

# Integrated Governance

## ROSE MERC LIMITED

### General information about company

Scrip code	512115
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE649C01012
Date of start of financial year	01-04-2025
Date of end of financial year	31-03-2026
Reporting Quarter Type	Half Yearly
Date of Quarter Ending	30-09-2025
Type of company	Equity
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	true
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	false There is no fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and consequently, Annexure 1 (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Not Applicable to the Company
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	false There are no tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and consequently, Annexure 1 (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Not Applicable to the Company
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	false There were no loans/ Guarantees/Comfort Letters/Securities given during the quarter and half year ended September 30, 2025
Risk management committee	false
Market Capitalisation as per immediate previous Financial Year	Any other
Is SCORE ID Available ?	true
SCORE Registration ID	r00224
Reason For No SCORE ID	
Type of Submission	Original
Remarks (website dissemination)	

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																							
Whether the listed entity has a Regular Chairperson																		true					
Whether Chairperson is related to MD or CEO																		false		Disqualification of Directors under section 164 of the Companies Act, 2013			
Sr no.	Title(Mr/Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN
1	Mr	Kirti Savla	02003878	Executive Director	Not Applicable	MD	false				Active	NA		05-10-2001				1	0	0	0		
2	Mr	Nooruddin Shaikh	09660481	Executive Director	Not Applicable		false				Active	NA					39	1	0	2	0		
3	Mr	Shekhar Mennon	02262964	Non-Executive - Independent Director	Not Applicable		false				Active	NA		01-09-2022			37	3	3	1	3		
4	Ms	Vaishali Parkar Kumar	09159108	Executive Director	Not Applicable		false				Active	NA		02-05-2023			29	1	0	1	0		
5	Mr	Vivek Parulkar	10064277	Executive Director	Not Applicable		false				Active	NA		03-03-2023			31	1	0	0	0		
6	Mr	Purvash Shelatkar	09838204	Executive Director	Not Applicable		false				Active	NA		25-01-2023			33	1	0	1	0		
7	Mr	Avinash Sonawane	10101936	Non-Executive - Independent Director	Not Applicable		false				Active	NA		13-04-2023			30	1	0	0	0		
8	Mr	Abhijeet Tipnis	09566680	Non-Executive - Independent Director	Not Applicable		false				Active	NA		14-11-2024			11	1	0	1	0		
9	Ms	Saroj Datar	10581903	Non-Executive - Independent Director	Not Applicable		false				Active	NA		19-04-2024			18	1	0	1	0		
10	Mr	Uday Tardalkar	00205409	Non-Executive - Independent Director	Chairperson		false				Active	NA		19-06-2023			28	2	2	1	0		
11	Mr	Omprakash Singh	07204004	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		19-06-2023			28	1	0	0	0		

## Annexure I

### II. Composition of Committees

Disclosure of notes on composition of committees explanatory	
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### Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02262964	Shekhar Mennon	Non-Executive - Independent Director	Chairperson	19-04-2024		
2	09660481	Nooruddin Shaikh	Executive Director	Member	06-04-2023		
3	00205409	Uday Tardalkar	Non-Executive - Independent Director	Member	19-04-2024		
4	09159108	Vaishali Parkar Kumar	Executive Director	Member	21-07-2025		
5	09566680	Abhijeet Tipnis	Non-Executive - Independent Director	Member	25-07-2025		
6	10581903	Saroj Datar	Non-Executive - Independent Director	Member	25-07-2025		

### Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07204004	Omprakash Singh	Non-Executive - Non Independent Director	Chairperson	12-06-2025		
2	02262964	Shekhar Mennon	Non-Executive - Independent Director	Member	13-04-2023		
3	09838204	Purvash Shelatkar	Executive Director	Member	10-03-2023		
4	00205409	Uday Tardalkar	Non-Executive - Independent Director	Member	28-04-2025		

### Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02262964	Shekhar Mennon	Non-Executive - Independent Director	Chairperson	21-04-2023		
2	09838204	Purvesh Shelatkar	Executive Director	Member	21-04-2023		
3	09660481	Nooruddin Shaikh	Executive Director	Member	21-04-2023		

### Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
No records available							

### Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
No records available							

### Other Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
No records available						

### Annexure I

#### III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	27-06-2025			true	12	9	5
2	21-07-2025	23		true	12	8	4
3	25-07-2025	3		true	11	8	3
4	30-07-2025	4		true	11	8	3

## Annexure I

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	27-06-2025				true	3	3	2	1
2	Audit Committee	25-07-2025	27			true	4	4	2	1
3	Nomination and remuneration committee	27-06-2025				true	4	4	2	0
4	Nomination and remuneration committee	21-07-2025	23			true	4	3	1	0
5	Nomination and remuneration committee	25-07-2025	3			true	4	4	2	0
6	Stakeholders Relationship Committee	16-05-2025				true	3	3	1	0
7	Stakeholders Relationship Committee	25-07-2025	69			true	3	3	1	0

## Annexure I

### V. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

### Annexure I

Sr	Subject	Compliance status
1	Name of signatory	Vaishali Parkar Kumar
2	Designation	Director

### Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		false
Other details of cyber security incidence or breaches or loss of data event		
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event
No records available		

**Affirmations on Compliance Requirements for AGM (applicable only for the first half-year filing i.e., 2nd quarter)**

<b>III. Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	NA	
6	Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	NA	
7	Submission of Annual Secretarial Compliance Report	24A(2)	NA	
8	Whether 'Corporate Governance Report' disclosed in Annual Report	34(3) read with para C of Schedule V	NA	
Any other information to be provided				

### Annexure III

1	Name of signatory	Vaishali Parkar Kumar
2	Designation	Director

### Signatory Details

Name of signatory	Vaishali Parkar Kumar
Designation of person	Director
Place	Mumbai
Date	30-10-2025

### Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

**Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:**

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					
Sr.No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
1	Golden Eagle Rosemerc Private Limited.	02-09-2025	30.00	0.00	30.00

**Disclosure of Imposition of Fine or Penalty** The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
No records available					

**Disclosure of Updates to Ongoing Tax Litigations or Disputes** The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
No records available				