion of any or all of the Equity Warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to Equity Warrant Holder(s), evidence of the credit of the Equity Shares to the depository account of Equity Warrant Holder(s) and entering the name of Equity Warrant Holder(s) in the records of the Company (including in the Register of Members of the Company) as the registered owner of such Equity Shares.

RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the Convertible Equity Warrants to be issued and allotted as above shall be 21st June, 2022, being the working day immediately preceding the date 30 (thirty) days prior to the date of declaration of results of General Meeting to approve this offer.

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

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from Ms Kavita Raju Joshi Practicing Company Secretary (FCS No. 9074 CP No.8893) certifying that the above issue of warrants convertible into equivalent number of equity shares of the Company is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT the Equity Warrants shall be issued and allotted by the Company to the Equity Warrants Holders within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the said Equity Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act 2013, the names of the Subscribers be recorded for the issue of invitation to subscribe to the Convertible Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the

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Subscribers inviting the Subscribers to subscribe to the Convertible Warrants, as per the draft tabled at the Meeting and duly initialled by the Chairman for the purpose of identification and consent of the Company be and is hereby accorded to the issuance of the same to the Subscribers inviting the Subscribers to subscribe to the Convertible Warrants.

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

RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the Convertible Warrants and issue of Equity Shares of the Company upon the conversion of such warrants, Mr. Kirti Savla, Chairman & Managing Director and Mr. Monil Shah, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Convertible Warrants, as may be required, issuing clarifications on the issue and allotment of the Convertible Warrants, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Convertible Warrants and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

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

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

ITEM NO. 2: TO APPROVE THE CHANGE OF REGISTERED OFFICE OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of section 12 of the Companies Act, 2013 and any other provisions applicable and Companies (Incorporation) Rules, 2014 if any, consent of the Members of the Company be and is hereby accorded to shift the registered office of the Company from Office No G-2, Ground Floor, Part-A, Mangal Mahesh CHS, 14th Road Khar (West), Mumbai -

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400052 Maharashtra to Office No. 12, Priyadarshani Roj Bazar, Sector 10, Khanda Colony, Panvel–
410206, District Raigad, Maharashtra.

RESOLVED FURTHER THAT for the purpose of giving effect, Mr. Kirti Savla, Chairman & Managing Director and Mr. Monil Shah, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of E-form INC-22 as return of Change in address of registered office with the Registrar of Companies and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

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

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

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

**Kirti Chunilal Savla
Managing Director
DIN:02003878**

**Place: Mumbai
Date: 21st June, 2022**

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NOTES:

1. The Explanatory Statement and reasons for the proposed Ordinary Resolution(s) pursuant to Section 102 of the Act setting out material facts are appended herein below. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') forms part of the Explanatory Statement forming part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A Member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or Shareholder. Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than forty-eight hours before the commencement of the Meeting. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution / authority, as applicable. A Proxy Form is annexed to this Notice.
3. The Notice of the EOGM along with the Attendance slip and Proxy form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
4. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the Meeting and tender the same at the venue of the Meeting.
5. Corporate Members are required to scan and send a certified true copy of the Board Resolution, pursuant to Section 113 of the Act, authorizing their representatives to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to ngshah.cs@gmail.com with a copy marked to the Company on rmltd1985@gmail.com
6. In case the shareholder's e-mail ID is already registered with the Company/Link Intime India Private Limited, the Registrar and Transfer Agent ('LIPL')/Depositories, log in details for e-voting shall be sent on the registered e-mail address.
7. In the case of shares held in demat mode, the shareholder may contact the Depository Participant ('DP') and register the e-mail address in the demat account as per the process followed and advised by the DP
8. Shareholders seeking any information with regard to the matter to be placed at the EOGM are requested to write to the Company on rmltd1985@gmail.com at least 10 days before the meeting so as to enable the management to keep the information ready. During the EOGM, all the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members.
9. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EOGM is enclosed.

