

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: September 29, 2018

Dear Sir,

Sub: Voting Result along with scrutinizer's report of 34th Annual General Meeting of the members of the Company pursuant to Regulations 44(3) of the SEBI (LODR) Regulations, 2015

Ref: Rose Merc Limited. (Security Id: ROSEMER, Code: 512115)

Dear Sir

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Rose Merc Limited ("the Company") had provided remote e-voting facility to the Members to enable them to cast their vote electronically on the resolutions proposed in the Notice of 34th Annual General Meeting (AGM). The remote e-voting was open from 9.00 a.m. on September 25, 2018 up to 5.00 p.m. on September 27, 2018.

Further, in line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by Ministry of Corporate Affairs, voting was conducted by means of poll, since voting by Show of Hands is not permitted at the general meeting where e-voting has been offered to the members.


The Board of Directors had appointed Mr. Mukesh H. Shah, Practicing Company Secretary as the Scrutinizer for remote e-voting and poll. The Scrutinizer has carried out the scrutiny of all the electronic votes received till 5.00 p.m. on September 27, 2018 and on poll at the 34th AGM and submitted his Consolidated Report, on September 29, 2018. The Report of Scrutinizer is attached herewith.

The consolidated Result as per the Scrutinizer's above mentioned Report is as follows:

Sr.No	Item No.	Type of Resolution	No of Votes In favour	% of Votes in favour	No of Votes Against	% of votes against
1.	Consider and adopt Audited Financial Statements for the financial year ended 31 st March, 2018, together with the Report of Directors and Auditors thereon.	Ordinary Resolution	28450	2.85	0.00	0.00
2.	Re-appointment of Mr. Kirti Chunilal Savla (DIN: 02003878) who retires by rotation.	Ordinary Resolution	28450	100%	0.00	0.00
3.	Modification to the resolution related to the appointment of Statutory Auditors.	Ordinary Resolution	28450	100%	0.00	0.00
4.	To Change the Registered Office of the Company from the State of Maharashtra to the State of Gujarat.	Special Resolution	28450	100%	0.00	0.00

Based on the Consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 34th AGM have been duly approved by the Members with requisite majority.

For, Rose Merc Ltd


Jaini Jain
 Company Secretary





FORM NO. MGT-13
CONSOLIDATED SCRUTINIZER'S REPORT
[E-VOTING & POLL VOTING]

**[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]**

To,
The Chairman
ROSE MERC LIMITED [CIN: L24110MH1985PLC035078]
Office No G -2, Ground Floor, Part – A, Mangal Mahesh ,
14th Road Khar (West) Mumbai
MH 400052 IN

Dear Sir,

SUB: Consolidated scrutinizer's report on remote E-voting conducted pursuant to the provisions of section 108 of the Companies act, 2013 and rule 20(xi) of the companies (Management and administration) rules, 2014 and voting at the 34th Annual General Meeting (AGM) of "ROSE MERC LIMITED" held on Friday, September 28, 2018 at 05:00 p.m. at Office No G -2, Ground Floor, Part – A, Mangal Mahesh, 14th Road Khar (West) Mumbai - 400052, Maharashtra

1. I, Mukesh H. Shah, Practicing Company Secretary of Ahmedabad was appointed as Scrutinizer by the board of Directors of ROSE MERC LIMITED ("the company") pursuant to section 108 of the Companies act, 2013 and Rule 20(xi) of the Companies (Management and Administration) Rules, 2014 to conduct the voting and remote e-voting process at the Annual General Meeting of "ROSE MERC LIMITED" held on Friday, September 28, 2018 on 05:00 p.m. at **Office No G -2, Ground Floor, Part – A, Mangal Mahesh, 14th Road Khar (West) Mumbai - 400052, Maharashtra.**

I was appointed as the scrutinizer to

- (i) Scrutinizing the E-voting process (Remote E- voting) under the provision of section 108 of the companies act, 2013 Read with Rule 20 of the companies (Management and administration) Rules 2014, as amended (Rules), regulation 44 of Securities and exchange board of INDIA (Listing obligation and Disclosure Requirements) Regulations, 2015

And





(2) Voted against the resolution

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	Nil	Nil	Nil
Voting at the Meeting through poll paper	Nil	Nil	Nil
Total	Nil	Nil	Nil

(3) Invalid votes:

