



October 29, 2025

To,
The Corporate Relations Department,
BSE Limited,
PJ Towers, Dalal Street, Fort,
Mumbai-400001

BSE Scrip Code: 512115 Scrip ID: ROSEMER

Sub: Submission of Notice of Postal Ballot of Rose Merc Limited ('the Company')

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Postal Ballot of the Company dated October 29, 2025 sent today to the members of the Company for seeking their approval on the resolutions as set out in the Notice of Postal Ballot by way of voting through electronic means i.e. through remote e-voting system only.

In accordance with circulars issued by Ministry of Corporate Affairs, from time to time, the postal ballot notice is being sent only in electronic form to Members whose email addresses are registered with their depository participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding) and whose names are recorded in the Register of Members/List of Beneficial Owners as on **Friday, 24th October, 2025** (cut-off date).

The Company has engaged the services of MUFG Intime India Private Limited for the purpose of providing remote e-voting facility to the members. The remote e-voting will commence from **Thursday, October 30, 2025, at 9:00 a.m.** and up to **Friday, November 28, 2025, at 5.00 p.m.** E-voting module will be blocked by MUFG at Friday, November 28, 2025, at 5.00 p.m..

The Notice of Postal Ballot is also available on the website of the Company viz. www.rosemerc.in.

Thanking You,
Yours Faithfully,

For Rose Merc Limited

Vaishali Parkar Kumar
Executive Director
DIN: 09159108

Rose Merc Limited

Registered Office: Office no:15/B/4, New Sion CHS, Opp SIES College, Behind D Mart, Sion West,
Mumbai, Maharashtra, 400022

CIN: L93190MH1985PLC035078

E mail id: info@rosemerc.in Website: www.rosemerc.in.

NOTICE OF POSTAL BALLOT

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 (“THE ACT”) READ WITH RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 (“THE RULES”) AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE ACT (INCLUDING ANY STATUTORY MODIFICATION OR RE-ENACTMENT THEREOF FOR THE TIME BEING IN FORCE), SECRETARIAL STANDARD ON GENERAL MEETINGS (“SS-2”) AND REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED (SEBI LODR REGULATIONS.

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (‘Rules’) and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs (“MCA Circulars”), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (in continuation of Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020) and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable Laws, Rules and Regulations (including any statutory modification or re- enactment thereof for the time being in force), seeking approval of the shareholders of **Rose Merc Limited** (‘Company’) by way of ordinary resolution or special resolution, as the case may be, for the businesses appended below through postal ballot by way of voting through electronic means i.e. through remote e-voting system (“**remote e-voting**”) only.

The Explanatory Statement pursuant to Section 102 of the Act setting out all material facts and the reasons pertaining to proposed resolutions is also annexed hereto for your consideration.

Pursuant to the MCA Circulars and Section 110 of the Act and the Rules made thereunder, the Company is sending this Postal Ballot Notice (“Notice”) along with explanatory statement and remote e-voting instructions only through electronic mode to all those members, whose e-mail addresses are

registered with the Company/Registrar and Share Transfer Agent (“RTA”) or Depository/ Depository Participants and whose names appear in the Register of Members of the Company as on **Friday, 24 October, 2025 (“Cut-off date”)**.

IN COMPLIANCE WITH THE REQUIREMENTS OF THE ABOVE MCA CIRCULARS, HARD COPY OF POSTAL BALLOT NOTICE ALONG WITH POSTAL BALLOT FORMS AND PRE-PAID BUSINESS ENVELOPE IS NOT BEING DISPATCHED TO THE SHAREHOLDERS FOR THIS POSTAL BALLOT AND SHAREHOLDERS ARE REQUIRED TO COMMUNICATE THEIR ASSENT OR DISSENT THROUGH THE REMOTE E-VOTING SYSTEM ONLY.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged MUFG Intime India Private Limited to provide remote e-voting facility to its Members. The e-voting facility is available at the link <https://instavote.linkintime.co.in> from 9.00 a.m. on Thursday, October 30, 2025 and up to 5.00 p.m. on Friday, November 28, 2025. E-voting module will be blocked by MUFG at 5.00 p.m. on Friday, November 28, 2025 and voting shall not be allowed beyond the said date and time. You are requested to peruse the proposed resolutions along with the Explanatory Statement and thereafter accord your assent or dissent by means of remote e-voting facility provided by the Company.

Please refer the instructions for remote e-voting forming part of the Notes to this Notice to understand the process and manner in which remote e-voting is to be carried out.