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II. Instructions for voting through Electronic Voting:

1. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations, and in terms of Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 issued by SEBI in relation to remote e-Voting Facility, the Members are provided the facility to cast their vote electronically, through the remote e-voting services for voting on the resolution(s) set out in this EOGM Notice. The facility is being provided by National Securities Depository Limited ('NSDL').
2. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the EOGM) is **July 14, 2022** ('Cut-off Date'). Please note that Members can opt for only one mode of voting i.e., either by voting at the meeting or remote e-voting. If Members opt for remote e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
3. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice, and holds shares as on Cut-off Date, may obtain the login ID and password by sending a request at rnt.helpdesk@linkintime.co.in. Only a Member who is entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on Cut-off Date should treat the same as intimation only.
4. The Board of Directors has appointed Mr. Nilesh Shah, Partner of M/s. Nilesh Shah & Associates., Practising Company Secretaries in Practice (Membership No.: F4554 / COP:2631) as the Scrutinizer to scrutinize the remote e-voting and the voting process at the EOGM in a fair and transparent manner.
5. The Scrutinizer will submit his consolidated Report to the Chairman after the completion of scrutiny and the result of the voting will be declared within Two (2) working days of conclusion of the meeting.
6. The declared Results along with the report of the Scrutinizer shall be placed on the website of the Company at www.rosemercld.com and on the website of NSDL at www.evoting.ndsl.com immediately after the declaration of result by the Chairman & Managing Director of the Company. The results and will simultaneously be communicated to BSE Limited where Equity shares of the Company are listed.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on **Monday, July 18, 2022 at 9:00 A.M.** and ends on **Wednesday, July 20, 2022 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Thursday, July 14, 2022**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **July 14, 2022**.

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

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

Step 1: Access to NSDL e-Voting system

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





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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

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	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43
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B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number

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for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

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

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Mr. Nilesh Shah at ngshah.cs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon

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five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front andback), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to rmltd1985@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to rmltd1985@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode](#).
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

As required by Section 102 (1) of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relation to the business mentioned under item No. 1 & 2 of the accompanying Notice:

ITEM NO. 1: ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS:

As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders passed through E-Voting is required for Issue of Equity Warrants convertible into Equity Shares on preferential basis and hence the resolution is placed before the shareholders.

In terms of the provisions of the Companies Act, 2013 and as per Regulation 163 and other applicable regulation of Chapter V – Preferential Issue of SEBI ICDR Regulations, the required disclosures regarding proposed issue are as under:-

1. Objects of this issue:

To meet general business requirements addressing Working Capital needs as well as expansion of Business activities.

2. Intent of Promoters/Directors / Key Management Persons to subscribe to the preferential issue:

None of promoters / directors / key management personnel of the Company intend to subscribe in the proposed issue of convertible warrants.

3. Maximum number of specified securities to be issued:

The Company intends to issue a maximum of 21,75,000 convertible warrants which upon conversion will be equivalent to 21,75,000 equity shares of face value Re. 10/- per share at a price of Rs. 24.25 (including premium of Rs. 14.25) as determined under Regulation 165 read with Regulation 166A of SEBI (ICDR) Regulations, 2018.

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

SR. NO.	CATEGORY	PRE-ISSUE *		POST-ISSUE (Upon conversion in 18 months from date of allotment)	
		No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding
A	Promoters' holding:				
	Individual	7200	0.72	7200	0.23

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	Bodies Corporate	-	-	-	-
	Sub Total (A)	7200	0.72	7200	0.23
B	Non-Promoters' holding:				
	Individual	988800	99.28	3079800	97.12
	Bodies Corporate	-	-		
	Others [including HUF, NRI, IEPF Authorities, etc.]	-	-	84000	2.65
	Sub Total (B)	988800	99.28	3163800	99.77
	GRAND TOTAL (A+B)	996000	100.00	3171000	100.00

***Notes:-**

1. The above shareholding pattern has been prepared on the basis of shareholding as on March 31, 2022 as provided by the Registrar and Share Transfer Agent and filed by the Company with the Stock Exchanges.
2. The post-issue shareholding pattern has been arrived on the assumption that 21,75,000 convertible equity warrants will be subscribed in total and be converted into equivalent number of equity shares by the proposed allottees, as stated above. In the event for any reason, the proposed allottees do not or are unable to subscribe to and/or are not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes
3. It is further assumed that shareholding of the Company in all other categories will remain unchanged.

5. Proposed time within which the preferential issue shall be completed:

The Company proposes to complete the issue of convertible warrants on preferential basis on or before the fifteenth day from the date of passing of this special resolution or from the date of receipt of any approval for such allotment from any regulatory authority or the Central Government, whichever is later.

