

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,

**Sub: Certificate from Practicing Company Secretary to Rose Merc Limited pursuant to Regulation 163(2) contained in Chapter V (Preferential Issue) of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, for the proposed preferential issue of warrants convertible into equity shares of the Company.**

I, Deepak Prakash Rane, Practicing Company Secretary, have verified the relevant records and documents 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 and certify 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) is consent of the members to approve the proposed preferential issue up to 20,27,500 (Twenty Lakhs Twenty Seven Thousand Five Hundred) Equity Warrants on cash consideration basis convertible into equity shares of face value Rs.10/-each of the Company at price of Rs.250/- (including premium of Rs.240/-) per share determined under SEBI (ICDR) Regulation, 2018 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.

Place: Mumbai  
Date: October 22, 2024



A handwritten signature in blue ink that reads "D. Rane".

**Deepak Prakash Rane**  
Practicing Company Secretary  
ACS No. 24110  
CP No. 8717  
UDIN: A024110F001689642  
Peer Review No: - 2063/2022

Encl: As Above

Annexure I

Sr. No.	Name of the Proposed Allottes	Nature of person 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	Eminence Global Fund PCC - Eubilia Capital Partners Fund I	SEBI registered under Foreign Portfolio Investor  SEBI Registration No. INMUIFP05 3724	Non-Promoter	-	5,00,000	5,00,000
2	Ali Akbar Parvez Khan	Individual	Non-Promoter	-	5,00,000	5,00,000
3	Qazi Afsari Banu	Individual	Non-Promoter	-	2,50,000	2,50,000
4	Qazi Abdul Matheen	Individual	Non-Promoter	-	5,00,000	5,00,000
5	Qazi Gulshan Banu	Individual	Non-Promoter	-	2,50,000	2,50,000
6	Santosh Gavade	Individual	Non-Promoter	-	25,000	25,000
7	Shreeya Shrikant Hande	Individual	Non-Promoter	-	2,500	2,500
	<b>Total</b>			-	<b>20,27,500</b>	<b>20,27,500</b>

**Note:**

The post-issue shareholding pattern has been arrived on the assumption that 20,27,500 convertible warrants proposed to be issued and allotted, subject to shareholder approval hereinabove, will be subscribed in total and be converted into equivalent number of equity shares by the proposed allottees.