Pursuant to Rule 22(5) of the Rules, the Board has appointed CS Deepak Rane, Practicing Company Secretary (Membership No. A24110 CP No. 8717) as the Scrutinizer for scrutinizing the Postal Ballot / E-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or to any other person authorized by the Chairman after the completion of the scrutiny of e-voting data. The result of the Postal Ballot / E-voting shall be declared within 48 hours of end of e-voting and upon receipts of report of the Scrutinizer communicated to BSE Limited (“BSE”) where the shares of the Company are listed. A copy of the results will also be forwarded to MUFG for displaying the same on its website, <https://instavote.linkintime.co.in> and shall also be displayed on the Company’s website at www.rosemerc.in.

The last date of the E-voting i.e. Friday, November 28, 2025 shall be the date on which the resolutions shall be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

1. TO APPROVE THE PAYMNETS TO BE MADE TO RELATED PARTY AND BOARD CONTROLLED SUBSIDIARY EMIRATES HOLDING FZ LLC FOR ACQUISITION OF SHARES.

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

"RESOLVED THAT pursuant to the provisions of Section 2(76), 177 of the Companies Act, 2013 read with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other relevant provisions under applicable laws, the approval of the shareholders of the Company be and is hereby accorded to the payment of the Subscription Amount aggregating to AED 10,869,540 (equivalent to Rs. 249,999,420) proposed to be made by the Company to Emirates Holding FZ LLC ("Emirates"), in

tranches, commencing from November 2025 to March 30, 2027 towards the discharge of consideration for the subscription to 43 shares of Emirates, in the manner approved by the members of the audit committee of the Company on Monday, 27 October, 2025 and the Board of Directors of the Company on Wednesday, 29 October, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Chief Financial Officer of the Company and / or Company Secretary of the Company, are severally authorised to do all such acts, sign all such documents and comply with all formalities and procedures required to be complied with including disclosures to be made with the relevant stock exchanges, if required, under applicable laws and do all such acts, deeds and things as may deem necessary, proper or desirable in relation to, and for the purpose of giving effect to the aforesaid resolutions."

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

**Sd/-
Vaishali Parkar Kumar
Executive Director
DIN: 09159108**

Registered Office:

Office no:15/B/4, New Sion CHS,
Opp SIES College, Behind D Mart,
Sion West, Mumbai, Maharashtra, 400022

CIN: L93190MH1985PLC035078

Email: info@rosemmerc.in

Website: www.rosemmerc.in

**Place: Mumbai,
Date: 29/10/2025**

NOTES:

The Explanatory Statement pursuant to Section 102 and Section 110 of the Companies Act, 2013 ('the Act') read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') setting out the material facts and reasons for the Special Businesses to be transacted is annexed hereto and forms part of this Postal Ballot Notice.

1. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding remote e-Voting shall be sent by electronic mode only to those Members whose names appear in the Register of Members/ list of Beneficial Owners, maintained by the Company/ Depositories as at close of business hours on **Friday, October 24, 2025** ('Cut-off date'), and whose email IDs are registered with the Company / Depositories and whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') / Central Depository Services (India) Limited ('CDSL') and Company's RTA, i.e. MUFG Intime India Private Limited ('MUFG') as on Cut-off date.
2. Members cannot exercise their votes through proxy on Postal Ballot. A Member need not cast all the votes in the same way. Members are requested to exercise their voting rights through remote e-voting only. No other means are permitted. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
3. Members who have not registered their e-mail address are requested to register / update their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agents ('RTA') i.e. MUFG as per Note No. 14.
4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall be eligible to cast their votes through postal ballot. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company / RTA / Depositories) shall be entitled to vote in relation to aforementioned Resolutions in accordance with the process specified in this Notice.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Act, as amended read together with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('SEBI Listing Regulations'), SS-2 and MCA Circulars, the Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has engaged MUFG for facilitating e-voting to enable the members to cast their votes through remote e-voting.
6. The Postal Ballot Notice has been uploaded on the website of the Company at i.e. www.rosemerc.in and the website of MUFG i.e. <https://instavote.linkintime.co.in> and shall be available on the websites of the Stock exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. Members who have not received the Notice may download the same from the aforesaid websites.

