

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 equity 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 the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Rose Merc Limited ("the Company") has obtained the consent of its members for approving the proposed preferential issue of up to 39,05,690 (Thirty-Nine Lakh Five Thousand Six Hundred Ninety) equity warrants. Each equity warrant shall be convertible into one equity share of face value ₹10/- each, on a cash consideration basis, at an issue price of ₹90/- per share (including a premium of ₹80/- per share), determined in accordance with the SEBI (ICDR) Regulations, 2018. The preferential issue shall be made to the persons 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: January 29, 2026



Deepak Prakash Rane
Practicing Company Secretary
ACS No. 24110
CP No. 8717
UDIN: A024110G003875419
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 Warrants to be allotted	Holding of post to proposed Preferential issue
1	Vibha Bhatnagar	Individual	Non-Promoter	-	500,000	500,000
2	Balram Dayaram Datwani	Individual	Non-Promoter	-	500,000	500,000
3	Krishnamachari Vasudevan	Individual	Non-Promoter	-	500,000	500,000
4	Punam Arora	Individual	Non-Promoter	46,800	51,000	97,800
5	Vikas Pandurang Kolarkar	Individual	Non-Promoter	-	50,000	50,000
6	Sachin Deshpande	Individual	Non-Promoter	42,126	1,27,778	1,69,904
7	Salil Divakar Deshpande	Individual	Non-Promoter	-	83,333	83,333
8	Dipali Dattatray Jadhav	Individual	Non-Promoter	-	17,250	17,250
9	Tanveer Singh Ahuja	Individual	Non-Promoter	-	1,11,000	1,11,000
10	Poonam Sachin Gaikwad	Individual	Non-Promoter	-	750	750
11	Kshitij Shankar Patil	Individual	Non-Promoter	-	1,000	1,000
12	Samindar Shankar Jadhav	Individual	Non-Promoter	-	1,000	1,000
13	Niti Trivedi	Individual	Non-Promoter	-	8,33,334	8,33,334
14	Amitkumar Yogendra Singh	Individual	Non-Promoter	-	8,33,334	8,33,334
15	Omprakash Singh	Individual	Non-Promoter	-	60,000	60,000
16	Jaiprakash Brijnath Singh	Individual	Non-Promoter	-	53,300	53,300
17	Kavita Deshpande	Individual	Non-Promoter	-	50,000	50,000
18	Vedika Thakur	Individual	Non-Promoter	-	40,000	40,000
19	Bharat Ramdas Karnik	Individual	Non-Promoter	-	500	500
20	Rajesh Dilip More	Individual	Non-Promoter	-	250	250
21	Sunil K Gawad	Individual	Non-Promoter	-	250	250



22	Siddharth Pramod Bhatkar	Individual	Non- Promoter	-	250	250
23	Ravindra Hareshwar Churi	Individual	Non- Promoter	-	250	250
24	Vikas Kamlakar Phadnis	Individual	Non- Promoter	-	50,000	50,000
25	Kirti Chunilal Savla	Individual	Non- Promoter	7,200	11,111	18,311
26	Vijay Acharya	Individual	Non- Promoter	-	30,000	30,000
	Total			96,126	39,05,690	40,01,816

Note:

The post-issue shareholding pattern has been arrived on the assumption that 39,05,690 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.

