



**ROSE MERC  
LIMITED**

तमसो ऽ मा ज्योतिर्गमय



15/B/4, New Sion Chs Swami Vallabhdas Road,  
Opp SIES College, Behind Dmart Store,  
Sion West, Mumbai-22.

GSTIN : 27AACCR3663B1ZM  
CIN : L24110MH1985PLC035078

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

Date: 3<sup>rd</sup> August,2023

Dear Sir/Madam,

**Sub: Proceedings of the 39<sup>th</sup> Annual General Meeting (AGM) of the Company**

**Ref: Rose Mere Limited. (Security Id: ROSE MER, Code: 512115)**

Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015, read with the item 13 of Part — A of Schedule III of the Listing Regulations, we herewith attached the summary of the proceedings of the 39th Annual General Meeting of the members of the Company held on today, i.e., on August 03 ,2023, 04:00 P.M. IST through Video Conferencing (VC)/ Other Audio Visual Means( OVAM) and concluded at 4.30 P.M.

Request you to take the same on your records.

**For ROSE MERC LIMITED**

**NOORUDDIN MOHAMMED SHAIKH**

**Wholtime Director**

**DIN: 09660481**

Place :Mumbai

Date: 3<sup>rd</sup> August,2023

Encl : As above.



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**PROCEEDINGS OF 39<sup>TH</sup> ANNUAL GENERAL MEETING OF ROSE MERC LIMITED HELD ON AUGUST 03,2023 UNDER REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS ) REGULATIONS 2015.**

Meeting Day, Date & Time	:Thursday, 3 <sup>rd</sup> August, 2023 at 12.30 PM
Chairman	:Mr. Purvesh Shelatkar, Director of the company, took the chair terms as per Article of Association of the company
Members Attending	: 10 Members
Quorum	:Therequisitequorum,asrequiredundersection103oftheCompaniesAct, 2013,waspresent.
Present	: Mr. Kirti Savla, (Managing Director ) Mr.PurveshShelatkar,( Vice Chairman &Independent Director) Mr. Nooruddin Shaikh ( Executive Director) Mr. Shekhar Mennon( Independent Director) Mr. Sonu SurjitVasan ( Independent Director) Mr. Omprakash Brijnath Singh( Additional Independent Director) Mr. Uday Tardalkar( Additional Independent Director) Mr. Avinash Madhav Sonawane (Additional Independent Director) Mrs.VaishaliParkar Kumar,(Additional Non- Executive Director) Mr.VivekParulkar. (Additional Director) Ms.Mahashweta A Pamani (Company Secretary) Mr.Anant More (Chief Financial Officer)
In Attendance	:M/s. BB Gusani& Associates, (Statutory Auditor) Mr. Deepak Rane (Secretarial Auditor)



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- 1 .At 4.00P.M.,Mr. Purvesh Shelatkar,Vice-Chairman of The Company and Chairman of the Audit Committee, occupied the Chair and there being adequate quorum of shareholders present he called meeting in the order. Chairman welcomed all the shareholders at the meeting and then introduced the Directors present at the meeting, and also the Chairman of Stakeholders Relationship Committee at the meeting.
2. Now the Chairman mentioned about availability of Statutory Registers and Certificates for inspection in terms of the requirements of the Companies Act, 2013 and the Rules framed thereunder.
3. The Chairman took up the Notice of the 39<sup>th</sup> Annual General Meeting and the Explanatory statement along with the copies of Audited Financial Statements for the year ended on March 31, 2023, together with the Director's Report and the same was taken as read at the meeting.
4. As there were no disqualification, observations or adverse comments in the Auditor's Report, the same was taken as read at the meeting.
5. Chairman also informed the member that observations of Secretarial Auditor which are self-explanatory and have been provided in the Board Report of the Company on page no. 67 of the Annual Report. The Secretarial Auditors Report was taken as read.
6. While explaining the voting procedure, Chairman informed the Shareholders that in Compliance with the Companies Act, 2013 and the Listing Regulations, the Company had provided Electronic Voting (Remote E — Voting) facility to the members to enable them to cast their Vote Electronically. The Remote E- Voting facility was open for 3 days i.e., Monday, July 31, 2023 at 10:00 A.M and ended on Wednesday, August 2, 2023 at 05:00 P.M.
7. He then mentioned that voting facility was made available at the Annual General Meeting venue to the members present, in person to vote in proportion to shares held by them, if they had not voted through the remote e-voting.
8. The Chairman further mentioned that the shareholders, who had already cast their votes using remote e-voting, were not eligible to cast their votes again at the Annual General Meeting.
9. The Shareholders were also informed that the Board had appointed Mr. Deepak Rane , Practicing Company Secretary ( Certificate of Practice No. 8717) as "Scrutinizer", for conducting e-voting process for the AGM in a fair and transparent manner and had authorized to Scrutinize the votes casted at the Annual General Meeting as well as through remote e-voting and to combined Voting Results in compliance with the provisions of the Companies Act,2013.
10. .The Board responded to the queries received /explanation sought by the shareholders .
11. The Chairman then took up the ordinary as well as Special Business, seriatim, in accordance with the notice of Annual General Meeting.



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The following items of business, as per the Notice convening the 39<sup>th</sup> Annual General Meeting of the Company dated 3<sup>rd</sup> August, 2023 were transacted at the meeting:

Resolution No.	Resolution	Resolution
1	To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2023 and Profit and Loss Account for the year ended on that date and the Reports of the Director's and Auditor's thereon	Ordinary
2	To appoint a Director in place of Mr. Kirti Savla (DIN: 02003878), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
3	To approve implementation of the "RML Employee Stock Option Plan II 2023"	Special
4	To approve grant of employee stock options under the "RML Employee Stock Option Plan II 2023" to the eligible employees of the Company's Subsidiary Companies	Special
5	To amend Memorandum of Association	Special
6	To amend Articles of Association of the Company	Special
7	To increase Authorised Share Capital of the Company	Ordinary
8	To Approve Issue Of Warrants Convertible Into Equity Shares Of The Company On Preferential Basis	Special
9	To Approve Issue Of Equity Shares Of The Company On Preferential Basis For Consideration Other Than Cash (Share Swap)	Special
10	To regularise appointment of Ms. Vaishali Parkar Kumar (DIN: 09159108) as a Non-Executive Director	Ordinary
11	To regularise appointment of Mr. Avinash Madhav Sonawane (DIN: 10101936) as an Independent Director	Ordinary
12	To regularise appointment of Mr. Omprakash Brijnath Singh (DIN: 07204004) as an Independent Director	Ordinary
13	To regularise appointment of Mr. Uday Tardalkar (DIN: 00205409) as an Independent Director	Ordinary



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After that, Mr.PurveshShelatkar, Vice- Chairman then informed the members about the following :

- Results of remote E-Voting at Annual General Meeting shall be declared within Forty-Eight hours of conclusion of Annual General Meeting and will be placed on website of the Company <http://www.rosemerc.in/>and on the website of BSE immediately after declaration of result by chairman or a person authorized by him in writing.
- Members seeking further clarification on any business item mentioned in the Notice of the AGM can contact The Company at the registered E-mail address of the company.

The Chairman then thanked the Members for their participations and announced closer of Annual General Meeting of the Company.

Kindly acknowledge and take on record the same

**For ROSE MERC LIMITED**

**NOORUDDIN MOHAMMED SHAIKH**

**Wholetime Director**

**DIN: 09660481**

Place :Mumbai

Date: 3<sup>rd</sup> August,2023