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

6. The Identity of the proposed Allottee and the percentage of post preferential issue capital that may be held by them:

Sr. No.	Name of the proposed allottee	The natural persons who are ultimate beneficial owner	Pre-Issue			Number of Equity Shares proposed to be allotted	Post-Issue (Refer Note 1 below)		
			Category (Promoter /Non-Promoter)	No. of Shares	Percentage holding (%)		Category (Promoter /Non-Promoter)	No. of Shares	Percentage holding (%)
1	Nipa Anil Haria	Individual	Non-Promoter	-	-	4,75,000	Non-Promoter	4,75,000	14.98%

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2	Vaishali Parkar Kumar	Individual	Non-Promoter	-	-	4,75,000	Non-Promoter	4,75,000	14.98%
3	PathikMayurbhai Parikh	Individual	Non-Promoter	-	-	83,000	Non-Promoter	83,000	2.62%
4	Padmaja Suresh Ambekar	Individual	Non-Promoter	-	-	4,75,000	Non-Promoter	4,75,000	14.98%
5	Khushboo Himanshu Gandhi	Individual	Non-Promoter	-	-	75,000	Non-Promoter	75,000	2.37%
6	Jovita Himanshu Gandhi	Individual	Non-Promoter	-	-	75,000	Non-Promoter	75,000	2.37%
7	Bijal Himanshu Gandhi	Individual	Non-Promoter	-	-	1,00,000	Non-Promoter	1,00,000	3.15%
8	K A Gandhi (HUF)	HUF: 1.Kaushal Ashwin Gandhi (Karta) 2. Kinjal Kaushal Gandhi (Co-parcener) 3.Naysa Kaushal Gandhi (Co-parcener)	Non-Promoter	-	-	84,000	Non-Promoter	84,000	2.65%
9	Chitra Agarwal	Individual	Non-Promoter	-	-	50,000	Non-Promoter	50,000	1.58%
10	Mrudul Girish Gokhale	Individual	Non-Promoter	-	-	50,000	Non-Promoter	50,000	1.58%
11	Mukesh Jugaldas Desai	Individual	Non-Promoter	-	-	83,000	Non-Promoter	83,000	2.62%
12	Sudhir VamanPadiyar	Individual	Non-Promoter	-	-	50,000	Non-Promoter	50,000	1.58%
13	PriyadarshiVishwanath Srivastava	Individual	Non-Promoter	-	-	50,000	Non-Promoter	50,000	1.58%
14	Punam Arora	Individual	Non-Promoter	-	-	50,000	Non-Promoter	50,000	1.58%
	Total			-	-	21,75,000		21,75,000	68.59%

Notes:

1. Post conversion of warrants into equivalent number of equity shares of face value Res. 10/-.
2. The allotment of the Equity Warrants is subject to Proposed Allottees not having sold any Equity Shares of the Company during the 90 (Ninety) trading days preceding the 'relevant date' i.e. June 21, 2022. The Proposed Allottees have represented to the Company that they have not sold any

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equity Shares of the Company during the 90 (Ninety) trading days preceding the relevant date and they holds all the Equity Shares (if any) in Dematerialized Form only. Further, all the Proposed Allottees have submitted their respective Permanent Account Number to the Company.

7. Lock in period:

The convertible warrants allotted on preferential basis and the equity shares to be allotted upon conversion of such convertible warrants shall be subject to lock in as per the applicable provision under Chapter V – Preferential Issue of SEBI ICDR Regulations, 2018.

8. Change in the control, if any:

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares upon conversion of warrants allotted on preferential allotment.

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

Not Applicable.

10. Price of the issue: -

The offer price of each convertible equity warrant of face value Rs. 10/- each is Rs. 24.25 (including a premium of Rs. 14.25 per warrant) as determined under Regulation 165 read along with Regulation 166A of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018. The Valuation Report and the Pricing Certificate so obtained from the professional is available at the registered office of the Company for your review and is placed on the website of the Company at <http://www.rosemerc ltd.com/>.

Please note that upon conversion the proposed allottee will receive equivalent number of equity shares of face value Rs. 10/- each.

11. Relevant Date:

The Relevant Date on the basis of which the price of the Convertible Equity Warrants is determined is 21st June, 2022.