7. The remote e-voting period commences on **Thursday, October 30, 2025, at 9:00 a.m. IST** and ends on **Friday, November 28, 2025, at 5.00 p.m. IST**. The remote e-voting module shall be disabled for voting thereafter by MUFG. During this period, the members of the Company holding shares in physical or electronic form, as on Cut-Off Date may cast their vote by electronic means in the manner and the process mentioned in Note No. 15 of this Notice. Once the vote on a resolution(s) is cast by the member, the members shall not be allowed to change it subsequently.
8. Inspection of Documents: During the e-voting period, all documents referred to in this Notice and other relevant documents would be available for inspection by the Members at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 10:00 a.m. (IST) and 5:00 p.m. (IST).
9. The Board of Directors ('Board') of the Company at its meeting held on Wednesday, 29th October, 2025 has appointed **Mr. Deepak Rane**, Company Secretary in Practice (ACS 24110 and CP No: 8717), to act as a Scrutinizer for conducting the Postal ballot through remote e-voting process in a fair and transparent manner, who has communicated his willingness to be appointed and will be available for the said purpose.
10. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him within 2 working days from the end of the remote e-voting period. The Scrutinizer's decision on the validity of the Votes cast shall be final. The result of the Postal Ballot will be announced by the Chairman of the Company, or any other person authorised by him not later than 2 working days from the conclusion of remote e-voting.
11. The result of Postal Ballot along with the Scrutinizer's Report will also be placed on the Company's Website at www.rosemerc.in, and on the MUFG's website at <https://instavote.linkintime.co.in> and shall be communicated to the stock exchanges where the Company's shares are listed.
12. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if the same have been passed at general meeting of the members convened in that behalf. The resolutions, if approved by the requisite majority by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting i.e. Friday, November 28, 2025.
13. Procedure for registering the e-mail addresses for obtaining the Notice of Postal ballot and remote e-voting instructions by the Members whose e-mail addresses are not registered with the DPs (in case of Members holding shares in demat form) or with MUFG (in case of Members holding shares in physical form).

Those persons who are Members of the Company as on Cut-off date i.e. Friday, 24th October, 2025 and who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below:

- a. In case shares are held in physical mode please provide folio no., name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar card) by e-mail to instameet@in.mpms.mufg.com.
- b. In case shares are held in demat mode, please provide DP ID & Client ID (16-digit DP ID & Client ID or 16-digit beneficiary ID), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy

of Aadhaar card) to instameet@in.mpms.mufig.com. If you are an individual member holding securities in demat mode, you are requested to refer to the login method explained above i.e., login method for e-voting for individual Member/shareholder holding securities in demat mode.

- c. Alternatively, members may send a request to enotices@in.mpms.mufig.com for procuring User ID and Password for e-voting by providing above mentioned documents.

14. The instructions and other information relating to remote e-voting are as under:

In terms of SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, in relation to e-Voting facility to be provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e- voting services provided by MUFG, on the resolutions set forth in this Notice. The instructions for e-voting are given herein below:

Commencement of remote e-voting	Thursday, October 30, 2025, at 9:00 a.m. (IST).
End of remote e-voting	Friday, November 28, 2025, at 5.00 p.m. (IST).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

1. Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- 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.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
- Proceed with updating the required fields.
- Post successful registration, user will be provided with Login ID and password.
- After successful login, you will be able to see e-Voting services under Value added services.
- Click on “Access to e-Voting” under e-Voting services. e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

2. Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/>.
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.
- e) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

3. Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

4. Login method for Individual shareholders holding securities in physical form/Non-Individual Shareholders holding securities in demat mode is given below:

Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

1. Visit URL: <https://instavote.linkintime.co.in>.

Shareholders who have not registered for INSTAVOTE facility

2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:-

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company – in DD/MM/YYYY format).

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above

*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

► Enter Image Verification (CAPTCHA) Code.

► Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

Click on “Login” under ‘SHARE HOLDER’ tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click “Submit”

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting.
2. Select '**View**' icon.
3. E-voting page will appear.
4. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
5. After selecting the desired option i.e. Favour / Against, click on '**Submit**'.

A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>.
- b) Click on "Sign up" under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID. (You have now registered on InstaVote).

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Investor Mapping**" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - b. 'Investor's Name - Enter Investor's Name as updated with DP.
 - c. 'Investor PAN' - Enter your 10-digit PAN.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

*File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

- e. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body / Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on '**Votes Entry**' tab under the Menu section.

c) Enter '**Event No.**' for which you want to cast vote. Event No. will be available on the home page of Instavote under "Ongoing Events".

d) Enter '**16-digit Demat Account No.**' for which you want to cast vote.

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).

f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

b) After successful login, you will be able to see the "Notification for e-voting".

c) Select '**View**' icon for '**Company's Name / Event number**'.

d) E-voting page will appear.

e) Download sample vote file from '**Download Sample Vote File**' tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under '**Upload Vote File**' option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or

contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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: 022 - 4886 7000
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 toll free no. 1800 22 55 33

Forgot Password:**Individual shareholders holding securities in physical form has forgotten the password:**

Shareholder holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>.

- o Click on 'Login' under 'SHARE HOLDER' tab.
- o Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- o Click on "SUBMIT".

