



# JAY JAIN & ASSOCIATES

## Company Secretaries

159, First Floor, Raghuleela Mega Mall, Poisar Gymkhana Road, Kandivali (W), Mumbai 400067.  
Cell: +91 8983546237/9987361362 || E-mail: csjayjain@gmail.com

### COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/modification thereof)

To,  
The Board of Directors  
**Rose Merc Limited,**  
Office no: 15/B/4,  
New Sion CHS, Opp SIES College,  
Behind D Mart, Sion West,  
Mumbai, Maharashtra, 400022.

Dear Sir,

**Practicing Company Secretary's Certificate on the compliance with the requirements of Regulation 163(2) contained in Chapter V (Preferential Issue) of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended for the proposed preferential issue of 67,500 Equity Shares & 8,41,486 Equity Warrants convertible into Equity shares by Rose Merc Limited.**

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company, as required under the aforesaid Regulations, we, Jay Jain & Associates, Practicing Company Secretaries, having verified the relevant records of **Rose Merc Limited** having CIN: **L93190MH1985PLC035078** with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018, as amended and verify that:

1. In terms of Chapter V (Preferential issue) of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Rose Merc Limited (the Company) has issued extra ordinary general meeting notice dated 15<sup>th</sup> January, 2024, herein referred to as the Notice to the members of the Company seeking consent of the members to approve the proposed preferential issue up to 67,500 (Sixty Seven Thousand Five Hundred) Equity Shares having face value of Rs. 10/- (Rupee Ten) each at a price of Rs.150/- (including premium of Rs.140/-) per share and 8,41,486 (Eight Lakhs Forty One Thousand Four Hundred Eighty Six) Equity Warrants on cash consideration basis convertible into equity shares of face value Rs.10/- each of the Company at price of Rs.150/- (including premium of Rs.140/-) per share determined under SEBI (ICDR) Regulation, 2018, as amended on preferential basis to persons as mentioned in Annexure I to this certificate.
2. The proposed preferential issue is being made in compliance with SEBI Chapter V (Preferential Issue) of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.





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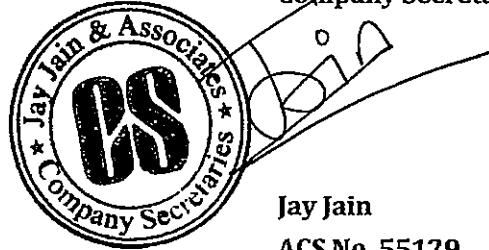
### Management's Responsibility:

The compliance with the aforesaid and relevant SEBI (ICDR) Regulations, as amended and the Act for the preferential issue of equity shares and Equity Warrants convertible into Equity shares and preparation of the Notice of Postal Ballot, including its content is the responsibility of the management of the Company.

This responsibility includes the design, implementation, maintenance of and adherence to the internal controls relevant to the preparation and maintenance of the relevant records and providing all relevant information. Also, this responsibility includes ensuring that the relevant records provided to me for my examination are correct and complete.

The management is also responsible for providing all relevant information to SEBI and/or stock exchange(s).

For Jay Jain & Associates  
Company Secretaries



Place: Mumbai  
Date: 15/01/2024

Jay Jain  
ACS No. 55129  
CP No. 23109  
UDIN: A055129E003219587  
Peer Review No: - 2831/2022

Encl. As Above



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### Annexure I

Sr. No.	Name of the proposed Allottee	Nature of persons who are ultimate Beneficial owner	Category	Holding of prior to proposed Preferential issue	No of equity shares to be allotted	Holding of post to proposed Preferential issue
1	Capital Square Financial Services Private Limited	<b>Shareholders:</b> 1. Sunil Kumar Manocha : 2. Geeta Manocha	Non-Promoter	-	3,33,334	3,33,334
2	Sunil Kumar Manocha	Individual	Non-Promoter	-	1,66,667	1,66,667
3	Geeta Manocha	Individual	Non-Promoter	-	1,66,667	1,66,667
4	Navin Vijay Kochhar	Individual	Non-Promoter	-	33,334	33,334
5	Vikas Pandurang Kolarkar	Individual	Non-Promoter	-	50,000	50,000
6	Vrushali Yogesh Supekar	Individual	Non-Promoter	-	1,000	1,000
7	Mahesh Vishnupant Mulay	Individual	Non-Promoter	-	1,000	1,000
8	Holkar Shrikant Arjun	Individual	Non-Promoter	-	1,000	1,000
9	Prashant P Sawant	Individual	Non-Promoter	-	700	700
10	Manoj Anchan	Individual	Non-Promoter	-	33,334	33,334





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11	Oberai Hitesh G	Individual	Non-Promoter	-	700	700
12	ShlokRat hod	Individual	Non-Promoter	-	50,000	50,000
13	Riken Parmar	Individual	Non-Promoter	-	1,250	1,250
14	Ankita Apte	Individual	Non-Promoter	-	1,250	1,250
15	Megha Darji	Individual	Non-Promoter	-	1,250	1,250
16	Hitendra Vinayak Dahiwadkar	Individual	Non-Promoter	-	33,500	33,500
17	Swapna Hitendra Dahiwadkar	Individual	Non-Promoter	-	17,000	17,000
18	Indicare Hospital Private Limited	Shareholders: 1. Hitendra Vinayak Dahiwadkar 2. Swapna Hitendra Dahiwadkar	Non-Promoter	-	17,000	17,000

**Notes:**

The Post-issue shareholding pattern has been arrived on the assumption that:

(a) 67,500 equity shares proposed to be allotted on preferential basis will be subscribed in full.

(b) 8,41,486 convertible warrants proposed to be issued and allotted, subject to shareholder approval hereinafter, will be subscribed in total and be converted into equivalent number of equity shares by the proposed allottees.