12. Compliance Certificate from Practising Company Secretary:

A copy of the Compliance Certificate as issued by the Practising Company Secretary, from Ms Kavita Raju Joshi (FCS No. 9074 CP No.8893, Practising Company Secretaries certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till the date of declaration of Postal Ballot results. Further, a copy of the Compliance Certificate is also available in the “Investors” tab on the website of the Company at the following link: <http://www.rosemerc ltd.com/>.

13. Other terms of issue for convertible warrants:

(a) The proposed allottee of the Warrants shall on or before the date of allotment of Warrants,

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pay an amount equivalent to at least 25% of the total consideration per Warrant.

- (b) The holder(s) of each Warrant will be entitled to apply for and obtain allotment of one equity share against such Warrant at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment, in one or more tranches. At the time of exercise of entitlement, the Warrant holder shall pay the balance of the consideration towards the subscription to each equity share.
- (c) If the entitlement against the Warrants to apply for equity shares is not exercised within the aforesaid period, the entitlement of the Warrant holders to apply for the equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrants shall stand forfeited.
- (d) Upon receipt of the requisite payment as above, the Board (or a Committee thereof) shall allot one equity share against each Warrant by appropriating Rs.10/- per equity share towards equity share capital and the balance amount paid against each Warrant towards the securities premium amount, if any.
- (e) The Warrant by itself till converted into equity shares, does not give to the holder(s) thereof any rights of the shareholders of the Company.
- (f) The equity shares issued as above shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid up equity shares of the Company.

14. Undertakings

- (a) The Issuer Company undertakes that they shall re-compute the price of the Convertible Warrants in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.
- (b) The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the convertible warrants / equity shares issued upon conversion of warrants shall continue to be locked-in till the time such amount is paid by the allottees.
- (c) The entire pre-preferential holding of the proposed allottees shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

15. Wilful Defaulter or Fraudulent Borrower

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

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Promoters, Directors, Key Managerial personnel of the Company are in any way, directly or indirectly concerned or interested in the resolution.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval of Members.

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ITEM NO. 2: TO APPROVE THE CHANGE OF REGISTERED OFFICE OF THE COMPANY:

As per Provision of section 12 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 relating to be procedure to be followed for shifting of registered office of Company outside the local limits of any city or town requires approval of the members by Special Resolution.

The Registered office of the Company is presently situated in Office No G-2, Ground Floor, Part-A, Mangal Mahesh CHS, 14th Road Khar (West), Mumbai- 400052 Maharashtra. Now the Board of Directors of the company at its meeting held on 21st June, 2022 decided that the registered office of the Company is to be shifted to Office No. 12, Priyadarshani Roj Bazar, Sector 10, Khanda Colony, Panvel– 410206, District Raigad, Maharashtra, a place outside the local limits of the city where the company's registered office is presently situated but which is situated within the same State and within the same ROC with a view to improve operational efficiency, the Board of Directors Considered and subject to approval of members, approved the proposal of shifting registered office to Office No. 12, Priyadarshani Roj Bazar, Sector 10, Khanda Colony, Panvel– 410206, District Raigad, Maharashtra.

The Board recommends the proposed special resolution to the members of the Company for their consideration and approval.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution of item.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval of Members.