In case shareholders have valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/depository participants website.

- ☐ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ☐ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ☐ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Team InstaVote**MUFG Intime India Private Limited**

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

**Sd/-
Vaishali Parkar Kumar
Executive Director
DIN: 09159108**

Registered Office:

Office no:15/B/4, New Sion CHS,
Opp SIES College, Behind D Mart,
Sion West, Mumbai, Maharashtra, 400022

CIN: L93190MH1985PLC035078Email: info@rosemmerc.inWebsite: www.rosemmerc.in

**Place: Mumbai,
Date: 29/10/2025**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No. 1

Pursuant to the investment limits approved by the shareholders of the Company through postal ballot on May 24, 2024, and the resolutions passed by the Board of Directors at its meeting held on October 11, 2024, the Board approved a proposal for the Company to invest in Emirates Holding FZ LLC (formerly known as Emirates Holding FZE) ("**Emirates**"), a company incorporated under the applicable laws of the United Arab Emirates.

In accordance with the said approval, the Company entered into a Share Subscription Agreement dated December 22, 2024 ("**SSA**") with Emirates and its promoter, Mr. Mohammed Hanif Kasim Shaikh, for subscribing to 43 shares of Emirates, representing 30.07% of the post-issued share capital of Emirates (on a fully diluted basis), for an aggregate consideration of AED 10,869,540 (equivalent to Rs. 249,999,420) ("**Subscription Amount**").

Subsequently, the parties executed a First Amendment Agreement to the SSA on March 27, 2025, to record the issuance date of 43 shares of Emirates to the Company and certain revised terms of the transaction. Pursuant thereto, the 43 shares were issued and allotted to the Company on March 27, 2025 ("**Issuance Date**"). The payment of the Subscription Amount was agreed to be made on a deferred basis, in tranches, within six months from the Issuance Date.

On March 27, 2025, the Company appointed a majority of directors on the Board of Emirates, and accordingly, Emirates became a Board-controlled subsidiary of the Company from March 27, 2025. Consequently, Emirates became a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 ("**the Act**") and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**").

Thereafter, the parties executed the Second Amendment Agreement dated August 29, 2025, and the Third Amendment Agreement dated October 10, 2025 (together with the First Amendment Agreement, collectively referred to as the "**Amendment Agreements**"), to record certain revised terms and conditions of the transaction. Under the Third Amendment Agreement, it was agreed that the Company shall commence payment of the Subscription Amount in tranches from November 2025 to March 30, 2027, in the manner set out therein.

In terms of Regulation 30 of the SEBI LODR Regulations, the Company has filed all the requisite intimations with the Stock Exchange with respect to the aforesaid including in relation to the execution of the SSA, Emirates becoming a Board controlled subsidiary of the Company and the execution of the Amendment Agreements.

Considering Emirates is a related party of the Company, the payment of the Subscription Amount in tranches under the Third Amendment Agreement may be construed as a related party transaction under Regulation 23 of the SEBI LODR Regulations. However, the payment of the Subscription Amount would not be regarded as a related party transaction under Section 188 of the Companies Act, 2013.

While the Third Amendment Agreement was executed when Emirates was a related party of the Company, the obligation to pay the Subscription Amount arises from the SSA executed on December 22, 2024, when Emirates was not a related party. Therefore, the payment represents a discharge of a pre-existing contractual obligation rather than a new transaction. Nonetheless, since the Third

Amendment Agreement modifies the payment structure materially and was executed when Emirates had become a related party, the said payment schedule may be construed as a related party transaction for the purposes of the SEBI LODR Regulations.

In view of the aforesaid and as matter of good governance and prudence, the members of the audit committee of the Company have on Monday, 27 October, 2025 and the Board of Directors of the Company have on Wednesday, 29 October, 2025, approved the payment of the Subscription Amount by the Company to Emirates in tranches in terms of the Third Amendment Agreement.

Accordingly and as matter of good governance and prudence, the approval of the shareholders of the Company is being sought, by way of an ordinary resolution, for ratifying and approving the payment of the Subscription Amount by the Company to Emirates in tranches in terms of the Third Amendment Agreement and as approved by the audit committee on Monday, 27 October, 2025 and the Board of Directors of the Company on Wednesday, 29 October, 2025.

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

**Sd/-
Vaishali Parkar Kumar
Executive Director
DIN: 09159108**

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Office no:15/B/4, New Sion CHS,
Opp SIES College, Behind D Mart,
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CIN: L93190MH1985PLC035078

Email: info@rosemmerc.in

Website: www.rosemmerc.in

Place: Mumbai,

Date: 29/10/2025