	Number of members voted	Number of votes cast by them	% of total number of votes cast
Remote e-voting	Nil	Nil	Nil
Voting at the Meeting through poll paper	Nil	Nil	Nil
Total	Nil	Nil	Nil

SPECIAL BUSINESS:

Resolution 4: Special Resolution

To Change the Registered Office of the Company from the State of Maharashtra to the State of Gujarat

(1) Voted in favour of the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	Nil	Nil	Nil
Voting at the Meeting through poll paper	9	28450	100
Total	9	28450	100

(2) Voted against the resolution

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	Nil	Nil	Nil
Voting at the Meeting through poll paper	Nil	Nil	Nil
Total	Nil	Nil	Nil





(1) Voted in favour of the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	Nil	Nil	Nil
Voting at the Meeting through poll paper	9	28450	100
Total	9	28450	100

(2) Voted against the resolution

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	Nil	Nil	Nil
Voting at the Meeting through poll paper	Nil	Nil	Nil
Total	Nil	Nil	Nil

(3) Invalid votes:

	Number of members voted	Number of votes cast by them	% of total number of votes cast
Remote e-voting	Nil	Nil	Nil
Voting at the Meeting through poll paper	Nil	Nil	Nil
Total	Nil	Nil	Nil

Resolution 3: Ordinary Resolution

M/s. Doshi Maru & Associates, Chartered Accountants as statutory auditor of the Company. Delete the requirement seeking rectification of appointment at every AGM

(1) Voted in favour of the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	Nil	Nil	Nil
Voting at the Meeting through poll paper	9	28450	100
Total	9	28450	100





Consolidated Results of E-voting and Poll voting

Resolution 1: Ordinary Resolution

To Consider and adopt the Audited Financial Statements of the company for the financial year ended 31st March 2018, together with the Reports of the Board of Directors and the Auditors thereon.

(1) Voted in favour of the resolution:

	Total Number of members exercised their votes	Total Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	Nil	Nil	Nil
Voting at the Meeting through poll paper	9	28450	100
Total	9	28450	100

(2) Voted against the resolution

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	Nil	Nil	Nil
Voting at the Meeting through poll paper	Nil	Nil	Nil
Total	Nil	Nil	Nil

(3) Invalid votes:

	Number of members voted	Number of votes cast by them	% of total number of votes cast
Remote e-voting	Nil	Nil	Nil
Voting at the Meeting through poll paper	Nil	Nil	Nil
Total	Nil	Nil	Nil

Resolution 2: Ordinary Resolution

To appoint a Director in place of Mr. Kirti Chunilal Savla (DIN: 02003878) who retires by rotation and being eligible, offer himself for re-appointment.





- (ii) ~~Conduct the Poll Process through polling papers~~ under the provisions of section 109 of the Companies act, 2013 read with rule 21 of the Companies (Management and Administration) rules 2014 as amended, on the resolutions contained in the notice to the 34th Annual General meeting (AGM) of the Equity Share holders of the company held on the Friday, September 28, 2018 at 05:00 p.m.
2. The Management of the company is responsible to ensure the compliance with the requirements of the companies' act 2013 and Rules relating to voting i.e. by Remote E-voting and voting by Poll at the AGM for the resolutions contained in the Notice to the 34th AGM of the Equity Shareholders of the Company. My responsibility as a scrutinizer for the process of voting through electronic means i.e through Remote E-voting and also through Poll at the AGM is restricted to make a consolidated scrutinizer's report of votes cast "in favour" or "against" the resolution stated in the notice, based on the reports generated from the e-voting system provided by M/s National Securities Depository Limited (NSDL), the agency authorized under the Rules and on voting by Poll at the AGM.
 3. The company had availed the Remote e-voting facility provided by M/s National Securities Depository Limited (NSDL) for conducting remote e-voting by the shareholders of the company. The company had also provided voting through ballot paper to the shareholders present at the AGM and who had not cast their vote earlier through remote evoting facility.
 4. The Shareholders holding shares of the company as on the "cut-off" date of Friday, September 21st, 2018 were entitle to vote on the resolutions as contains in the notice of the AGM. The voting period for remote e-voting commenced on Tuesday 25th September, 2018 at 09:00 a.m (IST) and ended on Thursday, 27th September, 2018 at 05:00 p.m (IST) and the NSDL e-voting platform was blocked thereafter.After the closure of the voting at the AGM, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.
 5. The Votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and the locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company. I did not find any poll papers invalid.
 6. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system and voting through ballot paper at the AGM.
 7. I submit herewith my consolidated scrutinizer's Report on the Results of voting through electronic mode and voting through poll as under:





MUKESH H. SHAH & CO.
Company Secretaries

504, Sukh Sagar Complex, Near Hotel Fortune Landmark,
Usmanpura, Ashram Road. Ahmedabad-380 014.
Ph. : (O) 079-30087368, 30087370, Fax : 079-30087370
(M) 98252 45256, Email : mukeshshahcs@gmail.com
Website : www.mukeshshah.in

(3) Invalid votes:


	Number of members voted	Number of votes cast by them	% of total number of votes cast
Remote e-voting	Nil	Nil	Nil
Voting at the Meeting through poll paper	Nil	Nil	Nil
Total	Nil	Nil	Nil

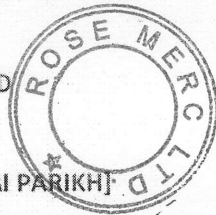
8. The electronic data, the poll/ ballot papers and all other relevant records were sealed and will remain in my safe custody until the Chairman consider, approves and sign the Minutes of the 34th Annual General Meeting (AGM) and the same shall be handed over thereafter by me to the Company Secretary/ Director authorized by the Board of Directors for keeping under safe custody.

Thanking you,

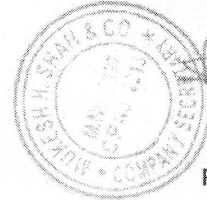
Place: Ahmedabad
Date: 29.09.2018

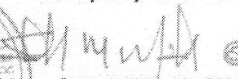
Countersigned by
For, ROSE MERC LIMITED


[MAYUR RAJENDRABHAI PARIKH]
DIRECTOR

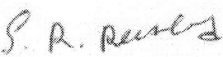


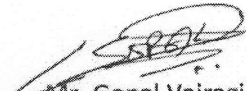
Yours faithfully,
For, MUKESH H. SHAH & CO.
Company Secretaries




[MUKESH H. SHAH]
PROPRIETOR
FCS: 5827 & COP: 2213

We, the undersigned witness that the votes were unblocked from the e-voting website of NSDL in our presence.


Mr. Sandeep Rathod
Ahmedabad


Mr. Gopal Vairagi
Ahmedabad

ROSE MERC LIMITED [CIN: L24110MH1985PLC0350781]
OUTCOME OF VOTING OF ANNUAL GENERAL MEETING (AS PER REGULATION 44 OF THE SEBI (LODR) REGULATIONS 2015

Date of AGM	28th September, 2018	
Total No. of Shareholders on Record Date (21.09.2018)	491	
No. of Shareholders present in the meeting either in person or through proxy	9	
- Promoter & Promoter Group	0	
- Public	9	
No. of Shareholders attended the meeting through Video Conferencing	Not Arrange	
- Promoter & Promoter Group	N.A	
- Public	N.A	

Given Below is the Resolution-wise combined result of e-Voting and Poll
 Resolution No.1: Ordinary Resolution: Adoption of audited Financial Statement together with Directors' Report and Auditors' Report

Particulars	Mode of Voting	Total No. of shares Held	Whether promoter/ promoter group are interested in the agenda/ resolution?		% of votes polled on outstanding Shares	No. of Votes in favour	No. of Votes Against	% of votes in favour on votes polled	% of votes against on votes polled			
			No	Ordinary								
Promoter/Public	E-Voting	1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100				
									0	0	0.00	0.00
									0	0	0.00	0.00
Promoter and Promoter Group	postal ballot(if applicable)	7200	0	0	0	0	0	0.00				
									0	0	0.00	0.00
									0	0	0.00	0.00
Public-institutional holders	E-Voting	0	0	0	0	0	0	0.00				
									0	0	0.00	0.00
									0	0	0.00	0.00
public-others	postal ballot(if applicable)	988800	28450	2.88	28450	0	100.00	0.00				
									0	0	0.00	0.00
									0	0	0.00	0.00
Total	E-Voting	996000	28450	2.86	28450	0	100.00	0.00				
									0	0	0.00	0.00
									0	0	0.00	0.00
Total	postal ballot(if applicable)	996000	28450	2.86	28450	0	100.00	0.00				
									0	0	0.00	0.00
									0	0	0.00	0.00
Total	Total	996000	28450	2.86	28450	0	100.00	0				
									0	0	0.00	0.00
									0	0	0.00	0.00



Resolution No.2: Ordinary Resolution: To appoint a Director in place of Mr. Kirti Chunital Sawla (DIN: 02003878) who retires by rotation and being eligible, offer himself for re-appointment.