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

**Kirti Chunilal Savla
Managing Director
DIN:02003878**

**Place: Mumbai
Date: 21st June, 2022**

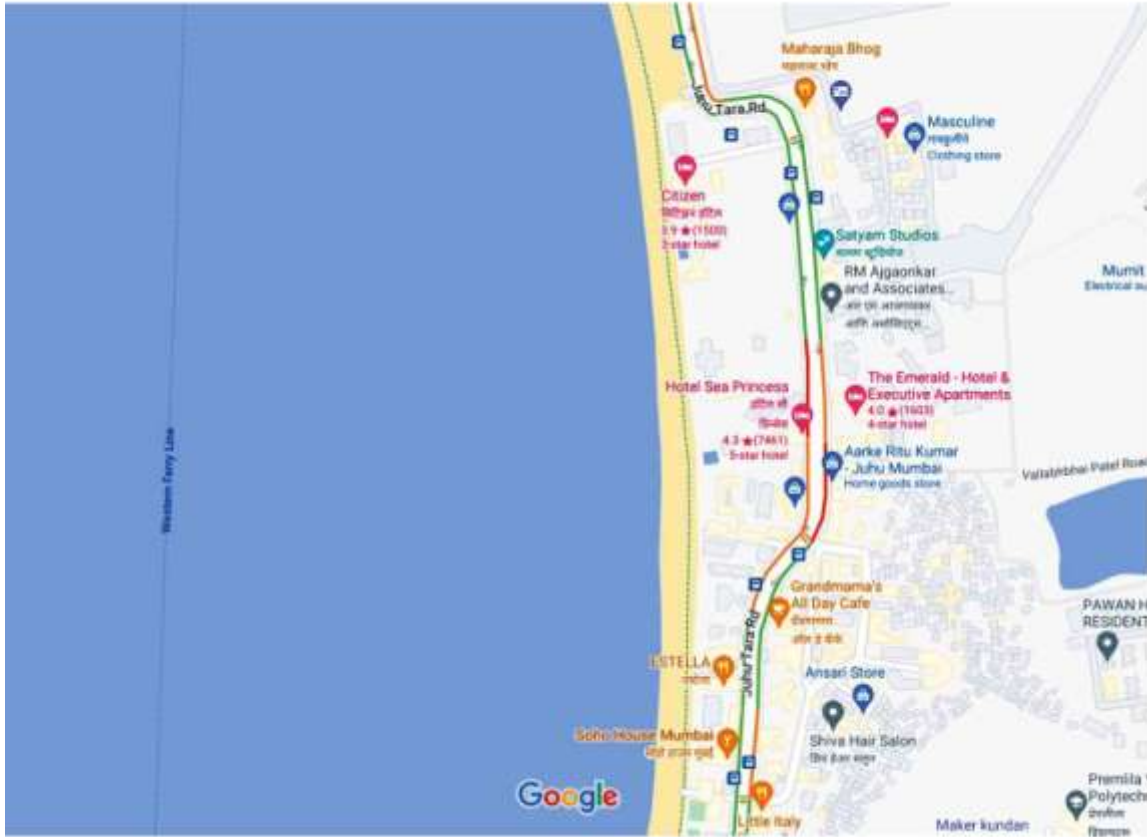
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ROUTE MAP TO THE VENUE OF EXTRA-ORDINARY GENERAL MEETING



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ATTENDANCE SLIP

(to be handed over at the Registration counter)
EXTRA-ORDINARY GENERAL MEETING

Registered Folio No./DP ID No. / Client ID No.	
Name and address of the Member(s)	
Joint Holder 1	
Joint Holder 2	
Number of Shares held:	

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the Extra-Ordinary General Meeting of the Company to be held on Thursday, July 21, 2022 at 3.00 p.m. at Hotel Sea Princess, Juhu Tara Road, Juhu Beach, Mumbai 400049. Maharashtra.

Name of the member / proxy

Signature of member / proxy

Note:

1. Please fill up the attendance slip and hand it over at the entrance of the meeting hall.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL

EVSN (Electronic Voting Sequence Number)	*Default PAN
119713	

*Only Member who have not updated their PAN with Company / Depository Participant shall use default PAN in the Pan Field.

Note: Please read the instructions printed in the Notice of the Extra-Ordinary General Meeting dated July 21, 2022. The Voting period starts from **Monday, July 18, 2022 at 9.00 a.m** and ends on **Wednesday, July 20, 2022 at 5.00 p.m**. The voting module shall be disabled by NSDL for voting thereafter.

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FORM NO MGT - 11

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):		Folio No. / Client ID:	
Registered address:		DP ID:	
E-mail Id:			

I/ We being the member(s) of shares of the above named Company hereby appoint:

- 1) Name: _____ Address: _____
_____ Email id: _____ or falling him;
- 2) Name: _____ Address: _____
_____ Email id: _____ or falling him;
- 3) Name: _____ Address: _____
_____ Email id: _____ or falling him;

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ behalf at the **EXTRA-ORDINARY GENERAL MEETING** of the Company at at Hotel Sea Princess, Juhu Tara Road, Juhu Beach, Mumbai 400049. Maharashtra. on **Thursday, July 21, 2022 at 3.00 p.m.**, and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution	For	Against
1.	Issue of 21,75,000 Convertible Equity Warrants		
2.	Change of Registered Office of the Company		

Affix
Revenue
Stamp

Signed this _____ day of _____ 2022

Signature of the Shareholder _____

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

NOTES:

1. Please put a tick mark 'V' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.