Resolution required: (ordinary/special)

ordinary

Whether promoter/ promoter group are interested in the agenda/ resolution?

YES

Particulars	Mode of Voting	Total No. of shares Held	No. of votes polled	% of votes polled on outstanding Shares	No. of Votes in favour	No. of Votes Against	% of votes in favour on votes polled	% of votes against on votes polled	Resolution required: (ordinary/special)	
									ordinary	special
Promoter/ Public	E-Voting	1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100		
	poll*		0	0.00	0	0	0.00	0.00		
Promoter and Promoter Group	postal ballot(if applicable)	7200	0	0	0	0	100.00	0.00		
	E-Voting		0	0	0	0	0.00	0.00		
Public-institutional holders	poll*		0	0	0	0	0.00	0.00		
	postal ballot(if applicable)		0	0.00	0	0	0.00	0.00		
public-others	E-Voting		0	0.00	0	0	0.00	0.00		
	poll*	988800	28450	2.88	28450	0	100.00	0.00		
Total	E-Voting		0	0.00	0	0	0.00	0.00		
	poll*	996000	28450	2.86	28450	0	100.00	0.00		
	postal ballot(if applicable)		28450	2.86	28450	0	100.00	0.00		
	Total		28450	2.86	28450	0	100.00	0.00		

Resolution No.3: Ordinary M/s. Doshi Maru & Associates, Chartered Accountants as statutory auditor of the company. Delete the requirement seeking ratification of Resolution: Whether promoter/ promoter group are interested in the agenda/ resolution? ordinary

Resolution required: (ordinary/special)

ordinary

Whether promoter/ promoter group are interested in the agenda/ resolution?

No

Particulars	Mode of Voting	Total No. of shares Held	No. of votes polled	% of votes polled on outstanding Shares	No. of Votes in favour	No. of Votes Against	% of votes in favour on votes polled	% of votes against on votes polled	Resolution required: (ordinary/special)	
									ordinary	special
Promoter/ Public	E-Voting	1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100		
	poll*		0	0.00	0	0	0.00	0.00		
Promoter and Promoter Group	postal ballot(if applicable)	7200	0	0	0	0	100.00	0.00		
	E-Voting		0	0	0	0	0.00	0.00		
Public-institutional holders	poll*		0	0	0	0	0.00	0.00		
	postal ballot(if applicable)		0	0.00	0	0	0.00	0.00		
public-others	E-Voting		0	0.00	0	0	0.00	0.00		
	poll*	988800	28450	2.88	28450	0	100.00	0.00		
Total	E-Voting		0	0.00	0	0	0.00	0.00		
	poll*	996000	28450	2.86	28450	0	100.00	0.00		
	postal ballot(if applicable)		28450	2.86	28450	0	100.00	0.00		
	Total		28450	2.86	28450	0	100.00	0.00		



Resolution No.4: Ordinary Resolution: To Change the Registered Office of the Company from the State of Maharashtra to the State of Gujarat

Resolution required: (ordinary/special)

SPECIAL

Particulars	Mode of Voting	Whether promoter/ promoter group are interested in the agenda/ resolution?		No						
		Total No. of shares Held	No. of votes polled	% of votes polled on outstanding Shares	No. of Votes in favour	No. of Votes Against	% of votes in favour on votes polled	% of votes against on votes polled		
Promoter/ Public	E-Voting	1	2	$3=[2/1]*100$ 0.00	4	5	$6=[4/2]*100$ 0.00	$7=[5/2]*100$ 0.00		
Promoter and Promoter Group	poll* postal ballot(if applicable)	7200	0	0	0	0	0.00	0.00		
Public-institutional holders	E-Voting poll* postal ballot(if applicable)		0	0	0	0	0.00	0.00		
public-others	E-Voting poll* postal ballot(if applicable)	988800	0	0.00	0	0	0.00	0.00		
Total	E-Voting poll* postal ballot(if applicable)	996000	28450	2.86	28450	0	100.00	0.00		
	Total		28450	2.86	28450	0	100.00	0.00		

